

**Publication of the result  
of the voluntary partial tender offer for the acquisition of shares in  
Addiko Bank AG (ISIN: AT000ADDIK00)  
pursuant to Sec 19 para 2 and 11 para 1a of the Austrian Takeover Act (ATA)  
as well as  
Announcement regarding the occurrence of conditions precedent**

On May 16, 2024, Agri Europe Cyprus Limited ("**AEC**") published a voluntary partial tender offer to acquire up to 3,315,344 no-par value bearer shares of Addiko Bank AG ("**Offer**"). The deadline for acceptance of the Offer was extended and ended on August 16, 2024, 5:00 p.m. (Vienna local time).

At the time of publication of the Offer, AEC held a total of 1,947,901 shares in Addiko Bank AG.

AEC hereby announces that by the end of the acceptance period 12,853 shares have been submitted to the settlement and paying agent for sale; this corresponds to approximately 0.07 % of the total share capital of Addiko Bank AG.

Clause 5 of the Offer contains conditions precedent. AEC hereby announces that the following conditions precedent have been fulfilled by the end of the acceptance period:

a) Clause 5.5. of the Offer:

None of the following events has occurred by the end of the acceptance period: (i) the target company has resolved on or distributed a dividend in kind (*Sachdividende*); (ii) one or more decisions have been taken by competent authorities or courts or an announcement has been published by the target company - irrespective of whether it is an ad hoc announcement or any other official announcement of the target company - that bankruptcy proceedings, receivership proceedings or proceedings for the withdrawal of the banking license or for the withdrawal of the authorization as a CRR credit institution or comparable authorizations in third countries or resolution proceedings or comparable proceedings in third countries have been initiated or opened or early intervention measures have been ordered against the assets of the target company or an Addiko subsidiary; (iii) the general meeting of the target company has resolved to dissolve, liquidate, merge, demerge, transform, change the legal form of or transfer the assets of the target company as a whole; or (iv) the target company has published an announcement, irrespective whether this is an ad hoc announcement or any other official announcement of the target company, indicating a material adverse change in the target company's financial or profit situation (*Vermögens-, Finanz- oder Ertragslage*), whereas a material adverse change is deemed to exist if such event in itself and without considering undisclosed offsetting effects reduces the Target Company's total capital ratio as reflected in the Target Company's most recent consolidated financial statements below the requirement/expectation equalling to the sum of OCR and P2G.

b) Clause 5.6. of the Offer:

By the end of the acceptance period, the share capital of the target company was neither increased nor decreased, nor did the general meeting, nor management board or

supervisory board of the target company pass a resolution which, if implemented, would result in an increase or decrease of the share capital of the Target Company.

c) Clause 5.7. of the Offer:

By the end of the acceptance period, the general meeting of the target company has not resolved on any amendment to the articles of association of the target company in a way that would (i) increase the majority requirement for all or particular resolutions of the general meeting or of other corporate bodies of the target company; or (ii) effect a change in the rights attaching to or in the nature of the shares of the target company.

d) Clause 5.8. of the Offer:

There was no significant compliance breach: (i) by the end of the acceptance period, the target company has not published an announcement - irrespective whether this is an ad hoc announcement or any other official announcement of the target company - according to which a conviction or indictment for a criminal act under any applicable law of any member of a governing body or officer of the target company or any Addiko subsidiary while any of those persons were operating in their official capacity at the target company or any Addiko subsidiary has occurred. Criminal acts within the meaning of this condition precedent specifically include bribery offences, corruption, breach of trust, antitrust violations, money laundering or violations of the Austrian Stock Exchange Act or the Market Abuse Regulation or comparable regulations in third countries; or (ii) by the end of the Acceptance Period, the target company has not published an announcement - irrespective whether this is an ad hoc announcement or another official announcement of the target company - according to which a criminal act or administrative offence under any applicable law was committed by any member of a governing body or officer of the target company or any Addiko subsidiary operating in their official capacity at the target company or any Addiko subsidiary. Criminal acts and administrative offences within the meaning of this condition precedent specifically include bribery offences, corruption, breach of trust, antitrust violations, money laundering or violations of the Austrian Stock Exchange Act or the Market Abuse Regulation or comparable regulations in third countries.

e) Clause 5.9. of the Offer:

Between the date of the announcement of the intention to make the Offer and the end of the acceptance period, the closing price of the Euro STOXX Banks Index (ISIN EU0009658426), as published on the internet website EURO STOXX® Banks - Qontigo, was not below EUR 118.20 on two consecutive trading days, corresponding to a closing price that was no more than 20% below the respective closing price of EUR 147.75 on May 14, 2024.

AEC points out that the Offer remains subject to the fulfilment of certain conditions precedent. The conditions precedent pursuant to Clauses 5.1 to (and including) 5.3 of the Offer must be fulfilled by February 17, 2025 at the latest. The condition precedent pursuant to Clause 5.4 of the Offer must be fulfilled by the Settlement Date at the latest.

AEC will publicly announce the occurrence or non-occurrence of a condition precedent without delay.

Provided that all conditions precedent are fulfilled and thus the Offer has become binding, AEC will hold in aggregate at least 1,960,754 shares in Addiko Bank AG after settlement of the Offer; this corresponds to approximately 10.06 % of the total share capital of Addiko Bank AG. However, subject to the approval of the Board of Directors of AEC, the management of AEC intends to sell at least 11,000 of the shares previously held by AEC in Addiko Bank AG so that AEC will hold less than 10% of the total share capital of Addiko Bank AG after the sale of such shares. AEC will separately announce the decision on such sale by the Board of Directors of AEC.

In accordance with Sec 19 para 3 ATA, the acceptance period shall not be extended by the three-month sell-out period.

The Offer Price will be paid to the Accepting Shareholders no later than ten (10) Trading Days after the last condition pursuant to Clauses 5.1. to 5.3. of the Offer has been fulfilled, if the condition pursuant to Clause 5.4. of the Offer has been fulfilled on or before the Settlement Date.

Limassol, August 21, 2024

**Agri Europe Cyprus Limited**