



Selected questions asked by IVA Interessenverband für Anleger on voluntary public tender offer aimed to acquire control by NLB for Addiko Bank AG (the "Offer")

This document should not be considered as an addendum to the Offer Memorandum and subsequent amendment published on 7 June 2024 and 22 July 2024, respectively.

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NLB's bid is limited to a minimum of 75% acceptance of the shareholders. Even if shareholders accept the bid, it is not foreseeable whether you would reach that threshold. Why NLB isn't lifting this condition?

NLB is interested in exercising effective control over Addiko upon conclusion of the transaction, consistent with our previous acquisitions. This is also how we approach the management of our international subsidiaries as a 75% vote is required to carry certain resolutions in shareholder meetings. However, NLB is committed to best-in-class corporate governance practices and will always respect in full rights of minorities. We have a successful track record in various markets in fair treatment of all shareholders either as a listed or unlisted business. In any event there is no downside for any investor to tender shares into the NLB offer as the offer will not conclude if the acceptance condition is not met and shares will be released after the acceptance period in such case with all shareholder rights untouched.

NLB continues to call on all shareholders (including Addiko's largest shareholders) to evaluate our offer on its merits, which, in our view, are compelling in comparison with alternative options (including the status quo).

Addiko Bank is a success story. Increasing dividends, market grow, a high digitalization quota and approx. 42 EUR per share book value are arguments for shareholders to keep their shares and preferring an independence of the bank. What are NLB's plans with minority shareholders and the listing at the Vienna Stock Exchange?

The current offer of EUR 22 a share (cum dividend) offers already a very substantial premium to the undistorted share price (for example the offer price is 45.2% higher than the closing share price on 22 March 2024, prior to the launch of Agri Europe's partial tender offer). We believe that this is a very fair price and is only possible due to the strong strategic fit of Addiko with NLB's strategy.

Standalone Addiko operates with a return on equity ("ROE") (c. 8% in Q1 2024) considerably the below cost of equity and thus naturally trades valued below its book value (as an aside, NLB and many of Europe's largest listed banks trade below book value despite having ROEs materially in excess of their cost of equity). We also note that the offer price is materially above research analysts' 12-month target prices for Addiko's shares, as we detailed in our offer memorandum.



- ✚ NLB is offering cash to all Addiko's investors, and we believe this offer to be a significant liquidity event for all shareholders of the bank. Addiko's Management Board, supported by a fairness opinion from their financial advisor, considers NLB's offer to be fair and reasonable from a financial perspective to Addiko's shareholders.
- ✚ It is important to say that NLB offer is for the entire share capital of Addiko, providing an opportunity for the clean and full exit for all Addiko shareholders.
- ✚ Addiko's 6-month average daily trading volume (prior to Agri Europe offer announcement) amounted to only c. €100k. Volumes have been even lower than this on occasions, as such Addiko has been a difficult stock for shareholders to exit from at an attractive price.
- ✚ As for the listing, NLB's current intention is that Addiko's shares will remain listed on the Vienna Stock Exchange, this however will be considered frequently after a potential closing as to its merits to shareholders and us. In any case NLB will fully respect all minority rights at all points in time and has extensive experience in running effective shareholder communication.

With a potential acquisition of Addiko Bank AG, NLB is aiming into the Croatian banking market. The history of the Slovenian/Croatian banking industry isn't free of conflicts. Especially Croatian savers were subject here. How NLB will manage the legacy therein?

- ✚ We believe Croatian entry will benefit Croatian customers active in Slovenia and vice-versa, given the strength of trade links between the two countries, and wider, between Croatia and other SEE countries, where NLB is already present (e.g. BiH)
- ✚ We intend to continue Addiko's specialist bank strategy in medium term and will carefully analyse introduction of other products from our universal offering in due time. Ultimately, we believe that enhanced competition creates value for customers. We will also be able to support NLB's existing clients from across the region who are active in Croatia.
- ✚ We expect our regulatory application to be evaluated in accordance with Croatian and EU legislation and ultimately be successful. Croatia is a part of the Single Supervisory Mechanism regulated by the European Central Bank and the respective local regulators. We have a strong track record in securing regulatory approvals in a timely manner.
- ✚ NLB has also recently received Hanfa (The Croatian Financial Services Supervisory Agency) decision granting the approval for acquisition of a qualifying holding in Mobil Leasing d.o.o., Zagreb.