



PIERER Mobility AG
FN 78112 x
with headquarters in Wels
ISIN: AT0000KTMIO2

Invitation to the
Extraordinary General Meeting

to be held on **Friday, 25 April 2025 at 10:00 a.m. (CET)**
in the House of Brands, Gewerbegebiet Nord 20, 5222 Munderfing, Austria

I. AGENDA

1. Notification to the General Meeting of a loss in the amount of half the share capital in accordance with Section 83 AktG.
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 banks with the obligation to offer them to the other shareholders for subscription at the original conditions within the scope 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.
3. Resolution on the ordinary increase in the company's share capital in return for the contribution of receivables from loans/credits granted to the company by shareholders (contribution in kind), excluding the statutory subscription rights of the other shareholders pursuant to Section 153 (3) AktG and corresponding amendment of the Articles of Association in Section 4.
4. Approval of the pledging of the shares held by the company in KTM AG in favour of lenders.

II. DOCUMENTS FOR THE GENERAL MEETING, PROVISION OF INFORMATION ON THE WEBSITE

The following documents will be accessible and available on the internet from **4 April 2025** at the latest at www.pierermobility.com under Investor Relations / Extraordinary General Meeting:

- Proposed resolutions of the Executive Board and the Supervisory Board on agenda items 2 to 4

- Articles of Association in amendment mode after the cash capital increase
- Report of the Executive Board on agenda item 3
- Forms for granting a power of attorney in accordance with Section 114 AktG
- Forms for authorising and instructing independent proxies (IVA)
- Forms for the revocation of a power of attorney pursuant to Section 114 AktG
- Information on shareholders' rights pursuant to Sections 109, 110, 118 and 119 AktG
- full text of this convocation

III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE GENERAL MEETING

The entitlement to participate in the General Meeting and to exercise voting rights and other shareholder rights to be asserted at the General Meeting is based on the shareholding at the end of the tenth day before the day of the General Meeting, i.e. the shareholding on **15 April 2025, 24:00 hours (CET) (record date)**.

Only those who are shareholders on this date and can prove this to the company are entitled to attend the General Meeting.

Bearer shares held in custody:

For bearer shares held in custody, a deposit certificate in accordance with Section 10a AktG, which must be received by the company no later than **22 April 2025** exclusively at one of the addresses listed below, is sufficient proof of share ownership on the record date:

by fax:	+43 (0) 1/8900-500-50
by post	PIERER Mobility AG c/o HV-Veranstaltungsservice Köppel 60 8242 St. Lorenzen am Wechsel, Austria
by e-mail:	anmeldung.pierermobility@hauptversammlung.at , whereby the deposit confirmation must be attached to the e-mail, for example as a PDF.
via SWIFT:	GIBAATWGGMS; Message Type MT598 or MT599, please indicate ISIN AT0000KTMI02 in the text

Deposit certificate in accordance with § 10a AktG:

The deposit certificate must be issued by the custodian bank domiciled in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information:

- Information on the issuer: name/company name and address or a code commonly used in transactions between credit institutions (SWIFT code),
- Information about the shareholder: name/company name, address, date of birth for natural persons, register and register number for legal entities, if applicable,

- Information on the shares: Number of shares (ISIN AT0000KTMIO2) of the shareholder,
- Depot number or other designation,
- Time/period to which the deposit confirmation refers.

The deposit certificate as proof of shareholding for participation in the General Meeting must refer to the above-mentioned record date of **15 April 2025, 24:00 hours (CET)**. The deposit certificate will be accepted in German or English.

Shareholders are requested to contact their custodian bank and arrange for a deposit confirmation to be issued and sent. Shareholders are not blocked by registering for the General Meeting or by submitting a deposit confirmation; shareholders can therefore continue to freely dispose of their shares even after registration or submission of a deposit confirmation.

Deposit confirmations from securities firms within the meaning of the Securities Firms Act, which are authorised to hold and manage securities, are also accepted.

Proof of identity:

Shareholders and their authorised representatives are requested to have a valid official photo ID ready for identification purposes when registering. If you are attending the General Meeting as a proxy, please take the power of attorney with you in addition to your official photo ID. If the original of the power of attorney has already been sent to the company, you will facilitate admission if you present a copy of the power of attorney. The company reserves the right to verify the identity of persons attending the meeting. If it is not possible to establish identity, admission may be refused.

IV. REPRESENTATION BY AUTHORISED REPRESENTATIVE

Every shareholder who is entitled to participate in the General Meeting and has provided evidence of this to the company in accordance with the provisions of this convening notice (item III.) has the right to appoint a proxy to attend the General Meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents.

