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Addiko Bank

SUPPLEMENTARY STATEMENT BY THE MANAGEMENT BOARD

of

Addiko Bank AG

on the

voluntary public takeover offer aimed to acquire control

by

Nova Ljubljanska banka d.d., Ljubljana

pursuant to Section 25a of the Austrian Takeover Act (*Übernahmegesetz - ÜbG*)

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1. GENERAL

1.1 Preliminary Remarks

On 9 April 2026, Nova Ljubljanska banka d.d., Ljubljana, a joint stock corporation incorporated under the laws of Slovenia registered with the Slovenian company register (PRS) under number 5860571000, with corporate seat in Ljubljana and business address at Trg republike 2, 1000 Ljubljana, Slovenia ("**NLB**" or the "**Bidder**"), announced the intention to make a voluntary public takeover offer aimed to acquire control in accordance with Section 25a of the Austrian Takeover Act (*Übernahmegesetz* – "**ÜbG**") to all shareholders of Addiko Bank AG with corporate seat in Vienna, Austria, and business address at Canetti Tower, Canettistraße 5/OG 12, 1100 Vienna, Austria, registered with the companies' register of the Commercial Court Vienna under FN 350921 k ("**Addiko**" or the "**Target Company**") for the acquisition of all no-par value bearer shares (including treasury shares) of Addiko (ISIN AT000ADDIKO0) ("**NLB Offer**"). The offer document in relation to the NLB Offer was published on 13 May 2026 ("**Offer Document**"). The initial offer price was EUR 29.00 per Offer Share *cum* dividend ("**Original Offer Price**").

On 27 May 2026, the Management Board of the Target Company published its statement on the NLB Offer in accordance with Section 14 ÜbG ("**Management Board Statement**").

On 11 June 2026 and, subsequently, on 24 June 2026, NLB published improvements to the NLB Offer in accordance with Section 15 ÜbG (the improvement published on 24 June 2026 hereinafter the "**Offer Improvement**" and together with the NLB Offer, the "**Improved Offer**") and raised the offer price under the NLB Offer to initially EUR 33.50 *cum* dividend per Addiko share and, subsequently to EUR 37.00 *cum* dividend per Addiko share.

The Management Board issues this supplementary statement on the Offer Improvement of the Bidder. This supplementary statement does not repeat all aspects addressed in the Management Board Statement, but the supplementary statement (only) addresses the Offer Improvement and (re)emphasizes certain material considerations. This supplementary statement cannot be a substitute for each Addiko shareholder analysing the NLB Offer and the Offer Improvement themselves and on their own responsibility, using all sources of information, in order to arrive at a basis for their decision whether to accept or not accept the NLB Offer. Reference is made to the supplementary statement by the Management Board and the Supervisory Board on the RBI Offer published separately on even date.

Definitions used in the Management Board Statement have the same meaning in this supplementary statement, unless otherwise defined herein.

Having thoroughly reviewed this supplementary statement, the chairman of Addiko's Supervisory Board informed the Management Board that the Supervisory Board resolved to issue a statement declaring that it concurs with the considerations presented by the Management Board in this supplementary statement.

The works council informed the Management Board that no separate statement on the Offer Improvement will be drawn up by it.

This supplementary statement by the Management Board, and the supplementary statement by the Supervisory Board are published, *inter alia*, on the website of the Target Company (www.addiko.com) and on the website of the Austrian Takeover Commission (www.takeover.at).

1.2 Shareholder structure of the Target Company

The shareholder structure of the Target Company has not changed compared to the Management Board Statement.

1.3 Recent developments

The Management Board points out the following material recent developments concerning Addiko:

- On 14 May 2026, Raiffeisen Bank International AG, a joint stock corporation incorporated under the laws of Austria with corporate seat in Vienna and business address at Am Stadtpark 9, 1030 Vienna, Austria, registered with the companies' register of the Commercial Court Vienna under FN 122119 m ("**RBI**"), published a voluntary public takeover offer aimed at control in accordance with Section 25a ÜbG to the shareholders of the Target Company for the acquisition of all issued and outstanding no-par value bearer shares of Addiko (ISIN AT000ADDIKO0) excluding treasury shares of Addiko and shares held by RBI ("**RBI Offer**"). The RBI Offer is a competing offer to the NLB Offer;

- on 3 June 2026, RBI announced that, as of 3 June 2026, 9:00 a.m., it had received declarations of acceptance relating to a total of 6,775,823 Addiko Shares, corresponding to 34.75% of all issued Addiko Shares;

