

**Further information on the rights of shareholders in accordance with Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act, in particular in accordance with the COVID-19 Ordinance under company law and information on the data protection of the shareholders**

*In view of ongoing changes in the legal situation due to COVID-19, this information will be updated as necessary. Please also visit the homepage at a later date.*

The Annual General Meeting of PIERER Mobility AG on May 15, 2020 will be held as a virtual Annual General Meeting in accordance with the COVID-19 Ordinance under company law. This means that shareholders cannot be physically present at the Annual General Meeting. Only one of the independent proxies proposed by the Company can make motions, voting and raise an objection in the virtual Annual General Meeting.

Please also note our separate information on the procedure of the virtual Annual General Meeting (in particular on the exercise of the right to ask questions and obtain information) and on the organizational and technical requirements for participation in the virtual Annual General Meeting, which will also be available on the Company's website at [www.pierermobility.at](http://www.pierermobility.at) as of April 24, 2020 at the latest.

**Addition to the agenda in accordance with Section 109 of the Austrian Stock Corporation Act (AktG)**

**Legal text Section 109 of the Austrian Stock Corporation Act (AktG)**

- (1) *Shareholders whose shares together amount to five percent of the share capital may request in writing that items be placed on the agenda of the next General Meeting and published. Each item on the agenda must be accompanied by a proposal for a resolution together with a statement of reasons. The Articles of Association may link this right to a less strict form or to the possession of a lower proportion of the share capital. The applicants must have held the shares for at least three months prior to making the motion.*
- (2) *A request pursuant to paragraph 1 is deemed to have been made if it is received by the Company no later than on the 21st day prior to an Annual General Meeting (Section 104), otherwise no later than on the 19th day prior to the General Meeting. If such a request is not received by the Company in time to be included in the original agenda, it is sufficient if the supplemented agenda is published in the same way as the original agenda no later than on the 14th day before the General Meeting. A listed company must, however, make the announcement pursuant to Section 107 paragraph 3 at the latest on the second working day after the end of the period specified in the first sentence and make the supplemented agenda, together with the reasons for it, available on its website entered in the commercial register from that day onwards. Otherwise, Section 108 paragraphs 3 to 5 shall apply mutatis mutandis.*

### **Explanation:**

To exercise the minority right, shareholders must hold 5% of the share capital. The shareholders making the request must have held the shares for at least three months prior to making the request. The proof of shareholder ownership during the three months prior to making the request may be furnished by a safe custody receipt in accordance with Section 10a of the Austrian Stock Corporation Act, which shall refer to the relevant period (compare the second alternative in Section 10a paragraph 2 number 5 of the Austrian Stock Corporation Act (AktG): *Period to which the safe custody receipt refers*).

Each requested item on the agenda must include a proposal for a resolution and a statement of the reasons.

Such a shareholder request shall only be considered if it is received by the Company in writing no later than on the 21st day before the Annual General Meeting, thus no later than on April 24, 2020. The request must be submitted to the Company in writing, therefore in the form of signature by attaching a signature in a legally binding manner. Motions must be sent to the Company by mail to the address PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Upper Austria, Attn: Ms. Mag. Michaela Friepeß.

### **Proposed resolutions on the agenda by shareholders in accordance with Section 110 of the Austrian Stock Corporation Act (AktG)**

#### **Legal text Section 110 of the Austrian Stock Corporation Act (AktG)**

- (1) *In a listed company, shareholders whose shares together amount for one percent of the share capital may submit to the company in text form proposals for resolutions on any item on the agenda and may request that these proposals, together with the names of the shareholders concerned, the reasons to be attached and any statement by the Executive Board or the Supervisory Board, be made available on the company's website, which is entered in the commercial register. The Articles of Association may make this right conditional on the possession of a lower proportion of the share capital. The request shall be deemed to be substantial if it is received by the company no later than on the seventh working day before the General Meeting. The company must comply with the request at the latest on the second working day after receipt, unless a case of paragraph 4 applies. Section 108 paragraph 4 last sentence shall apply mutatis mutandis.*
- (2) *In the case of a proposal for the election of a Supervisory Board member, the statement of the proposed person pursuant to Section 87 paragraph 2 shall replace the statement of reasons. In companies to which Section 86 paragraph 7 is applicable, the company shall additionally state how many of the seats on the Supervisory Board must at least be occupied by women and men in each case in order to meet the minimum share requirement pursuant to Section 86 paragraph 7 and whether an objection has been raised pursuant to Section 86 paragraph 9.*
- (3) *The company must open at least one electronic communication channel for the transmission of proposals for resolutions by shareholders, for which only such formal*

*requirements may be laid down as are necessary and appropriate for the identification of shareholders and the determination of the content of the proposal for a resolution. Unless the Articles of Association provide for another such communication channel, the transmission of resolution proposals by fax is permitted in any case.*

