

## **Raiffeisen Bank International AG announces its intention to launch a voluntary takeover offer to the shareholders of Addiko Bank AG**

In light of the decisions of its Management Board and Supervisory Board Raiffeisen Bank International AG ("RBI") announces in accordance with Section 5 para 3 no 1 of the Austrian Takeover Act its intention to launch a voluntary takeover offer for all issued and outstanding bearer no-par value shares (ordinary shares) of Addiko Bank AG ("Addiko"), which are admitted to trading on the Vienna Stock Exchange and are not held by Addiko itself (the "Offer").

Under the Offer, RBI intends to offer Addiko's shareholders a cash price of EUR 23.05 per Addiko share (*cum dividend 2025*) (the "Offer Price"). The Offer Price corresponds to the volume-weighted average share price for the 6-month period ending on 7<sup>th</sup> April 2026.

The Offer shall be subject to conditions precedent including (i) the approval by the relevant anti-trust authorities, (ii) the approval by the relevant regulatory authorities, (iii) an increased minimum acceptance threshold of more than 75%, (iv) non-occurrence of any material adverse change affecting Addiko and (v) Addiko abstaining from disposing of any of its subsidiaries. The Offer will not constitute a delisting offer in accordance with Section 38 para 6 to 8 of the Austrian Stock Exchange Act.

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 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 closing conditions including antitrust and regulatory approvals.

RBI intends to submit the Offer documentation including the expert statement to the Austrian Takeover Commission within the next weeks in accordance with Section 10 para 1 of the Austrian Takeover Act.



The Offer documentation will also specify the exact deadlines and procedures for accepting the Offer. It will be made available online at <https://www.rbinternational.com/> under the "Investors" section, as well as on the websites of Addiko (<https://www.addiko.com/>) and the Austrian Takeover Commission ([www.takeover.at/](http://www.takeover.at/)).

Following the review and non-prohibition of the Offer documentation by the Austrian Takeover Commission, the acceptance period will commence upon publication of the Offer documentation and will last ten weeks.