



PIERER Mobility AG
FN 78112 x
with its registered office in Wels
ISIN: AT0000KTMI02

Invitation

to the

23rd Annual General Meeting

to be held on **Friday, 15 May 2020 at 11:00 a.m.**
in the KTM Motohall, KTM Platz 1, 5230 Mattighofen, Austria.

Owing to the measures that were recently adopted to prevent the further spread of the coronavirus and to protect the shareholders and other participants, the Annual General Meeting will take place on May 15, 2020 as a virtual Annual General Meeting without the physical presence of the participants in accordance with the Ordinance of the Federal Minister of Justice on the detailed rules for holding meetings under company law without the physical presence of the participants and for adopting resolutions in other ways (COVID-19 Ordinance under company law – COVID-19-GesV).

This means that shareholders cannot be physically present at the Annual General Meeting on 15 May 2020. The conditions are being created to enable shareholders to follow the Annual General Meeting from any location, both visually and acoustically, in real time. PIERER Mobility AG will make it possible for all participants to communicate and participate in the meeting and in the vote in a form to be announced.

Only one of the independent proxies proposed by the Company can make motions, voting and raise an objection in the virtual Annual General Meeting.

We expressly point out that it is not possible for shareholders to come to the venue of the Annual General Meeting themselves. Nor can guests be admitted and a buffet after the event will not be served.

More detailed information on the organizational and technical requirements for participating in the virtual Annual General Meeting, exercising the right to information, filing a motion for resolution, voting, raising an objection in the virtual Annual General Meeting and the data of the independent proxies will be available on the Company's website at www.pierermobility.at as of April 24, 2020.

However, the Executive Board of PIERER Mobility AG expressly reserves the right to cancel the Annual General Meeting, even at short notice, if the reliable conduct of the Annual General

Meeting on May 15, 2020 does not appear to be assured or if this should be appropriate due to the requirements of the authorities.

Agenda:

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 2019 financial year together with the report of the Supervisory Board on the 2019 financial year.
2. Resolution on the appropriation of the balance sheet profit shown in the annual financial statements at December 31, 2019.
3. Resolution on the discharge of the members of the Executive Board for the 2019 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2019 financial year.
5. Resolution on the determination of the remuneration of the members of the Supervisory Board for the 2019 financial year.
6. Resolution on the remuneration policy regarding the principles for the remuneration of the members of the Executive Board.
7. Resolution on the remuneration policy regarding the principles for the remuneration of the members of the Supervisory Board.
8. Election of the auditor and Group auditor for the 2020 financial year.
9. Elections to the Supervisory Board.
10. Resolution on the application for the revocation of the admission of the Company's shares for official trading on the Vienna Stock Exchange.
11. Report of the Executive Board on the acquisition and use of treasury shares pursuant to Section 65 (3) of the Austrian Stock Corporation Act.
12. Resolution on the addition to Article 11 of the Articles of Association concerning the recording and broadcast of the Annual General Meeting.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available on the Internet by no later than April 24, 2020 at www.pierermobility.at under Investor Relations / Annual General Meeting:

- information on the organizational and technical requirements for participating in the virtual Annual General Meeting and exercising the right to information, filing a motion for resolution, voting and raising an objection at the virtual Annual General Meeting
- the documents listed in agenda item 1
- remuneration policy for Executive Board members
- remuneration policy for Supervisory Board members

- declaration received in accordance with section 87 (2) of the Austrian Stock Corporation Act for agenda item 9.
- information and explanation for agenda item 10.
- report of the Executive Board in accordance with Section 65 (3) of the Austrian Stock Corporation Act
- proposed resolutions regarding the agenda items 2. - 12.
- forms for granting and revoking a power of attorney
- question form
- Articles of Association in amendment mode
- full text of this invitation.

REPRESENTATION BY PROXY

Each shareholder entitled to attend the Annual General Meeting has the right to appoint a proxy in accordance with section 113 of the Austrian Stock Corporation Act (AktG), who attends the virtual Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder whom he/she represents.

The power of attorney must be granted in text form. For organizational reasons, the proxy must be received by the Company no later than **4 p.m. on May 13, 2020** exclusively at one of the addresses listed below:

By fax: +43 (0) 1/8900-500-76

By mail or courier: PIERER Mobility AG
FAO Ms. Mag. Michaela Friepeß
Edisonstraße 1
4600 Wels, Upper 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 file.

