

Additional Information and Explanation on agenda item 10

“Resolution on the application for the revocation of the admission of the Company's shares for official trading on the Vienna Stock Exchange.”

Proposed Resolution:

The Executive Board and the Supervisory Board propose that an application be made pursuant to Section 38 (6) of the 2018 Stock Exchange Act to revoke the admission of the 22,538,674 shares of PIERER Mobility AG (ISIN: AT0000KTMI02) for official trading on the Vienna Stock Exchange.

Explanation:

The shares of PIERER Mobility AG (formerly KTM Industries AG) have been listed in the International Reporting Standard of the SIX Swiss Exchange since November 14, 2016. The shares of PIERER Mobility AG were accepted into the Swiss Performance Index (SPI) of the SIX Swiss Exchange on March 29, 2017.

The shares of PIERER Mobility AG are also listed for official trading on the Vienna Stock Exchange. Following their withdrawal from the prime market segment of the Vienna Stock Exchange, the shares of PIERER Mobility AG were initially traded in the “standard market” segment; the shares have been listed in the “standard market auction” segment since April 28, 2017.

Since March 3, 2020, the shares of the company are also admitted for trading in the General Standard of the Frankfurt Stock Exchange.

With ad-hoc-release dated January 8, 2020, it was announced that after the completion of the listing in the regulated market of the Frankfurt Stock Exchange, the end of the listing of the shares in the Official Market (Amtlicher Handel) of the Vienna Stock Exchange is sought.

Taking this forward, the 23rd Annual General Meeting shall resolve on the application for the revocation of the admission of the Company's shares for official trading on the Vienna Stock Exchange.

The share trading is ensured with the international trading venues in Switzerland and Frankfurt. The primary listing of the shares on the SIX Swiss Exchange and the listing of the shares on the regulated market of the Frankfurt Stock Exchange are sufficient. As a result of the admission of the shares to trading in the General Standard of the Frankfurt Stock Exchange, the trading liquidity of the shares in the euro area is given. A third trading venue in Vienna is no longer required. The further perpetuation of the admission to trading in Vienna would be associated with a further effort that is no longer necessary and also no longer justifiable in view of the existing admissions to trading in Switzerland and Frankfurt.

Legal Conditions:

Pursuant to Section 38 (6) Austrian Stock Exchange Act 2018, the admission of shares to official trading must be revoked at the issuer's request if investor protection is not compromised. The application is only admissible if the official listing of the financial instruments has existed for at least three years at the time of the application. In the case of paragraph 8 no. 2, the period is one year.

Pursuant to Section 38 (7) Austrian Stock Exchange Act 2018, the issuer may only apply to withdraw the admission of shares in accordance with Section 38 (6) Stock Exchange Act if the general meeting has passed a resolution with a majority comprising at least three quarters of the votes cast, or, if this is requested by shareholders who together hold at least three quarters of the share capital entitled to vote.

Pursuant to Section 38 (8) no. 2 Stock Exchange Act 2018, investor protection is not considered to be compromised if it is proved at the time of the application that also after the revocation has been effected the admission and trading of the shares on at least one regulated market in an EEA member state, are guaranteed, on which equivalent conditions for a revocation of admission to trading apply.

Section 38 (10) Stock Exchange Act 2018 stipulates that the exchange operating company must immediately publish a revocation of the admission on its website and, taking into account the interests of the issuer and the investors, determine the time at which the revocation shall be effective. The period between the publication and the effective date of the revocation may not be less than three and no more than twelve months. The issuer must also immediately publish the revocation of the admission on its website.

The company fulfils the following legal requirements for requesting the revocation of the admission of its shares to official trading on the Vienna Stock Exchange:

1. The official listing of the shares on the Vienna Stock Exchange has existed for all 22,538,674 shares in the company for more than three years.
2. Investor protection is not compromised, since also after the revocation has been effected, the admission and trading of the shares on a regulated market in an EEA member state (namely on the regulated market of the Frankfurt Stock Exchange) are guaranteed, and the revocation of the admission to trading is regulated equivalently on this market.

Another requirement for applying for the revocation of the admission to trade is the resolution passed by the general meeting with a majority representing at least three quarters of votes cast.