The power of attorney must be granted to a specific person (a natural person or a legal entity) in text form (Section 13 (2) AktG), whereby several persons can also be authorised.

Authorisation can be granted both before and during the General Meeting.

The authorisation must be received by the company exclusively at one of the addresses listed below:

by fax: +43 (0) 1/8900-500-50
 by post: PIERER Mobility AG
 c/o HV-Veranstaltungsservice
 Köppel 60
 8242 St. Lorenzen am Wechsel, Austria

by e-mail: anmeldung.pierermobility@hauptversammlung.at, whereby the power of attorney must be attached to the e-mail, for example as a PDF.
via SWIFT: GIBAATWGGMS; Message Type MT598 or MT599, please indicate ISIN AT0000KTMI02 in the text

If the proxy is not handed over in person at the registration desk on the day of the General Meeting, the proxy must be received by the company **by 4:00 p.m. on 23 April 2025** at the latest.

A **proxy authorisation form** and a form for revoking the proxy authorisation are available on the company's website at <https://www.pierermobility.com/en/investor-relations/general-meeting>. Shareholders are requested to use the forms provided. Details on the authorisation, in particular the text form and content of the proxy, can be found in the proxy form provided to shareholders. The above provisions regarding the granting of a proxy apply mutatis mutandis to the revocation of a proxy.

If a shareholder has granted a power of attorney to his custodian bank, it is sufficient for the bank to issue a declaration that it has been granted a power of attorney in addition to the deposit certificate.

Shareholders may exercise their rights in person at the General Meeting even after granting a proxy. Personal attendance is deemed to be a cancellation of a previously granted proxy.

Independent proxy:

As a special service, a representative of the Interessenverband für Anleger (IVA), Feldmühlgasse 22, 1130 Vienna, is available to shareholders as an independent proxy for exercising voting rights at the General Meeting in accordance with instructions; a special proxy form is available for this purpose on the company's website at <https://www.pierermobility.com/en/investor-relations/general-meeting>. In addition, it is possible to contact Dr. Michael Knap from IVA directly at +43-1-8763343-30, fax +43-1-8763343-39 or e-mail knap.pierermobility@hauptversammlung.at.

If the IVA is authorised, Dr. Michael Knap will exercise the voting right exclusively on the basis of the instructions issued by the shareholder, which can be ticked on the special proxy form. Please note that the proxy will not accept any instructions to make requests to speak, to raise objections to resolutions of the General Meeting or to ask questions or propose motions.

V. REFERENCE TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 AKTG

Additions to the agenda by shareholders pursuant to § 109 AktG:

Shareholders who individually or jointly hold shares which amount to at least 5% of the share capital, and who have held these shares for at least three months prior to making this request, are entitled to submit a request in written form in order to add additional items to the agenda of this General Meeting and be published, provided that the request is received by the Company

no later than 6 April, 2025, at midnight (CET), exclusively at the address Edisonstraße 1, 4600 Wels, FAO Investor Relations. The application must be submitted to the Company in written form, i.e. by enclosing a signature in a legally binding manner. Each agenda item must include a proposal for a resolution and a statement of reasons. For bearer shares held in safe custody, the submission of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG) confirming that the applying shareholders have been the holders of the shares for at least three months prior to the submission of the application and which must not be older than seven days at the time of submission to the Company shall suffice as evidence of the shareholding. With regard to the other requirements for the safe custody receipt, please refer to the statements made on the right to participate (item III of this invitation notice).

Proposed resolutions on the agenda pursuant to § 110 AktG:

Shareholders whose shares individually or jointly amount to 1% of the share capital may submit proposals for resolutions on any item on the agenda in text form, together with a statement of reasons, and may request that these proposals, together with the names of the shareholders concerned, the statement of reasons to be attached and any statement by the Executive Board or the Supervisory Board, be made available on the Company's website, provided that this request is made in text form no later than 15 April, 2025 at midnight (CET), either by fax to +43 (0) 1/8900-500-50, by mail to PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Upper Austria, FAO Investor Relations, or by e-mail to anmeldung.pierermobility@hauptversammlung.at, whereby the request must be attached to the e-mail in text form, for example as a PDF.

