



## **PIERER Mobility AG**

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

**for the**

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

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

**Presentation of the approved annual financial statements and the management report of the Executive Board as well as the consolidated financial statements, the consolidated management report, the corporate governance report and the proposal for the appropriation of profits for the 2022 financial year, together with the report of the Supervisory Board on the 2022 financial year.**

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 at December 31, 2022.**

The Executive Board proposes to distribute a dividend of EUR 2.00 per share, i.e. a total of EUR 67,593,070.00, to the shareholders from the net retained profits of of EUR 187,171,633.58 at December 31, 2022 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 2022 financial year.**

The Executive Board proposes to pass a resolution to discharge the members of the Executive Board in office in the 2022 financial year, for this period.



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

##### **Resolution on the discharge of the members of the Supervisory Board for the 2022 financial year.**

The Executive Board proposes to pass a resolution to discharge the members of the Supervisory Board in office in the 2022 financial year, for this period.

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

##### **Resolution on the determination of the remuneration of the members of the Supervisory Board for the 2022 financial year.**

The Executive Board proposes to determine the remuneration for the members of the Supervisory Board for the financial year from January 1, 2022 to December 31, 2022 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 2022 financial year of EUR 40,000.00.

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

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

The Executive Board proposes to adopt the remuneration report for the Executive Board and Supervisory Board members for the 2022 financial year, as made available on the website registered in the Company Register.

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

##### **Election of the auditor and group auditor for the 2023 financial year.**

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



### **Agenda item 8:**

#### **Resolution on the amendment of the articles of association in § 3 (Publications).**

The Executive Board proposes to amend the Articles of Association in § 3 (Publications) to include the electronic announcement and information platform of the Federal Government and to amend it as follows:

*“Publications of the company, insofar as and to the extent required by the Austrian Stock Corporation Act, shall be made in the “Amtsblatt zur Wiener Zeitung” (Official Gazette of the Wiener Zeitung) or on the electronic announcement and information platform of the Federal Government (EVI). In addition, the publications of the company shall be made in accordance with the applicable legal provisions. All publications shall also be made available on the internet on the website of the company.”*

### **Agenda item 9:**

#### **Resolution on the amendment of the articles of association in § 6 (Executive Board - Composition, Representation, Management).**

The Executive Board proposes to change the number of Executive Board members and to amend the first paragraph of § 6 (Executive Board - Composition, Representation, Management) of the Articles of Association as follows:

*"The Executive Board is made up of at least one, but no more than eight members."*

### **Agenda item 10:**

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

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

### **Agenda item 11:**

**Resolution on the authorization of the Executive Board to issue financial instruments within the meaning of § 174 of the Austrian Stock Corporation Act (AktG), in particular convertible bonds, participating bonds and profit participation rights, which may also grant subscription and/or conversion rights to the acquisition of shares in the company, also with the full or partial exclusion of shareholders' subscription rights to the financial instruments.**

PIERER Mobility AG intends to create opportunities to increase the liquidity of the company and to develop additional sources of financing. To obtain attractive financing conditions in an



environment of rising interest rates and to keep the cost of capital as low as possible, convertible bonds, for example, can be used as financial instruments within the meaning of § 174 AktG. Investors receive interest from convertible bonds with a comparably low risk regarding the redemption of the invested capital. At the same time, they are granted the right to acquire shares in the company in the future at an already fixed price or a fixed price formula, which was determined with the issuance of the convertible bonds, whereby access to the substance and earning power of the company is enabled and could also lead to an increase in the company's equity capital. This - namely the high level of security for bondholders and the possibility of participating in price increases through the right to convert into shares - gives the company flexible and quick access to attractive financing conditions, sometimes below the level of debt-financing-instruments. In addition, convertible bonds are often subscribed by institutional investors who are specialized in this form of investment. A convertible bond thus also enables the development of other, partly even new investor groups. In addition, other financial instruments within the meaning of § 174 AktG (participating bonds or profit participation rights) put the Executive Board in a position to access any favorable forms of financing flexibly and quickly.

