

RBI announces intention to submit a voluntary public tender offer for all Addiko shares at EUR 23.05 per share

Vienna, 8 April 2026. Raiffeisen Bank International AG (RBI) announces its intention to submit a voluntary public tender offer for all issued and outstanding shares of Vienna-based Addiko Bank AG (Addiko) not held by Addiko itself. RBI will offer a cash price of EUR 23.05 per Addiko share (cum dividend 2025), equaling to the volume-weighted average share price for the six months period ending on 7 April 2026. This offer price corresponds to a premium of approximately 20 per cent over the intrinsic equity value determined in an external valuation report by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. obtained by RBI.

The intended offer will be subject to a minimum acceptance threshold of more than 75 per cent of all issued and outstanding Addiko shares and will not constitute a delisting offer within the meaning of Section 38 (6) to (8) of the Austrian Stock Exchange Act. The completion of the intended offer will be subject to antitrust and regulatory approvals, and other closing conditions. After submission of the voluntary public tender offer, its review by the Austrian Takeover Commission (*Übernahmekommission*), and publication of the offer document by RBI, the acceptance period will last 10 weeks.

Furthermore, RBI intends to enter into a transaction agreement with Alta Group d.o.o. (Serbia), one of Addiko's shareholders, on inter alia the envisaged sale (Carve-Out) by Addiko Bank AG of Addiko Bank a.d. Beograd (Serbia), Addiko Bank d.d. Sarajevo, Addiko Bank d.d. Banja Luka (both Bosnia and Herzegovina), and Addiko Bank A.D. Podgorica (Montenegro), subject to the successful completion of the voluntary public tender offer. The sales price for the Carve-Out will at least correspond to the fair market value of the subsidiaries being sold. Completion of the Carve-Out is subject to customary closing conditions including antitrust and regulatory approvals.

RBI intends to retain Addiko Bank d.d. Zagreb (Croatia), Addiko d.d. Ljubljana (Slovenia) and Addiko Bank AG (Austria). With this transaction RBI would strengthen its market share in Croatia and become the fourth-largest bank (by total assets), and re-enter Slovenia where it sees potential in corporate and investment banking as well as in the small- and medium enterprises market.

The successful completion of the voluntary public tender offer would have an initial CET1 impact of c. minus 45 basis points (assuming 75 per cent participation) on RBI Group excluding Russia. Following a successful Carve-Out, the final impact of the combined transactions will be c. minus 10 basis points. Subject to the above conditions, the voluntary public tender offer is expected to be completed in the fourth quarter of 2026, while closing of the Carve-Out is expected to occur in the second half of 2027.

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