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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

**Raiffeisen Bank International AG**

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

## TABLE OF CONTENTS

## 1. GENERAL

### 1.1 Preliminary Remarks

On 8 April 2026, Raiffeisen Bank International AG with its registered office in Vienna and business address at Am Stadtpark 9, 1030 Vienna, Austria, registered in the Commercial Register of the Vienna Commercial Court under FN 122119 m ("**RBI**" 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 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 shares except for treasury shares of Addiko and shares already held by the Bidder (ISIN AT000ADDIKO0) ("**RBI Offer**"). The offer document in relation to the RBI Offer was published on 14 May 2026 ("**Offer Document**"). The offer price is EUR 26.50 per Offer Share *cum* dividend for the financial year 2025 plus a possible contractual additional payment obligation ("**RBI Offer Price**").

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

On 13 May 2026, Nova Ljubljanska banka d.d. with corporate seat in Ljubljana and business address at Trg republike 2, 1000 Ljubljana, Slovenia, registered with the Slovenian company register (PRS) under number 5860571000 ("**NLB**"), published 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 for the acquisition of all no-par value bearer shares (including treasury shares) of Addiko ("**NLB Offer**"). The initial offer price under the NLB Offer was EUR 29.00 per Addiko share *cum* dividend. The RBI Offer is a competing offer to the NLB Offer.

On 11 June 2026 and, subsequently, on 24 June 2026, NLB published an improvement to the NLB Offer in accordance with Section 15 ÜbG 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 against the background of the Improved NLB Offer (as defined in Section 1.3 hereof). Reference is made to the supplementary statement by the Management Board and the Supervisory Board on the Improved NLB Offer published separately on even date.

This supplementary statement does not repeat all aspects addressed in the Management Board Statement, but the supplementary statement (only) addresses the Improved NLB Offer and (re)emphasizes certain material considerations. This supplementary statement cannot be a substitute for each Addiko shareholder analyzing the RBI Offer and the Improved NLB Offer 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 RBI Offer.

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 supplementary statement on the RBI Offer 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 supplementary statement 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 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. This includes 1,878,167 Addiko Shares held by Alta Group, corresponding to 9.63 % of all issued Addiko Shares;[1]
- 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. This includes 1,878,167 Addiko Shares held by Alta Group, corresponding to 9.63 % of all issued Addiko Shares;[2]
- on 11 June 2026, NLB published an improvement of the NLB Offer pursuant to Section 15 ÜbG in which NLB increased the offer price to EUR 33.50 per Addiko Share *cum* dividend;
- on 24 June 2026, NLB published a further improvement of the NLB Offer pursuant to Section 15 ÜbG (the "**NLB Offer Improvement**" and together with the NLB Offer, the "**Improved NLB Offer**") in which NLB increased the offer price from EUR 33.50 to EUR 37.00 per Addiko Share *cum* dividend; and

1 https://www.rbinternational.com/en/investors/news/ir-releases/interim-status-vto.html <Download on 23/6/2026>

2 https://www.rbinternational.com/en/investors/news/ir-releases/interim-status2-vto.html <Download on 23/6/2026>

- 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. This includes 1,878,167 Addiko Shares held by Alta Group corresponding to 9.63 % of all issued Addiko Shares.[3]

Pursuant to Section 17 ÜbG Addiko shareholders who accepted the RBI Offer before publication of the NLB 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 offer terms.

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 withdrawal right.

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-rbi-ag/ (in German only).

## 2. POSITION OF THE MANAGEMENT BOARD

### 2.1 General considerations

The following statements aim to provide Addiko shareholders with updated information and considerations regarding the RBI Offer in comparison to the Improved NLB 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 NLB Offer Improvement in comparison to the RBI Offer and (re)emphasizes certain material considerations.

### 2.2 Comparison of the offers from a financial perspective

The offer price pursuant to the Improved NLB Offer is EUR 37.00 per Addiko Share on a *cum* dividend basis. The RBI Offer Price 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)) and is therefore EUR 10.50 per Addiko Share or approximately 28.38 % lower than the offer price under the Improved NLB Offer.

### 2.3 Further conditions of the offers

In addition to further conditions precedent (see section 4 of the Offer Document), the RBI Offer is subject to a voluntarily set increased minimum acceptance threshold. Pursuant to section 4.1.1 of the RBI Offer, the RBI Offer is conditional upon the Bidder receiving, by the expiration of the original Acceptance Period, declarations of acceptance representing in total more than 75 % of all 19,500,000 issued Addiko Shares, thus

[3] https://www.rbinternational.com/en/investors/news/ir-releases/interim-status3-vto.html <Download on 24/6/2026>

comprising more than 14,625,000 Addiko Shares. The original Acceptance Period of the RBI Offer ends on 22 July 2026, 5:00 p.m. CET.

On 24 June 2026, RBI announced that, as of 22 June 2026, 09:30 a.m., it had 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 Improved NLB Offer 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 offer conditions.

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 its right of withdrawal pursuant to Section 17 ÜbG.

The (Improved) NLB Offer remains unchanged in all other respects, in particular regarding its conditions precedent. The NLB Offer therefore continues to be subject to a 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 at least 14,465,357 Addiko Shares that would need to be tendered into the NLB Offer by the end of the acceptance period of the NLB Offer. The acceptance period of the (Improved) NLB Offer also ends on 22 July 2026, 5:00 p.m. CET.

In response to a request by the Management Board, by 25 June 2026, 3:00 p.m., NLB 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.

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

### 2.4 Summary assessment and amendment of the recommendation of the Management Board

Having thoroughly reviewed the Improved NLB Offer in comparison to the RBI Offer from a financial perspective and based on the additional information available to it as at the date of this supplementary statement, the Management Board has resolved to amend its summary assessment and recommendation on the RBI Offer dated 24 May 2026:

In light of the attractiveness of the Improved NLB Offer from a financial perspective in comparison to the RBI Offer and taking into account the further conditions of the RBI Offer (and the Improved NLB Offer), the Management Board has resolved to no longer expressly recommend acceptance of the RBI Offer, but to neither recommend acceptance nor rejection of the RBI Offer to Addiko shareholders.

The Management Board additionally notes that those members of the Management Board and the Supervisory Board who personally hold Addiko Shares now reserve the right, in light of the changed circumstances, to decide at a later point in time whether and when they will 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 RBI Offer will be successful. Based on these factors, Addiko shareholders should individually decide whether and to what extent they accept the RBI Offer.

Vienna, this 25 June 2026

The Management Board of Addiko Bank AG