



## **PIERER Mobility AG**

### **Proposed resolutions of the Executive Board**

**for the**

**25<sup>th</sup> Annual General Meeting**

#### **Agenda item 1:**

**Presentation of the adopted annual financial statement and the management report of the Executive Board as well as the consolidated financial statements, the group management report, the corporate governance report and the proposal for the appropriation of profits for the financial year 2021 with the report of the Supervisory Board on the financial year 2021.**

A resolution on this agenda item is not required.

#### **Agenda item 2:**

**Resolution on the appropriation of the balance sheet profit shown in the annual financial statements as at December 31, 2021.**

The Executive Board proposes to distribute a dividend of EUR 1.00 per share, i.e. a total of EUR 33,796,535.00, to the shareholders from the net retained profits of EUR 142,257,203.61 as at December 31, 2021 and to carry forward the remaining amount to new account.

#### **Agenda item 3:**

**Resolution on the discharge of the members of the Executive Board for the financial year 2021.**

The Executive Board proposes that a resolution be passed to discharge the members of the Executive Board in office in the 2021 financial year, for this period.



#### **Agenda item 4:**

##### **Resolution on the discharge of the members of the Supervisory Board for the financial year 2021.**

The Executive Board proposes that a resolution be passed to discharge the members of the Supervisory Board in office in the 2021 financial year, for this period.

#### **Agenda item 5:**

##### **Resolution on the determination of the remuneration of the members of the Supervisory Board for the financial year 2021.**

The Executive Board proposes that the remuneration for the members of the Supervisory Board for the financial year from January 1, 2021 to December 31, 2021 be set at EUR 3,000.00 per meeting for the Chairman of the Supervisory Board, EUR 2,000.00 per meeting for each other member of the Supervisory Board and EUR 2,000.00 per meeting for the members of the Audit Committee.

The Executive Board thus proposes a total remuneration for the members of the Supervisory Board for the financial year 2021 of EUR 73,000.00.

#### **Agenda item 6:**

##### **Resolution on the remuneration report.**

The Executive Board proposes that the remuneration report for the Executive Board and Supervisory Board members for the financial year 2021, as made available on the website registered in the Company Register, be adopted.

#### **Agenda item 7:**

##### **Election of the auditor and group auditor for the financial year 2022.**

Only the Supervisory Board shall propose a resolution on this item of the agenda.

#### **Agenda item 8:**

##### **Elections to the Supervisory Board**

Only the Supervisory Board shall propose a resolution on this item of the agenda.



## **Agenda item 9:**

### **Adoption of resolutions on**

- a. the cancellation of the Authorized Capital in accordance with the resolution of the Annual General Meeting of April 26, 2018**
- b. the creation of a new Authorized Capital, also with the authorization to exclude the subscription right and with the possibility to issue the new shares against contribution in kind [Authorized Capital 2022].**
- c. the amendment of the Articles of Association in § 5 (Authorized Capital)**

The Annual General Meeting of April 26, 2018 approved an Authorized Capital and authorized the Executive Board pursuant to Section 169 of the Austrian Stock Corporation Act (AktG) to increase the share capital by up to EUR 11,269,337.00 by April 26, 2023 against cash and/or non-cash contributions, in each case with or without the exclusion of shareholders' subscription rights in the case of cash and/or non-cash contributions and/or to service an over-allotment option and/or to settle fractional amounts. This Authorized Capital 2018 was already utilised in the amount of EUR 11,257,861.00 in the context of a capital increase against contributions in kind by resolution of the Executive Board on September 29, 2021.

The company no longer has sufficient authorized capital. The company intends to grow further and to acquire other companies or shares in companies in the process. A broadening of the shareholder structure can also lead to a revival of trading liquidity on the stock exchange.

Due to the fact that the Authorized Capital 2018 has already been largely utilized, a new Authorized Capital 2022 shall be created under cancellation of the Authorized Capital 2018.

The Executive Board proposes that the Annual General Meeting resolves as follows:

- a) The existing Authorized Capital 2018 pursuant to the resolution of the Annual General Meeting of April 26, 2018 is cancelled.
- b) Pursuant to Section 169 of the Austrian Stock Corporation Act (AktG), the Executive Board is authorized to increase the share capital of the Company with the consent of the Supervisory Board until April 29, 2027 from EUR 33,796,535.00 by up to EUR 16,898,267.00 to up to EUR 50,694,802.00 by issuing up to 16,898,267 no-par value bearer shares, also in several tranches, in cash and/or in kind and to determine the issue price, the terms and conditions of the issue and the further details of the implementation of the capital increase in agreement with the Supervisory Board and, if necessary, to offer the new shares to the shareholders for subscription by way of indirect subscription rights pursuant to Section 153 (6) of the Austrian Stock Corporation Act.
- c) The Executive Board is authorized, to exclude the shareholders' subscription rights with the consent of the Supervisory Board, in whole or in part,



- (i) if the capital increase takes place in return for cash contributions and in total the proportion of the Company's share capital which can be apportioned to the shares issued in return for cash contributions with no subscription right does not exceed the limit of 10% (ten percent) of the share capital of the Company at the time of the granting,
  - (ii) if the capital increase takes place in return for contributions in kind,
  - (iii) to take up an over-allotment option (greenshoe), and/or
  - (iv) to compensate fractional amounts.
- d) The Supervisory Board is authorized to pass amendments to the Articles of Association that may arise due to the issue of shares from the Authorized Capital.
- e) The Articles of Association are amended in § 5 (Authorized Capital) so that this provision now reads as follows:

*“§ 5 Authorized Capital*

*The Executive Board is authorized in accordance with Section 169 of the Austrian Stock Corporation Act, until April 29, 2027 to increase the share capital of the company from EUR 33,796,535.00 by up to EUR 16,898,267.00 to up to EUR 50,694,802.00 with the consent of the Supervisory Board by issuing, also in several tranches, up to 16,898,267 no-par-value bearer shares in return for cash contributions and/or contributions in kind and to determine the initial offering price and the terms and conditions of the issue and the further details of implementing the capital increase in agreement with the Supervisory Board and, if need be, to offer the new shares to the shareholders for subscription by way of the indirect subscription right pursuant to Section 153 (6) of the Austrian Stock Corporation Act.*

*The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders in full or in part*

- (i) if the capital increase takes place in return for cash contributions and in total the proportion of the company's share capital which can be apportioned to the shares issued in return for cash contributions with no subscription right does not exceed the limit of 10 % (ten per cent) of the share capital of the company at the time of granting,*
- (ii) if there is a capital increase against a contribution in kind*
- (iii) to take up an over-allotment (greenshoe) option, and/or*
- (iv) to compensate fractional amounts.*

*The Supervisory Board is authorized to pass amendments to the articles of association that may arise due to the issue of shares from the authorized capital.”*

For further justification and explanation of the proposed resolution on item 9 of the agenda, reference is also made to the report of the Executive Board published on the website of the



Company pursuant to Section 170 (2) in connection with Section 153 (4) Austrian Stock Corporation Act (AktG) on the authorization to exclude the subscription right in connection with the authorization of the Executive Board to increase the capital pursuant to Section 169 Austrian Stock Corporation Act (AktG) against contributions in cash and/or in kind. This report will also be presented to the Annual General Meeting.

Wels, April 2022

**PIERER Mobility AG**

*[signed by the members of the Executive Board]*

DI Stefan Pierer

Mag. Friedrich Roithner

Mag. Hubert Trunkenpolz

Mag. Viktor Sigl, MBA

***Disclaimer:*** *This is a working translation from the German language provided for purposes of convenience only. In case of any inconsistency, the German version shall prevail.*