Regarding the authorization of the exclusion of subscription rights, it should be noted that this is objectively justified by the pursued objectives. The pursued objectives can be seen as an optimization of the capital structure and a reduction of financing costs, the optimization of a high conversion price, the development of new investor groups and thus a further consolidation and improvement of the competitive position of the company in the interest of the company and the shareholders.

Furthermore, the exclusion of subscription rights is also appropriate and necessary because the expected injection of debt or equity capital replaces more cost-intensive capital measures due to the target group-specific orientation of the financial instruments within the meaning of § 174 AktG, offers favorable financing conditions and ensures flexible long-term business planning and realization of the planned corporate objectives for the benefit of the company and, associated with this, also of all shareholders. Without the exclusion of the subscription right, it is not possible for the company to react comparably quickly and flexibly to favorable market conditions. Moreover, the exclusion of subscription rights is common practice for financial instruments of this kind.

The Executive Board of the company expects that the advantage of the company from the issuance of financial instruments within the meaning of § 174 AktG, under exclusion of subscription rights, will benefit all shareholders and clearly outweigh the (potential) proportionate loss of participation of the shareholders excluded from the subscription right, so that overall the interest of the company also outweighs the disadvantage of the shareholders due to the exclusion of the subscription right.

For further justification and explanation of the proposed resolution on this agenda item, please refer to the written report of the Executive Board.

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

- a) Authorization of the Executive Board, with the consent of the Supervisory Board, until 21 April 2028 to issue financial instruments within the meaning of § 174 of the Austrian Stock Corporation Act (AktG), in particular convertible bonds, participating bonds and



profit participation rights, with a total nominal amount of up to EUR 350,000,000.00, which may also grant subscription and/or conversion rights for the acquisition of a total of up to 4,375,000 shares in the company and/or are structured in such a way that they can be reported as equity capital, also in several tranches and in different combinations, also indirectly by way of a guarantee for the issue of financial instruments by an affiliated company of the company with conversion and/or subscription rights to shares on the company.

- b) For satisfying conversion and/or subscription rights, the Executive Board may use the conditional capital and/or treasury shares or a combination of conditional capital and treasury shares.
- c) The issue price and the issue conditions of the financial instruments shall be determined by the Executive Board with the consent of the Supervisory Board, whereby the issue price shall be determined in accordance with recognized financial-mathematical methods as well as the price of the company's shares in a recognized pricing procedure.
- d) The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights to the financial instruments within the meaning of § 174 AktG.

### **Agenda item 12:**

**Resolution on the cancellation of the Conditional Capital pursuant to § 159 para. 2 no. 1 of the Austrian Stock Corporation Act (AktG) as per the resolution of the Annual General Meeting of April 27, 2017, resolution on the conditional increase of the share capital of the company pursuant to § 159 para. 2 no. 1 of the Austrian Stock Corporation Act (AktG) for the issuance to creditors of financial instruments pursuant to § 174 of the Austrian Stock Corporation Act (AktG) as well as the corresponding amendment of the articles of association in § 5a (Contingent Capital).**

The conditional capital increase serves the purpose of satisfying issued convertible bonds (as stated under agenda item 11) and may only be implemented to the extent that creditors of convertible bonds exercise their conversion and/or subscription rights to shares in the Company.

