

Nova Ljubljanska banka d.d., Ljubljana ("NLB")

Trg Republike 2

1000 Ljubljana, Slovenia

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**IMPROVEMENT OF THE VOLUNTARY PUBLIC TAKEOVER OFFER AIMED TO ACQUIRE CONTROL OVER ADDIKO BANK AG**

**Pursuant to the rules of the Ljubljana Stock Exchange, d.d., Ljubljana and the applicable legislation, Nova Ljubljanska banka, d.d., Ljubljana ("NLB") hereby announces its intention to improve the offer price for the voluntary public takeover offer aimed to acquire control over Addiko Bank AG ("Addiko")**

On 7 June 2024, NLB launched an all-cash voluntary public takeover offer aimed at acquiring control over Addiko for all issued and outstanding Addiko shares (the "**Offer**") for an initial consideration of EUR 20.00 per Addiko share on a cum dividend basis ("**Share Offer Price**").

On 15 July 2024, NLB's Management Board decided to increase the Share Offer Price from EUR 20.00 per Addiko share to EUR 22.00 per Addiko share on a cum dividend basis.

This attractive 10 % improvement of the Share Offer Price to EUR 22.00 implies a premium of 34.4 % compared to the six-month volume-weighted average share price of EUR 16.37 as of 14 May 2024, the last trading day prior to NLB's announcement to launch a full takeover offer for Addiko. It also implies a premium of 15.8 % compared to the stock market closing price as of 14 May 2024 and a premium of 45.2 % compared to the closing share price of EUR 15.15 on 22 March 2024, the last closing share price prior to Agri Europe Cyprus Limited's announcement on 25 March 2024 that it intended to launch a partial tender offer for shares in Addiko for EUR 16.24 cum dividend.

Blaž Brodnjak, NLB's CEO, commented:

*"NLB remains convinced that the acquisition of Addiko would accelerate our ambitions in consumer and SME finance and digitalisation, while providing indirect entry to Croatia, the largest economy in our home region and the missing bridge among domestic Slovenian and other strategic markets of the Group. NLB's revised Offer Price represents a transparent, equally treating, and compelling opportunity for all Addiko shareholders to realise their investment in full, in cash and at a highly attractive premium relative to Addiko's undisturbed share price. Given the holiday season, we would encourage all Addiko shareholders to accept our offer well ahead of the end of the acceptance period on 16 August 2024."*

Mr. Brodnjak added:

*"We were very pleased to see that the Management Board of Addiko is of the view that NLB as a universal regional systemic bank presents a coherent strategy regarding the future of Addiko. We firmly believe that NLB's offer is in the interests of all Addiko's stakeholders, including its shareholders, customers, management, and employees."*

The completion of the Offer is subject to obtaining a minimum acceptance threshold of at least 75% of the total issued 19,500,00 Addiko shares, clearances from the relevant banking and merger control authorities as well as further customary market closing conditions.

Notice is given to the holders of Addiko shares (ISIN AT000ADDIKO0) that the **Offer is open for acceptance until 16 August 2024.**

The addendum to the offer memorandum with all necessary enclosures will be immediately filed with the Austrian Takeover Commission and NLB plans to publish the addendum to the offer memorandum in line with the Austrian Takeover Act. Details on the contents and scope of the improved Offer will be set out in the addendum to the offer memorandum which will be available on the websites of NLB, Addiko and the Austrian Takeover Commission.

About NLB:

NLB, along with its consolidated subsidiaries and affiliates (collectively, the "**NLB Group**"), is the largest banking and financial group in Slovenia and the largest financial group to be ultimately headquartered in the countries of the former Yugoslavia. NLB's corporate seat is in Ljubljana and its registered office is Trg Republike 2, 1000 Ljubljana, Republic of Slovenia.

NLB's shares are listed on the Prime Market of the Ljubljana Stock Exchange and global depositary receipts representing shares are listed on the Main Market of the London Stock Exchange. As at the close of business on 12 July 2024, NLB had an equity market capitalisation of EUR 2.6 billion.

As of 31 March 2024, the NLB Group had 408 branches, 2.9 million active customers, total assets of EUR 26,026 million, net customer loans of EUR 13,860 million, customer deposits of EUR 20,472 million and shareholders' equity of EUR 3,036 million.