It must be clearly expressed that the intention of the shareholders is to inform not only the Company, but also their fellow shareholders in advance of an intended motion and its reasons via the Company's website. In case of bearer shares deposited with a custodian, the presentation of a safe custody receipt pursuant to § 10a AktG shall suffice as proof of the shareholder status for exercising this shareholder right; such receipt shall not be older than seven days at the time of its presentation to the Company. The proposed resolution must relate to a specific agenda item. It must be substantiated and must not lead to a resolution of the General Meeting that contravenes the law or the articles of association. The proposed resolution must also not be published on the website if, among other things, it contains an insult (§ 115 Austrian Criminal Code) or similar. With regard to the other requirements for the safe custody receipt, please refer to the statements made on the right to participate (item III of this invitation notice).

Right to information pursuant to § 118 AktG:

Information on matters concerning the Company is to be given to every shareholder on demand at the General Meeting, insofar as such information is necessary for the factual assessment of an item on the agenda. Information need not be provided if, according to reasonable commercial judgment, it is of a nature that may cause substantial harm to the Company or an affiliated company, or if providing it would be a criminal offense. Further, information need not be provided where it has been constantly available in question-and-answer form on the Company's website for at least seven days before the start of the General Meeting.

Shareholders are requested to submit all **questions in advance in text form by e-mail** to the address fragen.pierermobility@hauptversammlung.at in good time for them to reach the Company no later than **22 April, 2025**. This will enable the Executive Board to prepare as accurately as possible and to respond quickly to the raised questions.

Right to propose motions pursuant to § 119 AktG:

Every shareholder is entitled to submit motions at the General Meeting on any item on the agenda. The prerequisite for this is proof of the right to participate in accordance with item III of this convening notice. If there are several motions on one item of the agenda, the chairman shall determine the order of voting in accordance with § 119 (3) AktG.

Information on the website:

Further information on these rights of shareholders pursuant to §§ 109, 110, 118 and 119 AktG will be available on the Company's website at www.pierermobility.com/en/investor-relations/general-meeting by **4 April 2025**.

VI. INFORMATION ON DATA PROTECTION FOR SHAREHOLDERS

PIERER Mobility AG processes personal data of shareholders or their proxies and other persons participating in the General Meeting (the "participants"), in particular name, address, date of birth, number of securities account, number of shares, class of shares, if applicable, number of voting card, on the basis of the applicable data protection laws and the AktG, in order to enable them to exercise their rights in the context of the General Meeting.

PIERER Mobility AG receives this data, among other things, from the depositary bank forms or from the participants themselves on the occasion of registration for the General Meeting and/or granting of proxies. Participants are generally obliged to provide PIERER Mobility AG with the required information. The processing of personal data of participants is necessary for the participation in the General Meeting as well as for its proper preparation, execution and follow-up. PIERER Mobility AG is the responsible entity for the processing. The legal basis for the processing is compliance with legal obligations pursuant to Article 6 para. 1 lit. c) of the General Data Protection Regulation or the protection of legitimate interests of the Company or a third party within the meaning of Article 6 para. 1 lit. f) of the General Data Protection Regulation. The service providers and processors of PIERER Mobility AG, which are commissioned for the purpose of organizing the General Meeting, shall receive from PIERER Mobility AG only such personal data as are necessary for the performance of the commissioned service and shall process the data exclusively in accordance with the instructions of PIERER Mobility AG. In fulfilment of the legal obligation, PIERER Mobility AG also transmits personal data of shareholders and their proxies to public authorities, the Company Register, etc.

The data of the participants will be deleted after the end of the respective applicable statutory periods. In addition to statutory retention and documentation periods, the statutory limitation periods, in particular under the Austrian General Civil Code (ABGB), which in certain cases can be up to 30 years, must be taken into account in the storage period.

Each participant has a right of access, rectification, restriction, objection and deletion at any time regarding the processing of personal data concerning him or her, as well as a right to data transfer in accordance with chapter III of the General Data Protection Regulation.

Participants may assert these rights free of charge against PIERER Mobility AG using the following contact details:

PIERER Mobility AG
Edisonstraße 1
4600 Wels, Österreich
E-Mail: privacy@pierermobility.com

In addition, participants have a right of appeal to the data protection supervisory authority pursuant to article 77 of the General Data Protection Regulation. Further information on data protection can be found on the website of PIERER Mobility AG www.pierermobility.com.

VII. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING

At the time of convening of this General Meeting, the Company's share capital of EUR 33,796,535.00 is divided into 33,796,535 no-par value bearer shares. Each share confers one vote. The Company holds no treasury shares at the time the General Meeting is convened. There is only one class of shares.

Wels, April 2025
The Executive 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.