**This document is a non-binding English language convenience translation. The only binding document is the German language further amendment to the offer document published on 17. July 2026.**

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| **NOTE:**<br><br>**SHAREHOLDERS OF ADDIKO BANK AG WHOSE CORPORATE SEAT, PLACE OF RESIDENCE OR HABITUAL PLACE OF ABODE IS OUTSIDE THE REPUBLIC OF AUSTRIA ARE EXPRESSLY REFERRED TO THE INFORMATION SET FORTH IN SECTION 6.16.1 OF THIS FURTHER AMENDMENT TO THE OFFER DOCUMENT.** |

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| **IMPORTANT:**<br><br>**THIS FURTHER IMPROVED OFFER BY NOVA LJUBLJANSKA BANKA D.D., LJUBLJANA IS A COMPETING OFFER TO THE VOLUNTARY PUBLIC TAKEOVER OFFER AIMED AT ACQUIRING CONTROL LAUNCHED BY RAIFFEISEN BANK INTERNATIONAL AG ON 14 MAY 2026 (RBI TAKEOVER OFFER). WITH PUBLICATION OF THIS FURTHER IMPROVED OFFER, ADDIKO SHAREHOLDERS THAT ALREADY ACCEPTED THE RBI TAKEOVER OFFER CAN REVOKE THEIR PREVIOUS DECLARATION OF ACCEPTANCE UNTIL NO LATER THAN FOUR TRADING DAYS PRIOR TO THE END OF THE NOW EXTENDED ACCEPTANCE PERIOD OF THE RBI TAKEOVER OFFER UNTIL 29 JULY 2026 (I.E. UNTIL 23 JULY 2026) AND TENDER THEIR ADDIKO SHARES INTO THIS FURTHER IMPROVED VOLUNTARY PUBLIC TAKEOVER OFFER AIMED AT ACQUIRING CONTROL LAUNCHED BY NOVA LJUBLJANSKA BANKA D.D., LJUBLJANA.** |

# THIRD AMENDMENT OF THE VOLUNTARY PUBLIC TAKEOVER OFFER AIMED AT ACQUIRING CONTROL

pursuant to Sections 15, 19 1b, 19 1d and 25a of the Austrian Takeover Act (*Übernahmegesetz*)

by

**Nova Ljubljanska banka d.d., Ljubljana**
Trg republike 2
1000 Ljubljana, Slovenia

to the shareholders of
**ADDIKO BANK AG,**
Canetti Tower, Canettistraße 5/OG 12, 1100 Vienna, Austria

**Reduced Minimum Acceptance Threshold**: Reaching the minimum acceptance threshold of 50% (fifty percent) plus one Addiko Share. This corresponds to 9,750,001 Addiko Shares that must be tendered by the end of the Acceptance Period.

**Extended Acceptance Period**: 13 May 2026 through 29 July 2026

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## 1. Definitions and Abbreviations

Definitions used in the offer document published on 13 May 2026 ("**Offer Document**") and in the amendments to the Offer Document published on 11 June 2026 and on 24 June 2026 have the same meaning in this third amendment to the Offer Document, unless otherwise defined herein.

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| **Reduced Minimum Acceptance Threshold** | has the meaning given to such term in section 3.1.**Error! Reference source not found.** |
| **Extended Acceptance Period** | has the meaning given to such term in section 3.2. |
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## 2. Background

On 9 April 2026, 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 its corporate seat in Ljubljana and its business address at Trg republike 2, 1000 Ljubljana, Slovenia, announced a voluntary public takeover offer aimed at acquiring control to the shareholders of Addiko Bank AG, a stock corporation incorporated under Austrian law, with its corporate seat in Vienna and its business address at Canetti Tower, Canettistraße 5/OG 12, 1100 Vienna, Austria, registered with the company register of the Commercial Court (*Handelsgericht*) in Vienna under FN 350921 k, regarding their respective Addiko Shares. The Offer Document was published on 13 May 2026.