- (4) *A proposed resolution does not need to be made available on the website if*
- 1. it does not contain a statement of reasons or the declaration pursuant to Section 87 paragraph 2 is missing,*
  - 2. it would lead to a resolution of the General Meeting that is contrary to the law or the Articles of Association,*
  - 3. a similar proposal based on the same facts has already been made available pursuant to paragraph 1,*
  - 4. it fulfils the objective elements of the offence of slander (Section 111 of the Austrian Penal Code) or insult (Section 115 of the Austrian Penal Code) or the executive committee would make itself punishable by making this information accessible, or*
  - 5. the shareholders indicate that they will neither attend nor be represented at the General Meeting.*

*The statement of reasons need not be made accessible if it comprises a total of more than 5,000 letters or if it fulfils an element of fact within the meaning of number 4. If several shareholders submit proposals for resolutions on the same item on the agenda, the Executive Board may combine the proposals and their grounds.*

- (5) *The Articles of Association of an unlisted company may stipulate that proposals for resolutions by shareholders be published before the General Meeting. In the absence of provisions to the contrary, paragraphs 1 to 4 shall apply mutatis mutandis.*
- (6) *The company is not liable for damages arising solely from the fact of the publication of shareholders' proposed resolutions.*

### **Explanation:**

Shareholders whose shares together amount to 1% of the share capital have the opportunity through this minority right, to submit proposals for resolutions to the Company for each item on the agenda and to request that these proposals be made available on the Company's website. It must be made clear that the aim of the shareholders is to inform not only the Company, but also, via the Company's website, its co-shareholders in advance of an intended motion and its reasons.

The proposed resolution must relate to a specific item on the agenda. It must be justified and may not lead to a resolution of the Annual General Meeting that is contrary to the law or the Articles of Association. Among other things, the proposed resolution does not have to be published on the Internet site even if it contains an insult (Section 115 of the Austrian Penal Code) or at the case may be.

The motion must be received by the Company at the latest on the seventh working day before the Annual General Meeting, thus at the latest on May 6, 2020. For transmission to the Company, the text form as defined by Section 13 paragraph 2 of the Austrian Stock Corporation Act (AktG) is sufficient (*Declarations must be made in a document or in another way suitable for permanent reproduction in writing, the person making the declaration must be named and*

*the conclusion of the declaration must be made recognizable by reproduction of the signature or otherwise).* Applications must be sent to the Company either by fax to +43 (0) 1/8900-500-76, by mail to PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Upper Austria, Attn: Ms. Mag. Michaela Friepeß, or by e-mail to [anmeldung.pierermobility@hauptversammlung.at](mailto:anmeldung.pierermobility@hauptversammlung.at), whereby the request must be attached to the e-mail in text form, for example as a PDF file.

In the case of a proposal for the election of a Supervisory Board member, the statement of the proposed person in accordance with Section 87 paragraph 2 of the Austrian Stock Corporation Act (AktG) shall replace the statement of reasons. Any nominations for election must be received by the Company in the above-mentioned way no later than May 6, 2020 (7th working day before the Annual General Meeting). Each nomination must be accompanied by the declaration of the proposed person in accordance with Section 87 paragraph 2 of the Austrian Stock Corporation Act (AktG) regarding his or her professional qualifications, professional or comparable functions and any circumstances that could give rise to concerns of partiality. Pursuant to Section 87 paragraph 6 of the Austrian Stock Corporation Act (AktG), the proposals for the election of Supervisory Board members together with the declarations pursuant to Section 87 paragraph 6 of the Austrian Stock Corporation Act (AktG) for each proposed person must be published on the Company's website at the latest on the fifth working day before the Annual General Meeting (therefor on 8 May 2020), otherwise the person concerned may not be included in the vote.

### **Right to information in accordance with Section 118 of the Austrian Stock Corporation Act (AktG)**

#### **Legal text Section 118 of the Austrian Stock Corporation Act (AktG)**

- (1) *Every shareholder is to be provided with information on the company's affairs at the General Meeting on request, insofar as this is necessary for the proper assessment of agenda items. The obligation to provide information also extends to the legal and business relations of the Company with an affiliated company. If the consolidated financial statements and the group management report are presented at the General Meeting of a parent company (Section 189a number 6 of the Austrian Commercial Code), the obligation to provide information also extends to the situation of the group and the companies included in the consolidated financial statements.*
- (2) *The information must comply with the principles of conscientious and faithful accountability.*
- (3) *The information may be refused if*
  1. *according to reasonable business judgement, it is likely to cause significant damage to the Company or an affiliated company, or*
  2. *provision would be punishable by law.*
- (4) *The information may also be refused if it was continuously accessible in the form of question and answer on the company's website entered in the commercial register for at least seven days prior to the start of the General Meeting; section 108 paragraph 4 last sentence shall apply mutatis mutandis. Reference must be made to the reason for the refusal to provide information.*

**Explanation:**

A right to information exists only to the extent that the information is necessary for the proper assessment of agenda items. The obligation to provide information also extends to the Company's legal and business relations with an affiliated company. If the consolidated financial statements and the group management report are presented at the Annual General Meeting of a parent company, the obligation to provide information also extends to the situation of the group and the companies included in the consolidated financial statement.