By SWIFT: GIBAATWGGMS; Message Type MT598 or MT599, it is essential to specify ISIN AT0000KTMI02 in the text

However, personal transfer of the power of attorney at the venue of the Annual General Meeting is expressly excluded.

In order to grant a power of attorney, the form which is provided on the Company's website at www.pierermobility.at under Investor Relations / Annual General Meeting should be used. The above provisions on the granting of the power of attorney apply mutatis mutandis to the revocation of the power of attorney.

If a shareholder has granted power of attorney to his or her depositary bank, it is sufficient if, in addition to the safe custody receipt, the bank declares that it has been granted power of attorney.

APPOINTMENT OF AN INDEPENDENT PROXY AS A SPECIAL CONDITION FOR THE RIGHT TO PARTICIPATE AND ASK QUESTIONS

Shareholders will not be physically present at the virtual Annual General Meeting. For the virtual Annual General Meeting on 15 May 2020, the **special rule** applies that each shareholder and his proxy (this also applies to authorised custodian banks) must use one of the following **independent proxies proposed by the Company for making motions, voting and raising an objection in the virtual Annual General Meeting**:

1. Notary **Dr. Claus Lumerding**
c/o Öffentliche Notare Mag. Huemer & Dr. Lumerding
Stadtplatz 19, 5230 Mattighofen
phone: +43 7742 2237
e-mail: lumerding.pierermobility@hauptversammlung.at

2. Lawyer **Mag. Philipp Stossier**
c/o Stossier Heitzinger Rechtsanwälte
Dragonerstraße 54, 4600 Wels
phone: +43 7242 42605
e-mail: stossier.pierermobility@hauptversammlung.at

3. **Dr. Michael Knap**
c/o IVA Interessenverband für Anleger
Feldmühlgasse 22/4, A-1130
phone: +43 664 213 87 40
e-mail: knap.pierermobility@hauptversammlung.at

4. **Mag. Christoph Fritsch**
c/o Dragonerstraße 67A, WDZ 10, 4600 Wels
phone: +43 7242 309050 100
e-mail: fritsch.pierermobility@hauptversammlung.at

Each shareholder may select one of the above-mentioned persons as special proxy and grant this person power of attorney.

It is recommended to contact the special proxy authorized by the shareholder in due time if the special proxy authorized by the shareholder is instructed to submit motions and raise an objection in the virtual Annual General Meeting on one or more items on the agenda.

According to section 3 (4) COVID-19 GesV, the granting of a power of attorney to another person for the purpose of filing a motion, voting and raising an objection in the virtual Annual General Meeting is not permitted and is therefore invalid.

A separate proxy form is available on the Company's website at <https://www.pierermobility.com/en/investor-relations/general-meeting/>. Please read the proxy forms carefully and also note the additional information on your rights under Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG) and the 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 www.pierermobility.at under Investor Relations / General Meeting.

The proxies should be received at the latest at **4 p.m. on May 13, 2020**, MESZ, Vienna time, at the corresponding e-mail address of your proxy named below:

1. e-mail: lumerding.pierermobility@hauptversammlungung.at
2. e-mail: stossier.pierermobility@hauptversammlungung.at
3. e-mail: knap.pierermobility@hauptversammlungung.at
4. e-mail: fritsch.pierermobility@hauptversammlungung.at

This method of transmission gives the proxy you have chosen, but not one of the other proxies, direct access to the power of attorney. Irrespective of this, the other communication channels for the transmission of proxies, as described in detail in the previous point of this invitation, are available to you. However, personal delivery of the power of attorney at the venue of the Annual General Meeting is expressly excluded.