The Offer Document is available as a brochure at the Target Company and at the Payment and Settlement Agent for free. The Offer Document was further published on the websites of the Bidder (www.nlb.si), the Target Company (www.addiko.at) and the ATC (www.takeover.at).

On 1 June 2026, the Bidder announced its intention to improve the Offer Price to EUR 33.50 per Addiko Share *cum dividend* for the financial year 2025 (and, for the avoidance of doubt, including any other dividend declared by the Target Company after the announcement of the Offer). The first amendment to the Offer Document was published on 11 June 2026.

On 18 June 2026, the Bidder announced its intention to further improve the Offer Price to EUR 37.00 per Addiko Share *cum dividend* for the financial year 2025 (and, for the avoidance of doubt, including any other dividend declared by the Target Company after the announcement of the Offer). The further amendment to the Offer Document was published on 24 June 2026.

## 3. Further Amendments to the Offer

### 3.1 Reduction of the Minimum Acceptance Threshold

The Offer was previously subject to the Condition Precedent that, by the end of the Acceptance Period, the Bidder shall have received Acceptance for at least 75% (seventy-five percent) of voting rights based on the number of Addiko Shares issued and outstanding as of the day prior to filing the Offer Document with the ATC. Accordingly, the Bidder previously had to receive at least 14,465,357 Addiko Shares.

Pursuant to section 4.2 of the Offer Document (Waiver, Fulfillment and Non-Fulfillment of Conditions Precedent), the Bidder has expressly reserved the right, to the extent permitted by law, to waive or amend the voluntarily set Minimum Acceptance Threshold until the end of the Acceptance Period. The statutory minimum acceptance threshold of more than 50% (fifty percent) of the Offer Shares cannot be waived.

The Bidder hereby amends the Condition Precedent pursuant to section 4.1.1 of the Offer Document (Minimum Acceptance Threshold) in favor of the addressees of the Offer by reducing the voluntarily set Minimum Acceptance Threshold to now 50% (fifty percent) of all Offer Shares plus one Addiko Share ("**Reduced Minimum Acceptance Threshold**"). The Bidder must therefore receive Acceptance Declarations for at least 9,750,001 Addiko Shares by the end of the Acceptance Period.

### 3.2 Extended Acceptance Periode

The Offer could previously be accepted from 13 May 2026 until and including 22 July 2026, 5:00 pm (CET).

Pursuant to Section 19 paragraph 1d ATA, the ATC may grant a reasonable extension of the acceptance periods to more than ten weeks in the case of competing offers, provided that the business activities of the Target Company are not unduly hindered thereby.

In order to enable the addressees of the Offer the required minimum period to decide on acceptance, the Bidder extends the Acceptance Period by 5 (five) Trading Days.

The Offer may therefore be accepted until and including Wednesday, 29 July 2026, 5:00 pm (CET) ("**Extended Acceptance Period**").

Note: With the extension of the Acceptance Period of this Offer, the acceptance period of the RBI Takeover Offer is also automatically extended. The acceptance periods of both offers therefore end on 29 July 2026.

## 4. Right of Withdrawal regarding the Competing Offer by RBI

This further improved offer is a competing offer to the RBI Takeover Offer. With publication of this further improved offer, Addiko Shareholders that already accepted the RBI Takeover Offer can revoke their previous declaration of acceptance until no later than four Trading Days prior to the end of the now also extended acceptance period of the RBI Takeover Offer (i.e. until 23 July 2026) and tender their Addiko Shares into this further improved voluntary public takeover offer aimed at acquiring control launched by Nova Ljubljanska banka d.d., Ljubljana.

## 5. Equal Treatment

Pursuant to Section 15 paragraph 3 ATA, this further amendment to the Offer also applies to all Shareholders who have already declared their acceptance of the Offer, unless they exercise their right to object pursuant to Section 15 paragraph 3 ATA. The objections shall be submitted to the Custodian Bank in analogous application of section 5.3 of the Offer Document. The Custodian Bank shall forward the objection without undue delay via the custody chain to OeKB CSD for forwarding to the Payment and Settlement Agent.