The information must comply with the principles of conscientious and faithful accountability.

The information may be refused if

1. according to reasonable business judgement, it is likely to cause significant damage to the Company or an affiliated company, or
2. provision would be punishable by law.

The shareholders' right to information also requires the right to attend the shareholders' meeting. All shareholders have this right with the exception of those whose membership rights are suspended (Sections 51 paragraph 3, 65 paragraph 5 of the Austrian Stock Corporation Act (AktG)).

Express reference is made to the fact that the right to information pursuant to Section 118 of the Austrian Stock Corporation Act can also be exercised by the shareholders themselves at the virtual Annual General Meeting during the Annual General Meeting.

Information on matters concerning the Company is to be given to every shareholder on demand at the Annual General Meeting, insofar as such information is necessary for the factual assessment of an item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company as well as to the position of the Group and the companies included in the consolidated financial statements. 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 Annual General Meeting.

**More detailed information, in particular regarding the exercise of the shareholders' right to information/questioning in the course of the virtual Annual General Meeting, will be available on the Company's website as of April 24, 2020.**

## **Information concerning the right of shareholders to submit proposals during the Annual General Meeting in accordance with Section 119 of the Austrian Stock Corporation Act (AktG)**

### **Legal text Section 119 of the Austrian Stock Corporation Act (AktG)**

- „(1) *Every shareholder, the Executive Board and the Supervisory Board are entitled to submit motions at the General Meeting on any item on the agenda. No resolution may be passed on an item of the agenda that has not been duly announced as an agenda item. No announcement is required to pass a resolution on the motion to convene a General Meeting submitted at the meeting or to hold negotiations without passing a resolution.*
- (2) *Unless the Articles of Association provide otherwise, a proposal for a resolution which has been published in accordance with Section 110 paragraph 1 may only be voted on if it is repeated as a motion at the meeting.*
- (3) *If there are several motions for one item on the agenda, a vote must first be taken on motions on which votes have already been cast by remote voting or by letter before the start of the General Meeting. Otherwise, in the absence of a provision in the Articles of Association, the Chairman shall determine the order of voting.*

### **Explanation:**

Every shareholder is entitled to submit motions on any item on the agenda at the Annual General Meeting. In the course of the Virtual Annual General Meeting, a shareholder can only exercise the right to make a motion pursuant to COVID-19-GesV through one of the special proxies named by the Company. In this regard, please note the information in the convening notice and our more detailed information on the organizational and technical requirements for participation in the virtual Annual General Meeting, which is/will be available on the Company's website as of April 24, 2020.

The requirements for this are proof of eligibility to participate and the authorization of an independent proxy in accordance with the invitation.

A shareholder proposal for the election of a Supervisory Board member is subject to the timely submission of a resolution proposal in accordance with Section 110 of the Austrian Stock Corporation Act (AktG).

### **Information for shareholders regarding data processing**

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

PIERER Mobility AG receives this data, among other things, from the depository bank forms or from the participants themselves when registering for the Annual General Meeting, ordering

admission tickets and/or granting powers of attorney. Participants are generally obliged to provide PIERER Mobility AG with the necessary information. The processing of participants' personal data is necessary for the participation in the Annual General Meeting and for its proper preparation, implementation and follow-up. PIERER Mobility AG is the responsible party for processing. The legal basis for the processing is the compliance with legal obligations according to Article 6 paragraph 1 c) of the General Data Protection Regulation or the protection of legitimate interests of the Company or a third party according to Article 6 paragraph 1 f) of the General Data Protection Regulation.

The service providers and processors of PIERER Mobility AG, who are commissioned for the purpose of organizing the Annual General Meeting, only receive personal data from PIERER Mobility AG that is necessary for the execution of the commissioned service and process the data exclusively in accordance with the instructions of PIERER Mobility AG. In compliance with its legal obligations, PIERER Mobility AG also transfers personal data of shareholders and their proxies to public authorities, the commercial register, etc.

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

Each participant has a right of access, rectification, restriction, opposition and deletion at any time with regard to the processing of personal data concerning him, as well as a right to data transmission in accordance with Chapter III of the General Data Protection Regulation.

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

PIERER Mobility AG  
Edisonstraße 1  
4600 Wels, Austria  
E-mail: [privacy@pierermobility.com](mailto:privacy@pierermobility.com)

Participants also have a right of appeal to the data protection supervisory authority in accordance with 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.at](http://www.pierermobility.at).

**For the course of the Annual General Meeting, reference is made to the information on the organizational and technical requirements for participation in the virtual Annual General Meeting, which will be available on the Company's website at [www.pierermobility.at](http://www.pierermobility.at) as of April 24, 2020.**