REFERENCE TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT ACCORDING TO THE COVID-19-GESV

Addition to the agenda

Shareholders whose shares together amount to **5 % of the share capital**, and who have held these shares for at least three months prior to making the request, may request in writing that **additional items be added to the agenda** of this Annual General Meeting and be published, provided that this request is received by the Company in writing no later than **April 24, 2020** at the address Edisonstraße 1, 4600 Wels, FAO Ms. Mag. Michaela Friepeß. Each agenda item must include a proposal for a resolution and a statement of reasons. In the case of deposited bearer shares, the presentation of a safe custody receipt in accordance with Section 10a of the Austrian Stock Corporation Act, confirming that the shareholders making the request have held the shares for at least three months prior to making the request and that the receipt must not be older than seven days at the time of presentation to the Company, shall suffice as proof of share ownership. With regard to the other requirements for the safe custody receipt, please refer to the statements made on the right to participate.

Proposed resolutions on the agenda

Shareholders whose shares together 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 **May 06, 2020**, either by fax to +43 (0) 1/8900-500-76, by mail to PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Upper Austria, FAO Ms. Mag. Michaela Friepeß, or by e-mail to anmeldung.pierermobility@hauptversammlungung.at, whereby the request must be attached to the e-mail in text form, for example as a PDF. Where the proposal is for the election of a member of the Supervisory Board, the declaration of the nominee pursuant to

Section 87 (2) of the Austrian Stock Corporation Act shall be submitted in place of the statement of reasons. In the case of bearer shares deposited with a custodian, the presentation of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act 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. With regard to the other requirements for the safe custody receipt, please refer to the statements made on the right to participate.

Right to information

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.

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.

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.

Right to submit motions

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, the right to make a motion can only be exercised by one of the special proxies named by the Company.

Further information about these rights of the shareholders according to Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act as well as information on data protection is available on the Company's website www.pierermobility.at under Investor Relations / Annual General Meeting.

RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting and to exercise the voting right and other shareholder rights to be asserted during the Annual General Meeting according to the COVID-19-GesV is based on the shareholding at the end of the tenth day prior to the date of

the Annual General Meeting, i.e. the shareholding on **Tuesday, May 05, 2020, midnight (record date)**.

Only persons who are shareholders on this date and who provide evidence of this to the Company are entitled to participate in the Annual General Meeting.

Deposited bearer shares

In the case of deposited bearer shares, a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act shall suffice as evidence of share ownership on the record date, and this must be received by the Company no later than **May 12, 2020** exclusively at one of the addresses listed below:

By fax: +43 (0) 1/8900-500-76
By mail or PIERER Mobility AG
courier: FAO Ms. Mag. Michaela Friepeß
Edisonstraße 1
4600 Wels, Upper Austria

or

By e-mail: anmeldung.pierermobility@hauptversammlung.at, whereby the safe custody receipt must be attached to the e-mail, for example as a PDF file.

By SWIFT: GIBAATWGGMS; Message Type MT598 or MT599, it is essential to specify ISIN AT0000KTMI02 in the text

Link to the creation of a safe custody receipt according to Section 10a of the Austrian Stock Corporation Act (only for custodian banks):

<https://www.hauptversammlung.at/hvatnew/coh.php?hv=4738&lang=e>

Safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act

The safe custody receipt must be issued by the custodian bank with its registered office 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 about the issuer: name/company name and address or a code commonly used in transactions between banks (SWIFT code),
- information about the shareholder: name/company name, address, date of birth in the case of natural persons, register and register number in the case of legal entities, if applicable,
- information about the shares: number of shares (ISIN AT0000KTMI02) of the shareholder,
- securities account number or other designation,
- time/period to which the safe custody receipt relates.

The safe custody receipt as evidence of the shareholding for participation in the Annual General Meeting must refer to the above-mentioned record date of **May 05, 2020, midnight**.

The safe custody receipt will be accepted in German or English.

Shareholders will not be blocked by registering for the Annual General Meeting or by sending a safe custody receipt; shareholders may therefore continue to freely dispose of their shares even after registering or sending a safe custody receipt.

Total number of shares and voting rights at the time of convening

At the time of convening of the Annual General Meeting, the Company's share capital of EUR 22,538,674.00 is divided into 22,538,674 no-par value bearer shares. Each share confers one vote. The Company holds 224,043 treasury shares at the time the Annual General Meeting is convened. The total number of shares with entitlement to participate and vote at the Annual General Meeting is 22,314,631 at the time the Annual General Meeting is convened. There is only one class of shares.

At the end 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 as of April 24, 2020.

Wels, April 2020

The Executive Board