

## Remuneration Policy of the Supervisory Board of Addiko Bank AG

<b>Document Summary</b>	Pursuant to Section 98a in conjunction with Section 78a Austrian Stock Corporation Act (“AktG”), the Remuneration Policy for the Supervisory Board of Addiko Bank AG lays down the principles of remuneration of the Supervisory Board members of Addiko Bank AG (“Company”) as elected by the Annual General Meeting.
<b>Addressees</b>	Supervisory Board Members of Addiko Bank AG
<b>Bank</b>	ABH
<b>Version</b>	2.00

# Addiko Bank

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## II. Scope and Goals

### 1 What is this Internal Act intended for?

Pursuant to Section 98a in conjunction with Section 78a Austrian Stock Corporation Act (“AktG”), the Remuneration Policy for the Supervisory Board of Addiko Bank AG lays down the principles of remuneration of the Supervisory Board members of Addiko Bank AG (“Company”) as elected by the Annual General Meeting (“AGM”). These Provisions are applicable only for Supervisory Board Members of Addiko Bank AG.

### 2 Why is this Internal Act relevant for Addiko?

The provisions stipulated in the Remuneration Policy for the Supervisory Board shall promote the business strategy and long-term development of the Company and provide a framework for the remuneration of the Supervisory Board members of Addiko Bank AG.

This is done by setting out principles for the remuneration of the Supervisory Board members elected by the AGM, taking into account:

- their duties and workload,
- their expertise and experience,
- their responsibilities and the risks associated therewith,
- their impartiality and independence,
- the size, situation as well as a sustainable and long-term development of the Company, including its subsidiaries, and
- the relevant regulatory requirements as well as the Austrian Code of Corporate Governance.

Moreover, the Remuneration Policy for the Supervisory Board shall provide for sufficient leeway to be able to respond to short-term market developments and to ensure a well-balanced appointment of the Supervisory Board members elected by the AGM.

### 3 Remuneration Structure

#### 3.1. Fixed Remuneration - Function Payment

The Supervisory Board members elected by the AGM receive an annual function payment as Chairperson, Vice Chairperson or Member of the Supervisory Board whose specific amount is determined by resolution of the AGM.

A Supervisory Board member elected by the Supervisory Board plenum as a Committee Chairperson or Vice Chairperson of a Supervisory Board Committee will receive an additional annual function payment, the specific amount of which is determined by a resolution of the AGM.

In addition, each Supervisory Board member participating in a Working Group of the Supervisory Board shall receive payment for each attended session convened by the Chairperson of the Supervisory Board, the specific amount of which is determined by a resolution of the AGM.

The annual function payments are payable annually after the end of the financial year or the end of the term of function.

## 3.2. Variable Remuneration

There is no variable remuneration for Supervisory Board Members.

## 3.3. Other Benefits

The D&O insurance (liability insurance for directors and officers) taken out for the Company's governing bodies also covers the Supervisory Board members elected by the AGM. The premiums are paid by the Company.

## 4 Promotion of the Company's Business Strategy and Long-Term Development

Due to its predictability and lack of profit-sharing, the remuneration structure described in [Chapter 3](#) promotes a sustainable and responsible business strategy, the Company's long-term development and the independence of its Supervisory Board members.

## 5 Consideration of the Remuneration and Employment Conditions of the Company's Employees

The remuneration and employment conditions of the Company's employees were not explicitly taken into consideration in determining this Remuneration Policy for Supervisory Board members.

## 6 Term of Function of the Supervisory Board

The Supervisory Board members elected by the AGM are usually elected for a term of function in accordance with the maximum term pursuant to Section 87 (7) AktG.

There are no employment relationships or other contractual relationships under labor law in place between the Company and the Supervisory Board members elected by the AGM. The objective of this, together with the remuneration structure stated in the Group's Remuneration Policy, is to avoid any conflicts of interest.

## 7 Procedural Provisions

This Remuneration Policy is reviewed by the Supervisory Board at least once a year.

Pursuant to Section 98a in conjunction with Section 78b (1) AktG, this Remuneration Policy shall be submitted to the Company's AGM for resolution at least every fourth financial year and in case of material amendments. Prior to this, the Company's Supervisory Board shall resolve on the Remuneration Policy - or the amended Remuneration Policy where applicable - and submit a proposal for resolution to the AGM.

The vote at the AGM on the remuneration policy shall be of recommendatory nature. The resolution cannot be challenged.

After resolution by the AGM, this Remuneration Policy shall be published on the Company's website together with the date of the resolution and its voting result no later than on the second business day after resolution and be made available free of charge for the duration of its validity.

*This document is a translation of the German original version. In any case of doubt, the German original version shall prevail.*

## III. Glossary of Terms

Term used	Definition
ABG or Group	Addiko Bank Group
ABH	Addiko Bank AG (Holding)
AGM	Annual General Meeting
AktG	Austrian Stock Corporation Act (Aktiengesetz)
Benefit	Compensation other than cash
Supervisory Board	Supervisory Board of Addiko Bank AG
Variable remuneration	Additional payments or benefits depending on performance, generally payments under an Incentive Scheme or Bonus Scheme
Vergütungspolitik	In the meaning of „Vergütungspolitik“ (remuneration policy) in accordance with §78b and §98 of the Austrian Stock Corporation Act (Aktiengesetz - AktG)”