## 6. Further Information

### 6.1 Restriction of Publication / Verbreitungsbeschränkung

Other than in compliance with applicable law, the publication, dispatch, distribution, dissemination or making available of (i) this further amendment of the Offer Document, (ii) any summary or other description of the conditions contained in this further amendment of the Offer Document or (iii) other documents connected with the Offer outside of the Republic of Austria or the United States is not permitted. The Bidder does not assume any responsibility for any violation of this provision. The Offer is not made, directly or indirectly, in Australia or Japan, and may notbe accepted there.

This further amendment to the Offer Document does not constitute a solicitation or invitation to offer Addiko Shares in the Target Company in or from any jurisdiction where it is prohibited to make such invitation or solicitation or where it is prohibited to launch an offer by or to certain individuals. The (amended) Offer will not be reviewed or approved by any authority outside the Republic of Austria; nor has an application for such approval been filed.

Shareholders who come into possession of the Offer Document, the amended Offer Document or this further amendment thereto outside the Republic of Austria or the United States and/or who wish to accept the (amended) Offer from there are advised to inform themselves of the relevant applicable legal provisions and to comply with them. The Bidder does not assume any responsibility in connection with an acceptance of the (amended) Offer from outside the Republic of Austria or the United States.

### 6.2 Additional Information for Shareholders Domiciled, Resident or Habitually Resident in the United States

The Offer, the amended Offer and the further amendment thereto are a cross-border tender offer that is subject to disclosure and other procedural requirements under Austrian law, including those with respect to settlement procedures and timing of payments. These requirementsare different from those applicable under U.S. domestic tender offer procedures and law.

Neither the United States Securities and Exchange Commission nor any other securities regulatory authority of any U.S. state has approved or prohibited the Offer, the amended Offer or this further amendment to the Offer or confirmed the adequacy and completeness of this further amendment to the Offer Document or any other document relating to the Offer. It may be difficult for Shareholders resident, domiciled or habitually resident in the United States to enforce their rights and claims under United States securities laws because both the Target Company and the Bidder are domiciled outside the United States. Such Shareholders may not be able to sue a company domiciled outside the United States or its officers and directors domiciled outside the United States for violation of U.S. securities law before a U.S. court. Further, difficulties may arise in enforcing judgments of a U.S. court outside the United States.

To the extent permissible under applicable law or regulation, the Bidder and persons acting on its behalf may, before, during, or after the expiration of the Acceptance Period or the Additional Acceptance Period, respectively, acquire or make arrangements to acquire, directly or indirectly, or enter into derivative transactions with respect to, the shares in the Target Company, outside of the Offer. This also applies to other securities which are directly convertible into, exchangeable for, or exercisable for shares in the Target Company. These purchases may be completed via the stock exchange at market prices or outside the stock exchange in negotiated transactions. Any information about such purchases will be disclosed as required by law or regulation in Austria or any other relevant jurisdiction.

### 6.3 German Version to Govern

This third amendment to the Offer Document was prepared in German. Only the German version is binding and authoritative. The English translation is for convenience only.

### 6.4 Miscellaneous

In all other respects, the terms and conditions of the Offer published on 13 May 2026 and last amended on 24 June 2026 remain unchanged.

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Ljubljana, 16.07.2026

**Nova Ljubljanska banka d. d., Ljubljana**

Blaž Brodnjak

President of the Management Board

Archibald Kremser

Member of the Management Board

## 7. Confirmation by the Expert Pursuant to Section 9 ATA

According to our investigation pursuant to Section 15 paragraph 2 in connection with Section 9 paragraph 1 ATA, we have come to the conclusion that the further amendment to the Bidder's voluntary public takeover offer aimed at acquiring control pursuant to Section 25a of the Austrian Takeover Act to the Shareholders of Addiko Bank AG as Target Company is complete and complies with all applicable laws.

The Bidder has the necessary financial means to completely fulfill the amended Offer in due time.

Vienna, 16.07.2026

**BDO Assurance GmbH**
**Wirtschaftsprüfungs- und Steuerberatungsgesellschaft**

Mag. Kurt Schweighart

Raffaela Uhl, MA