

Addiko Bank AG
Vienna, FN 350921 k
("Company")

Proposed resolutions of the Management Board and the Supervisory Board for the Annual General Meeting on 18 April 2025

- 1. Presentation of the annual financial statements including the management report and the consolidated corporate governance report, the consolidated financial statements including the group management report and the consolidated sustainability statement and the report of the Supervisory Board for the 2024 financial year**

Since the presentation of the above-mentioned documents serves only to inform the Annual General Meeting ("AGM"), there will be no resolution proposal on this agenda item.

The financial statements for 2024 have already been approved by the Supervisory Board and are thus adopted.

As no balance sheet profit is reported in the adopted annual financial statements for 2024, a separate agenda item for the resolution on the appropriation of profits can be omitted.

- 2. Resolution on the discharge of the members of the Management Board for the 2024 financial year**

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

"All members of the Management Board incumbent in the financial year 2024 are granted discharge for the financial year 2024."

- 3. Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year**

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

"All members of the Supervisory Board incumbent in the financial year 2024 are granted discharge for the financial year 2024."

- 4. Election of the auditor (bank auditor) for the annual financial statements, the consolidated financial statements 2026 and the consolidated sustainability statement 2026**

The Supervisory Board proposes that the AGM adopts the following resolution:

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, shall be elected auditor and group auditor for the annual financial statements, the consolidated financial statements for the financial year 2026 and the consolidated sustainability statement 2026 in accordance with the recommendation of the Audit Committee of the Supervisory Board."

Note: In accordance with Articles 16 para. 2 and 17 paras. 1 and 2 of Regulation (EU) No. 537/2014 (EU Auditor Regulation), the Audit Committee of the Supervisory Board has recommended the renewal of the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, for the above-mentioned auditing services and notified a justified preference for KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna. In its recommendation to the Supervisory Board, the Audit Committee stated that the proposed auditor is free from improper influence by third parties and that no clause of the kind referred to in Article 16 para. 6 of the EU Auditing Regulation has been imposed on it.

5. Resolution regarding the election of the auditor for the consolidated sustainability statement for the financial year 2025

The Supervisory Board proposes that the AGM adopts the following resolution:

"In accordance with the recommendations of the Audit Committee of the Supervisory Board KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, shall be elected as auditor for the legally required consolidated sustainability statement for the financial year 2025."

Note: The 2022/2464 Corporate Sustainability Reporting Directive (CSRD) of the EU requires listed companies to have their sustainability reporting audited externally. According to the draft of the Austrian Sustainability Reporting Act (NaBeG), which was already available for review at the time of submission of these resolution proposals, the auditor of the annual financial statements will also be the auditor of the sustainability statement when the law comes into force, so that no separate election is required. To avoid an extraordinary General Meeting to elect an auditor for the sustainability statement for the 2025 financial year in case of an amendment of the draft law, it is proposed to the AGM to adopt this resolution for reasons of caution and better planning.

6. Resolution on the Remuneration Report

The Management Board and Supervisory Board propose that the AGM adopts the following resolution:

"The Remuneration Report for the financial year 2024, as attached in the Annex hereto, is adopted."

The Remuneration Report for the financial year 2024 as approved by the Management Board and the Supervisory Board is attached to these resolution proposals as Annex ./1.

Note: The management board and the supervisory board of a listed company must prepare a clear and understandable remuneration report for the remuneration of the members of the management board and the supervisory board in accordance with § 78c and § 98a in conjunction with § 78c of the Austrian Stock Corporation Act (*Aktiengesetz* - "AktG").

The remuneration report has to offer a comprehensive overview of the remuneration granted or owed to the current and former members of the management board and the supervisory board in the course of the last financial year within the framework of the remuneration policy (§ 78a and § 98a in conjunction with § 78a AktG), including all benefits in any form.

The remuneration report for the previous financial year must be submitted to the AGM for approval. The vote is of recommendatory nature. The resolution cannot be challenged (§ 78d para. 1 and § 98a in conjunction with § 78d para.1 AktG).

The management board and the supervisory board have to make a proposal for a resolution on the remuneration report in accordance with § 108 para. 1 AktG.

At the meeting on 5 March 2025, the Management Board and the Supervisory Board of the Company resolved on a remuneration report in accordance with § 78c and § 98a in conjunction with § 78c AktG and made a resolution proposal in accordance with § 108 para. 1 AktG.

7. Resolution on the amended Remuneration Policy of the Management Board

The Supervisory Board proposes that the AGM adopts the following resolution:

“The amended remuneration policy on the principles for the remuneration of the members of the Management Board, as attached in the Annex hereto, is adopted.”

Note: The Supervisory Board of a listed company must draw up the principles for the remuneration of the members of the Management Board in accordance with § 78a “AktG” (remuneration policy).

The remuneration policy must be submitted to the General Meeting for adoption in the case of any significant change in accordance with § 78b AktG. The remuneration policy adopted in the General Meeting on 21 April 2023 was amended in 2025.

The vote at the General Meeting on the remuneration policy shall be of recommendatory nature. The resolution cannot be challenged (§ 78b (1) AktG).

The Supervisory Board must make a proposal for a resolution on the remuneration policy in accordance with § 108 (1) AktG.

Pursuant to § 108 (4) no. 4 AktG, this proposal for a resolution by the Supervisory Board and the amended remuneration policy (concerning the principles for the remuneration of the members of the Management Board) must be made available on the website entered in the commercial register from the 21st day before the Annual General Meeting.