NLB is one of the 113 systemic banks supervised by the European Central Bank.

In addition to its presence in Slovenia, NLB currently has banking operations in five other countries, namely Bosnia & Herzegovina (operating via two banks), Montenegro, Kosovo, North Macedonia, and Serbia. Almost 40% of NLB's assets relate to its operations outside of Slovenia.

Since 2020, NLB has successfully completed two material acquisitions in the banking sector, namely Komercijalna Banka in Serbia in 2020 and Sberbank Slovenia (later named "N Banka") in 2022. Both of these banks were successfully integrated into NLB Group, with Komercijalna Banka being merged with NLB Banka Beograd and N Banka fully integrated into NLB. In November 2023, NLB entered into an agreement to acquire a 100% shareholding in SLS HOLDCO, holdinška družba, the parent company of Summit Leasing Slovenija and its Croatian subsidiary, Mobil Leasing. This transaction is pending completion.

Additional information can be found at [www.nlb.si](http://www.nlb.si).

Deloitte svetovanje d.o.o. acts as financial advisors to NLB. Schönherr Rechtsanwälte GmbH is NLB's Austrian legal advisor and representative and authorized recipient vis à vis the Takeover Commission (*Übernahmekommission*).

Inquiry notes:

NLB Investor relations: [ir@nlb.si](mailto:ir@nlb.si)

NLB Communications: [oj@nlb.si](mailto:oj@nlb.si)

*Important note:*

*This announcement is made in line with the Austrian Takeover Act ("**ATA**") and is neither an offer to purchase nor a solicitation to sell securities in Addiko Bank AG. The final terms and conditions of the improved Offer will be published in the addendum to the offer memorandum in accordance with the ATA once the Austrian Takeover Commission will neither have prohibited the publication of the addendum to the offer memorandum nor have prohibited the implementation of the improved Offer. The offer memorandum, the addendum to the offer memorandum and all other documents in connection with the Offer contain and will contain important information, investors, and holders of shares in Addiko Bank AG are strongly advised to review them.*

*The Offer will be made exclusively based on the applicable provisions of Austrian and EU law and in accordance with certain provisions of the securities laws of the United States of America applicable to cross-border tender offers. Subject to the exceptions described in the offer memorandum and the addendum to the offer memorandum and any exceptions granted by competent regulatory authorities, the Offer will not be made, directly or indirectly, in or into Australia, Canada, Hong Kong, New Zealand, South Africa or any other jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Offer is sent or made available to holders of shares of Addiko Bank AG in that jurisdiction (together, the "**Restricted Jurisdictions**") by use of mail or any other communication means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the internet) of interstate or foreign commerce, or of any facility of national securities exchange or other trading venue, of a Restricted Jurisdiction, and the Offer cannot be accepted by any such use or by such means, instrumentality or facility of, in or from, a Restricted Jurisdiction.*

*Accordingly, this announcement or any documentation relating to the Offer are not being and should not be, directly or indirectly, sent, mailed, or otherwise distributed or forwarded in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction. Persons receiving this announcement, the offer memorandum, the addendum to the offer memorandum and any related documentation including but not limited to forms of acceptance must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer. Accordingly, no announcements, approvals or authorizations for the Offer have been made, arranged for, or granted outside Austria.*

*Holders of securities of Addiko Bank AG should not rely on the investor protection laws of any jurisdiction other than Austria, including the EU legal acts. NLB therefore assumes no responsibility for compliance with laws other than Austrian law or applicable in Austria in respect of the Offer.*

*To the extent permissible under applicable law or regulation, NLB and persons acting on its behalf may purchase, or conclude agreements to purchase, shares in Addiko Bank AG, directly or indirectly, or enter into derivative transactions with respect to the shares in Addiko Bank AG, outside of the Offer, before, during or after the period in which the Offer remains open for acceptance. This also applies to other securities which are directly convertible into, exchangeable for, or exercisable for shares in Addiko Bank AG. 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.*

*Statements in this notification relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and other benefits of the Offer, are forward looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", or similar expressions. By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of NLB. Any such forward-looking statements speak only as of the date on which they are made and NLB has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.*

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