

WICHTIGER HINWEIS: AKTIONÄRE DER ADDIKO BANK AG, DEREN SITZ, WOHNSTZ ODER GEWÖHNLICHER AUFENTHALT AUSSERHALB DER REPUBLIK ÖSTERREICH LIEGT, WERDEN AUSDRÜCKLICH AUF PUNKT 2. DIESER ÄNDERUNG DER ANGEBOTSUNTERLAGE HINGEWIESEN.

IMPORTANT NOTE: SHAREHOLDERS OF ADDIKO BANK AG WHOSE SEAT, PLACE OF RESIDENCE OR HABITUAL ABODE IS OUTSIDE THE REPUBLIC OF AUSTRIA SHOULD NOTE THE INFORMATION SET FORTH IN CLAUSE 2. OF THIS AMENDMENT TO THE OFFER DOCUMENT.

VOLUNTARY  
PARTIAL TENDER OFFER

pursuant to Sections 4 et seqq of the Austrian Takeover Act ("**ATA**")  
("**Offer**")

made by

Agri Europe Cyprus Limited  
THE OVAL, Flat/Office 502, Krinou 3, 4103 Agios Athanasios, Limassol, Cyprus  
(commercial registry number HE 283435)  
("**Bidder**")

to the shareholders of

Addiko Bank AG  
Canetti Tower, Canettistraße 5/OG 12, 1100 Vienna  
(commercial registry number 350921 k)  
("**Target Company**")

Acceptance Period: 16 May 2024 until 25 July 2024, 17:00 (Vienna local time)

## **1. AMENDMENT OF THE OFFER**

### **1.1. Initial situation**

On 16 May 2024, the Bidder, Agri Europe Cyprus Limited, a limited liability company under the laws of Cyprus with its corporate seat in Limassol, Cyprus, and its business address at The Oval, Office 502, Krinou 3, 4103 Agios Athanasios, Limassol, Cyprus, registered with the Registrar of Companies and Official Receiver of Cyprus under HE 283435, has published a voluntary partial tender offer pursuant to Sec 4 et seq ATA to the shareholders of Addiko Bank AG, with its corporate seat in Vienna and its business address at Canetti Tower, Canettistraße 5/OG 12, 1100 Vienna, registered with the company register of the Commercial Court (Handelsgericht) in Vienna under number 350921 k, ("**Offer**").

The Offer Document is available free of costs in the form of a brochure at the corporate seat of the Target Company and at the Paying Agent and can be retrieved from the websites of the Takeover Commission ([www.takeover.at](http://www.takeover.at)) and the Target Company ([www.addiko.com](http://www.addiko.com)).

Definitions used in the Offer shall have the same meaning in this amendment to the Offer unless otherwise defined herein.

### **1.2. Extension of the Acceptance Period**

The originally envisaged Acceptance Period of the Offer is six (6) weeks. Therefore, the Offer can be accepted between 16 May 2024 until and including 27 June 2024, 17:00 Vienna time. The Bidder has explicitly reserved the right to extend the Acceptance Period.

The Bidder has decided to extend the Acceptance Period by four (4) weeks to ten (10) weeks. Therefore, the Offer can be accepted until and including 25 July 2024, 17:00 Vienna time.

Apart from this amendment, the terms and conditions of the Offer shall remain unaffected.

## **2. DISTRIBUTION RESTRICTIONS**

### **2.1. Verbreitungsbeschränkungen**

*Außer in Übereinstimmung mit den anwendbaren Rechtsvorschriften dürfen die vorliegende Angebotsunterlage oder sonst mit dem Angebot in Zusammenhang stehende Dokumente außerhalb der Republik Österreich weder veröffentlicht, versendet, vertrieben, verbreitet oder zugänglich gemacht werden. Die Bieterin übernimmt keine wie auch immer geartete Haftung für einen Verstoß gegen die vorstehende Bestimmung. Das Angebot wird insbesondere weder direkt noch indirekt in den Vereinigten Staaten von Amerika, deren Territorien oder anderen Gebieten unter deren Hoheitsgewalt abgegeben, noch darf es in oder von den Vereinigten Staaten von Amerika aus angenommen werden. Dieses Angebot wird weiters weder direkt noch indirekt in Australien, Kanada oder Japan gestellt, noch darf es in oder von Australien, Kanada oder Japan aus angenommen werden.*