The Supervisory Board of Addiko Bank AG in its meeting on 5 March 2025 has established the principles for remuneration and the amended remuneration policy of the members of the Management Board pursuant to § 78a AktG. The amended remuneration policy on the principles for the remuneration of the members of the Management Board will be made available on the website of Addiko Bank AG, which is entered in the commercial register, no later than 28 March 2025 (the 21st day before the Annual General Meeting).

The amended remuneration policy on the principles for the remuneration of the members of the Management is attached to this resolution proposal as Annex ./2.

8. Resolution on the Remuneration Policy of the Supervisory Board

The Supervisory Board proposes that the AGM adopts the following resolution:

“The remuneration policy on the principles for the remuneration of the members of the Supervisory Board, as attached in the Annex hereto, is adopted.”

Note: The remuneration policy of the Supervisory Board was approved four years ago by the General Meeting on 26 April 2021 and has remained unchanged. In accordance with § 78a in conjunction with § 98b AktG, the remuneration policy must be submitted to the General Meeting for adoption every 4 years.

The Supervisory Board of a listed company must draw up the principles for the remuneration of the members of the Supervisory Board in accordance with § 78a in conjunction with § 98a AktG (remuneration policy).

The vote at the General Meeting on the remuneration policy shall be of recommendatory nature. The resolution cannot be challenged (§ 78b (1) in conjunction with § 98a AktG).

The Supervisory Board must make a proposal for a resolution on the remuneration policy in accordance with § 108 (1) AktG. Pursuant to § 108 (4) no. 4 AktG, this proposal for a resolution by the Supervisory Board and the remuneration policy (concerning the principles for the remuneration of the members of the Supervisory Board) must be made available on the website entered in the commercial register from the 21st day before the Annual General Meeting.

On 5 March 2025, the Supervisory Board of Addiko Bank AG established the principles for the remuneration policy of the members of the Supervisory Board in accordance with § 78a AktG. The remuneration policy of the Supervisory Board will be made available on the website of Addiko Bank AG registered in the commercial register at www.addiko.com no later than 28 March 2025 (the 21st day before the Annual General Meeting).

The remuneration policy on the principles for the remuneration of the members of the Supervisory Board is attached to this resolution proposal as Annex ./3.

9. Elections to the Supervisory Board

The Supervisory Board proposes that the AGM adopts the following resolutions:

- “a) Mr. Johannes Proksch is elected as a member of the Supervisory Board with effect as of the end of this Annual General Meeting until the end of the Annual General Meeting voting on his discharge for the business year 2027.*
- b) Mr. Sava Dalbokov is elected as a member of the Supervisory Board with effect as of the end of this Annual General Meeting until the end of the Annual General Meeting voting on his discharge for the business year 2027.”*

Note: The Supervisory Board would like to extend Mr. Johannes Proksch’s and Mr. Sava Dalbokov’s terms of offices until the end of the AGM for the business year 2027.

From the Supervisory Board’s point of view, and in line with the regulator’s expectations in relation to the composition of the Supervisory Board, continuity is a key criterion for success in order to continue a trusting and efficient cooperation within the Supervisory Board and with the Management Board and also for a

continuation of the successful implementation of the transformation process over the next three years.

The Supervisory Board therefore proposes the elections of Mr. Johannes Proksch and Mr. Sava Salbokov at the AGM. The Supervisory Board will again consist of five shareholder representatives.

Mr. Johannes Proksch and Mr. Sava Salbokov have each submitted a declaration in accordance with § 87 para. 2 AktG, which is available on the Company's website, and in particular have declared that

1. all circumstances in connection with § 87 para. 2 AktG have been disclosed and, according to the assessment of Mr. Johannes Proksch and Mr. Sava Dalbokov, there are no circumstances that could justify concerns about a bias of Mr. Johannes Proksch and Mr. Sava Dalbokov,
2. Mr. Johannes Proksch and Mr. Sava Dalbokov have not been legally sentenced to any criminal act, in particular not to any which would call into question their professional reliability pursuant to § 87 para. 2a sentence 3 AktG, and
3. there are no obstacles to the appointment of Mr. Johannes Proksch and Mr. Sava Dalbokov within the meaning of § 86 paras. 2 and 4 AktG.

After the last General Meeting, the Supervisory Board has been consisting of five capital representatives and two members delegated by the works council in accordance with § 110 Arbeitsverfassungsgesetz (ArbVG). Of the five shareholder representatives, four are men and one is a woman. All employee representatives are men. § 86 para. 7 AktG does not apply since the Supervisory Board only consists of five shareholder representatives as elected by the AGM.

Shareholders who submit an election proposal increasing the number of current Supervisory Board seats for item 9. "Elections to the Supervisory Board" of the agenda must consider the requirement pursuant to § 86 para. 7 AktG. An election contrary to § 86 para. 7 AktG is invalid pursuant to § 86 para. 8 AktG.

Annex .1/1: Remuneration Report 2024

Annex .1/2: Remuneration Policy of the Management Board 2024

Annex .1/3: Remuneration Policy of the Supervisory Board 2024

Vienna, in March 2025

The Management Board

Herbert Juranek m.p.
Chairman

Edgar Flaggl m.p.

Tadej Krasovec m.p.

Ganesh Krishnamoorthi
m.p.

The Chairman of the Supervisory Board

Dr. Kurt Pribil m.p.

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