- on 10 June 2026, RBI announced that, as of 9 June 2026, 09:30 a.m., it has received declarations of acceptance relating to a total of 9,831,951 Addiko Shares corresponding to 50.42% of all issued Addiko Shares;

- on 11 June 2026, the Bidder published an improvement to the NLB Offer in accordance with Section 15 ÜbG, in which the Bidder increased the offer price to EUR 33.50 per Addiko Share *cum* dividend;

- on 24 June 2026, the Bidder published an improvement to the NLB Offer in accordance with Section 15 ÜbG, in which the Bidder increased the offer price to EUR 37.00 per Addiko Share *cum* dividend; and

- on 24 June 2026, RBI announced that, as of 22 June 2026, 09:30 a.m., it has received declarations of acceptance relating to a total of 9,890,151 Addiko Shares corresponding to 50.72% of all issued Addiko Shares.

Pursuant to Section 17 ÜbG Addiko shareholders who accepted the RBI Offer before publication of the Offer Improvement on 24 June 2026 have the right to withdraw their previous declarations of acceptance no later than four trading days before expiry of the acceptance period of the RBI Offer, i.e. by 16 July 2026, 5:00 p.m. Vienna time, and to reassess their decision in light of the amended terms of the NLB Offer.

In response to an inquiry by the Management Board, RBI informed the Target Company on 25 June 2026 that until 25 June 2026, 09:15 a.m., to RBI's knowledge, no Addiko shareholder had exercised this right of withdrawal.

In this context, reference is made to the press release of the Austrian Takeover Commission dated 11 June 2026, available at https://www.takeover.at/uebernahmeangebote/2026-addiko-bank-ag-25a-uebg-bieter-nlb/ (in German only).

2. IMPROVEMENT OF THE NLB OFFER

According to the Offer Improvement, the Bidder increases the Original Offer Price by EUR 8 (Euro eight) per Addiko Share to EUR 37.00 (Euro thirty-seven) per Addiko Share *cum* dividend in respect of the financial year 2025 and, for the avoidance of doubt, any other dividend declared by the Target Company after announcement of the NLB Offer ("**Improved Offer Price**"). For the interim improvement of the Original Offer Price to EUR 33.50 per Addiko Share *cum* dividend see Section 1.3.

In all other respects, in particular with regard to the Conditions Precedent (as defined in the Management Board Statement), the NLB Offer remains unchanged. The NLB Offer therefore continues to be subject, in particular, to the minimum acceptance threshold voluntarily set by NLB of at least 75 % of voting rights based on the number of issued and outstanding Addiko Shares as of 23 April 2026. Based on the currently issued and outstanding 19,287,142 Addiko Shares, this corresponds to 14,465,357 Addiko Shares tendered by the end of the acceptance period of the NLB Offer.

Pursuant to Section 15 para 3 ÜbG, the amendment to the NLB Offer also applies to all shareholders who have already declared their acceptance of the NLB Offer at the Original Offer Price, unless they exercise their right to object pursuant to Section 15 para 3 ÜbG. A shareholder must submit an objection to his custodian bank in analogous application of section 5.3 of the Offer Document. The respective custodian bank is required to forward the objection immediately via the custody chain to OeKB CSD for forwarding to the payment and settlement agent.

3. ASSESSMENT OF THE IMPROVED OFFER PRICE

3.1 Improved Offer Price in relation to historical prices

The closing price of the Addiko share on 15 June 2026, the last trading day prior to the announcement of the intention to (further) improve the NLB Offer, was EUR 26.50. The Improved Offer Price is therefore 39.62 % above this closing price.

The following table sets forth the VWAP for the last 3, 6, 12, 24 and 48 calendar months before the (initial) date of announcement of the intention to launch the NLB Offer (i.e. 9 April 2026):

	3 months	**6 months**	**12 months**	**24 months**	**48 months**
VWAP (in EUR)	25.71	23.05	21.80	19.76	15.96
Premium compared to the Improved Offer Price (in %)	43.91 %	60.52 %	69.72 %	87.24 %	131.83 %

3.2 Improved Offer Price in relation to the RBI Offer

The offer price pursuant to the RBI Offer is EUR 26.50 per Addiko Share on a *cum* dividend basis (excluding any potential Carve-Out Additional Payment (as defined in the RBI Offer)). The Improved Offer Price is therefore EUR 10.50 per Addiko Share or approximately 39.62 % higher than the offer price under the RBI Offer.