*Diese Angebotsunterlage stellt weder ein Angebot von Aktien noch eine Einladung dar, Aktien an der Zielgesellschaft in einer Rechtsordnung oder von einer Rechtsordnung aus anzubieten, in der die Stellung eines solchen Angebots oder einer solchen Einladung zur Angebotsstellung*

*oder in der das Stellen eines Angebots durch oder an bestimmte Personen untersagt ist. Das Angebot wird weder von einer Behörde außerhalb der Republik Österreich genehmigt noch wurde eine derartige Genehmigung beantragt.*

*Aktionäre der Zielgesellschaft, die außerhalb der Republik Österreich in den Besitz der Angebotsunterlage gelangen und/oder die das Angebot außerhalb der Republik Österreich annehmen wollen, sind angehalten, sich über die damit in Zusammenhang stehenden einschlägigen rechtlichen Vorschriften zu informieren und diese Vorschriften zu beachten. Die Bieterin übernimmt keine wie auch immer geartete Haftung im Zusammenhang mit einer Annahme des Angebots außerhalb der Republik Österreich.*

## **2.2. Restriction of Publication**

Unless in compliance with applicable laws this Offer Document or any other documents related to this Offer may not be published, sent, distributed or made available outside of the Republic of Austria. The Bidder does not assume any responsibility for any violation of the above-mentioned provision. In particular, the Offer is not being made, directly or indirectly, in the United States of America, its territories or possessions or any other area subject to its jurisdiction, nor may it be accepted in or from the United States of America. Furthermore, this Offer is not being made, directly or indirectly, in Australia, Canada or Japan, nor may it be accepted in or from Australia, Canada or Japan.

This Offer Document does not constitute a solicitation or invitation to offer Shares in the Target Company in or from any jurisdiction where it is prohibited to make such solicitation or invitation or where it is prohibited to launch an offer by or to certain individuals. The offer will neither be approved by an authority outside the Republic of Austria nor has an application for such an approval been filed.

Shareholders of the Target Company who come into possession of the Offer Document outside the Republic of Austria and/or wish to accept the Offer outside the Republic of Austria are advised to inform themselves of the relevant applicable legal provisions and to comply with them. The Bidder does not assume any responsibility on connection with an acceptance of the Offer outside the Republic of Austria:

## **3. GERMAN VERSION OF THE OFFER AND THE AMENDMENT PREVAIL**

The Offer and this amendment to the Offer is drawn up in a German original version and an English convenience translation. The only binding documents are the German version of the Offer and this amendment to the Offer. This English translation of the Offer and this amendment to the Offer is not binding and for convenience purposes only.

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27 May 2024

A handwritten signature in blue ink, consisting of a vertical line on the left, a horizontal line extending to the right, and a large, loopy flourish at the end.

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**Agri Europe Cyprus Ltd.**  
**represented by:**  
**Aleksandar Aleks Kostic**  
**Member of the Board**

*[REMAINDER OF PAGE LEFT BLANK]*

#### 4. CONFIRMATION OF THE EXPERT

Based on our audit pursuant to Sec 9 para 1 ATA, we confirm that this amendment of the voluntary partial tender offer pursuant to Secs 4 et seq ATA of Agri Europe Cyprus Limited made to the shareholders of Addiko Bank AG is complete and in compliance with all applicable Austrian laws.

The Bidder has the necessary financial resources to meet its obligations under the Offer in a timely manner.

27 May 2024



CENTURION<sup>W</sup>Wirtschaftsprüfungs- und  
Steuerberatungs GmbH