



**Proposed resolutions of the Executive Board and the Supervisory Board**

**for the**

**Extraordinary General Meeting on 25 April 2025**

**Agenda Item 1:**

**Notification to the General Meeting of a loss in the amount of half the share capital pursuant to Section 83 AktG.**

A resolution on this agenda item is not required

**Agenda Item 2:**

**Resolution on the ordinary increase in the company's share capital, whereby the new shares attributable to the shareholder Pierer Bajaj AG are subscribed directly by the latter and the remaining new shares are taken over by one or more credit institutions with the obligation to offer these to the other shareholders for subscription at the original conditions within the framework of the statutory subscription right (indirect subscription right pursuant to Section 153 (6) AktG) and corresponding amendment of the Articles of Association in Section 4.**

The Executive Board and the Supervisory Board propose that the General Meeting adopt the following resolution:

- a) The company's share capital will be increased by EUR 20,000,000.00 from EUR 33,796,535.00 to EUR 53,796,535.00 by issuing 20,000,000 new no-par value bearer shares against cash contributions.
- b) The new shares will be at an issue price of EUR 7.50 per share, i.e. at a total issue price of up to EUR 150,000,000.00. The total issue amount must be paid in full in cash into an account of the company.
- c) The new shares will carry the same dividend rights as the existing shares.
- d) The new shares will be issued subject to the statutory subscription rights of all shareholders.
- e) The new shares attributable to the shareholder Pierer Bajaj AG, FN 532159 m, will be offered directly for subscription; the other shareholders are entitled to an indirect subscription right in accordance with Section 153 (6) AktG in such a way that the new

shares are taken over by one or more credit institutions with the obligation to offer them to the other shareholders for subscription at original conditions within the framework of the statutory subscription right.

- f) The Executive Board is authorised to determine the subscription period and the further details of the implementation of the capital increase and to allocate those shares for which no subscription rights have been exercised by shareholders or holders of subscription rights to Pierer Bajaj AG in the course of a private placement.
- g) All duties, fees and costs of the capital increase shall be borne by the company.
- h) Article 4 of the Articles of Association shall be amended to read as follows:

#### **"Section 4 Share capital and shares**

*The share capital amounts to EUR 53,796,535.00. It is divided into 53,796,535 no-par value bearer shares, each of which represents an equal interest in the share capital.*

*The bearer shares must be securitised in one or, if necessary, several global certificates and deposited with a central securities depository in accordance with Section 1 (3) DepotG or an equivalent foreign institution.*

*If, in the case of a capital increase, the resolution on the increase does not specify whether the shares are bearer or registered shares, they shall be bearer shares.*

*The form and content of the share certificates (global certificates) are determined by the Executive Board with the approval of the Supervisory Board.*

*The dividend entitlement of new shares is determined by the Executive Board with the approval of the Supervisory Board."*

#### **Agenda Item 3:**

**Resolution on the ordinary increase in the company's share capital against the contribution of receivables from loans/credits granted by shareholders to the company (contribution in kind), excluding the statutory subscription rights of the other shareholders in accordance with Section 153 (3) AktG and corresponding amendment to the Articles of Association in Section 4.**

The Executive Board and the Supervisory Board propose that the General Meeting, subject to the condition precedent of the termination of the insolvency proceedings opened over the assets of KTM AG pursuant to § 152b para 2 IO, resolves the following:

- a) The company's share capital will be increased by up to a further EUR 26,666,666.00 by issuing up to 26,666,666 new no-par value bearer shares in return for the contribution of receivables from loans granted to the company by the shareholder Pierer Bajaj AG (contribution in kind) in accordance with Section 150 (1) AktG.
- b) The new shares will be issued at an issue price of EUR 7.50 per share.
- c) The new shares will carry the same dividend rights as the existing shares.
- d) The new shares will be issued excluding the subscription rights of the remaining shareholders in accordance with Section 153 (3) AktG.

- e) Pierer Bajaj AG, FN 532159 m, is authorised to subscribe to the shares against contribution of its loan/credit claims against the company in the total amount of up to EUR 200,000,000.00.
- f) The Executive Board is authorised to determine the specific amount of the increase and the issue conditions in accordance with the report of the auditor of the contribution in kind as well as the further details of the implementation of the capital increase.
- g) All duties, fees and costs of the capital increase shall be borne by the company.
- h) The Supervisory Board is authorised to amend the Articles of Association in Section 4 in accordance with the scope of the implementation of the ordinary capital increase against contributions in kind in accordance with this agenda item, to adjust the share capital figure and the number of no-par value shares accordingly and to add the legally required information on contributions in kind to the Articles of Association.

Please refer to the separate report of the Executive Board for information on the exclusion of subscription rights.

#### **4th item on the agenda:**

##### **Approval of the pledging of the shares held by the company in KTM AG in favour of lenders.**

The Executive Board and the Supervisory Board propose that the General Meeting approves the pledging of the shares held by the company in KTM AG to secure the loans/credits or other debt instruments to be taken out by KTM AG to finance the quota payment in accordance with the restructuring plan accepted by the creditors at the restructuring plan meeting on February 25, 2025, in the amount of up to EUR 500 million. This authorisation also includes the granting of a market-standard power of attorney for the realisation of KTM AG shares.

Wels, April 2025

**PIERER Mobility AG**  
**The Executive Board and the Supervisory Board**

#### ***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.*