4. POSITION OF THE MANAGEMENT BOARD TO THE IMPROVED OFFER

4.1 General considerations

The following statements aim to provide Addiko shareholders with updated information and considerations regarding the Improved Offer. This supplementary statement does not repeat all aspects addressed in the Management Board Statement (please refer to section 6 of the Management Board Statement), but the supplementary statement (only) addresses the implications of the Offer Improvement and (re)emphasizes certain material considerations.

4.2 Improved Offer from a financial perspective

From a purely financial perspective, the Management Board considers the Improved Offer attractive.

The closing price of the Addiko share on 15 June 2026, the last trading day prior to the announcement of the intention to (further) improve the NLB Offer, was EUR 26.50. The Improved Offer Price is 39.62 % above this closing price.

The following table sets forth the VWAP for the last 3, 6, 12, 24 and 48 calendar months before the (initial) date of announcement of the intention to launch the NLB Offer (i.e. 9 April 2026):

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The offer price pursuant to the RBI Offer is EUR 26.50 per Addiko Share on a *cum* dividend basis (excluding any potential Carve-Out Additional Payment (as defined in the RBI Offer)). The Improved Offer Price is therefore EUR 10.50 per Addiko Share or approximately 39.62 % higher than the offer price under the RBI Offer.

4.3 Further conditions of the (Improved) Offer

In all other respects, in particular with regard to the Conditions Precedent, the NLB Offer remains unchanged. In the view of the Management Board, Addiko shareholders should also take this into account when taking their decision.

The NLB Offer is a voluntary public tender offer aimed to acquire control subject to a statutory minimum acceptance threshold of more than 50 % of the Offer Shares (i.e., more than 9,750,000 Addiko Shares). The Bidder, however, set a higher minimum acceptance threshold of at least 75 % of the voting rights based on the total number of issued and outstanding Addiko Shares as of 23 April 2026, not taking into account treasury shares, i.e. 14,465,357 Addiko Shares (based on 19,287,142 issued and outstanding Addiko Shares). See section 2.3.1 of the Management Board Statement for further details.

Reaching this minimum acceptance threshold by the end of the acceptance period of the (Improved) NLB Offer on 22 July 2026, 5:00 p.m. CET, therefore remains a fundamental prerequisite for the NLB Offer to be successful.

Based on the interim acceptance levels of the RBI Offer announced by RBI on 3 June, 9 June and 24 June 2026 (see Section 1.3 of this supplementary statement), the 75 % minimum acceptance threshold set out in the NLB Offer is, from today's perspective – subject to any exercise of withdrawal rights by Addiko shareholders – not achievable; even the statutory minimum acceptance threshold of more than 50 % of the shares subject to the NLB Offer would not be reached.

In response to a request by the Management Board, by 25 June 2026, 3:00 p.m., the Bidder had not provided the Target Company with a status of declarations of acceptance, if any, it may have received in connection with the NLB Offer.

If this situation remains unchanged at the end of the acceptance period, the NLB Offer would therefore fail.

However, it should be noted that any withdrawal rights exercised by shareholders cannot currently be quantified and therefore cannot be taken into account in this assessment.

4.4 Summary assessment and recommendation of the Management Board

Notwithstanding the attractiveness of the Improved Offer Price from a financial perspective, the Management Board is of the view that it is doubtful whether the Improved Offer can be successful due to the conditions set by the Bidder, in particular the minimum acceptance threshold set by the Bidder of at least 75 % of the voting rights based on the total number of issued and outstanding Addiko Shares as of 23 April 2026, not taking into account treasury shares, i.e. 14,465,357 Addiko Shares (based on 19,287,142 issued and outstanding Addiko Shares).

In summary, having thoroughly reviewed the Improved Offer and based on the information available to it as at the date of this supplementary statement, the Management Board therefore sees no reason to adjust its summary assessment and recommendation on the NLB Offer dated 24 May 2026.

Reference is made to the supplementary statement by the Management Board and the Supervisory Board on the RBI Offer published separately on even date.

The Management Board additionally notes that in light of the changed circumstances, those members of the Management Board and the Supervisory Board who personally hold Addiko Shares now reserve the right to decide at a later point in time whether and when they may tender their personally held Addiko Shares into the RBI Offer or the NLB Offer.

Ultimately, each Addiko shareholder must consider all relevant circumstances, their individual situation and their personal assessment of the future macroeconomic outlook, the Target Company, the value and share price of the Addiko Shares and the probability that the Improved Offer will be successful. Based on these factors, Addiko shareholders should individually decide whether and to what extent they accept the Improved Offer.

Vienna, this 25.06.2026

The Management Board of Addiko Bank AG