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Addiko Bank

SUPPLEMENTARY STATEMENT BY THE SUPERVISORY 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*)

1. INTRODUCTION

On 15 May 2024, 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 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 (ISIN AT000ADDIKO0) ("**Offer**"). The offer document in relation to the Offer was published on 7 June 2024 ("**Offer Document**"). The initial offer price was EUR 20.00 per Offer Share *cum dividend* ("**Original Offer Price**").

On 21 June 2024, the Management Board and the Supervisory Board of the Target Company published their statements on the Offer in accordance with Section 14 ÜbG ("**Management Board Statement**" respectively "**Supervisory Board Statement**").

On 22 July 2024, the Bidder published an improvement to the Offer (the "**Offer Improvement**" and together with the Offer, the "**Improved Offer**") in accordance with Section 15 ÜbG. According to the Offer Improvement, the Bidder increases the Original Offer Price per Addiko Share by EUR 2.00 (Euro two) to EUR 22.00 (Euro twenty-two) per Addiko Share *cum dividend*. In all other material respects, in particular as regards the Conditions Precedent (as defined in the Management Board Statement), the terms and conditions of the Offer remain unchanged.

This supplementary statement by the Supervisory Board and the supplementary statement by the Management 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).

2. SUPPLEMENTARY STATEMENT BY THE SUPERVISORY BOARD

The Management Board of the Target Company has prepared a supplementary statement on the Offer Improvement of the Bidder. The supplementary statement by the Management Board 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.

The Offer Improvement and the supplementary statement by the Management Board have been thoroughly reviewed and extensively discussed in a meeting of the Supervisory Board on 24 July 2024 and the supplementary statement by the Management

Board has been acknowledged by all members of the Supervisory Board on 24 July 2024.

After thorough examination and evaluation, the Supervisory Board concurs with the supplementary statement by the Management Board and fully supports it. In summary and considering the attractiveness of the Increased Offer Price as outlined in section 4.2 of the supplementary statement by the Management Board, the Supervisory Board concludes that the Improved Offer adequately reflects the interests of the Addiko shareholders. Therefore, after having thoroughly reviewed the Improved Offer and based on the information available to it as of the date of this supplementary statement, the Supervisory Board recommends the Addiko shareholders to accept the Improved Offer.

However, in the view of the Supervisory Board, it is uncertain if the Improved Offer will be successful based on the Conditions Precedent set by the Bidder, in particular the voluntary minimum acceptance rate set by the Bidder of at least 75 % of the total issued 19,500,000 Addiko Shares, corresponding to 14,625,000 Addiko Shares.

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

Vienna, this 24 July 2024

For the Supervisory Board of Addiko Bank AG

Mag. Dr. Kurt Pribil
(Chairman of the Supervisory Board)