The Executive Board proposes that the Annual General Meeting resolve the following:

- a) The Conditional Capital pursuant to § 159 para. 2 no. 1 of the Austrian Stock Corporation Act (AktG) as resolved by the Annual General Meeting on 27 April 2017 shall be cancelled.
- b) Conditional increase of the share capital of the company pursuant to § 159 para 2 no. 1 of the Austrian Stock Corporation Act by up to EUR 4,375,000.00 by issuing up to 4,375,000 no-par value bearer shares (ordinary shares) for issue to creditors of financial instruments in accordance with § 174 of the Austrian Stock Corporation Act (AktG), which are issued using the authorization granted in this Annual General Meeting by the company, to the extent that the creditors of the financial instruments carry out their conversion and/or subscription rights on company shares. The issue price and the conversion ratio shall be determined according to a recognized pricing procedure, following accepted financial mathematical methods and based on the company's share



price. The newly issued shares out of the conditional capital increase have the same dividend entitlement as the pre-existing shares of the company. The Executive Board, subject to the approval of the Supervisory Board, is authorized to determine the further details of the execution of the conditional capital increase. The Supervisory Board is authorized to pass amendments to the articles of association that may arise due to the issue of shares from the conditional capital.

- c) The corresponding amendment of the articles of association in "§ 5a Contingent Capital" so that this provision henceforth reads as follows:

*"The company share capital shall be increased in accordance with Section 159 (2) no. 1 of the Austrian Stock Corporation Act by up to EUR 4,375,000.00 by issuing up to 4,375,000 no-par value bearer shares (ordinary shares) for issue to creditors of financial instruments in accordance with Section 174 of the Austrian Stock Corporation Act within the meaning of the resolution of the Annual General Meeting of April 21, 2023, which are issued using the authorization granted in this Annual General Meeting by the company. The capital increase may only be carried out to the extent that the creditors of the financial instruments make use of their options of conversion and/or pre-emption rights on company shares. The issue price and the conversion ratio shall be determined according to a recognized pricing procedure, following accepted financial mathematical methods and based on the company's share price. The newly issued shares out of the conditional capital increase have the same dividend entitlement as the pre-existing shares of the company. The Executive Board, subject to the approval of the Supervisory Board, is authorized to determine the further details of the execution of the conditional capital increase. The Supervisory Board is authorized to pass amendments to the articles of association that may arise due to the issue of shares from the conditional capital."*

### **Agenda item 13:**

#### **a. Resolution on the authorization to acquire treasury shares pursuant to § 65 para. 1 no. 8 of the Austrian Stock Corporation Act (AktG) and for the redemption of shares**

At the Extraordinary General Meeting of PIERER Mobility AG on 4 October 2019, a resolution was passed authorizing the Executive Board to acquire treasury shares in accordance with § 65 AktG. This authorization has now expired.

Therefore, the Executive Board proposes that the Executive Board shall be authorized pursuant to § 65 para. 1 no. 8 AktG for a period of 30 months as of the date of the resolution to acquire treasury shares of the Company both on the stock exchange and outside a trading venue, also excluding the shareholders' pro rata tender rights, and, if necessary, to redeem these shares with the consent of the Supervisory Board without obtaining any further resolution by the Annual General Meeting. The purpose of this acquisition of treasury shares exclude trading in the treasury shares. The proportion of shares to be acquired may in total



not exceed 10 per cent of the share capital. The consideration per ordinary share to be acquired may not be more than 20 per cent below or above the average unweighted closing price on the SIX Swiss Exchange of the past 10 trading days. The authorization may be exercised in whole or in part or in several instalments and in pursuit of one or more purposes by the company, its affiliated companies or for their account by third parties. The Supervisory Board is authorized to resolve amendments to the Articles of Association resulting from the redemption of shares.

**b. Resolution on the authorization pursuant to § 65 para. 1b of the Austrian Stock Corporation Act (AktG) for another type of sale of treasury shares also excluding the general purchase option of shareholders ("exclusion of subscription rights").**

The Executive Board proposes that the Executive Board shall be authorized for a period of five years as of the date of the resolution, with the consent of the Supervisory Board, to dispose of treasury shares other than through the stock exchange or by means of a public offer for any legally permissible purpose and, in so doing, also to exclude the shareholders' pro rata purchase right (exclusion of subscription rights) and to determine the terms and conditions of the sale. The authorization may be exercised in whole or in part or in several instalments and in pursuit of one or more purposes.

Reference is made to the written report of the Executive Board.

Wels, March 2023

**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.