



PIERER Mobility AG

Proposed resolutions of the Supervisory Board

for the

23rd Annual General Meeting

1st item on the agenda:

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.

A resolution on this agenda item is not required.

2nd item on the agenda:

Resolution on the appropriation of the balance sheet profit shown in the annual financial statements at December 31, 2019.

The Supervisory Board proposes to carry forward the entire profit shown in the annual financial statements at December 31, 2019 amounting to EUR 86,242,405.56 to new account.

3rd item on the agenda:

Resolution on the discharge of the members of the Executive Board for the 2019 financial year.

The Supervisory Board proposes that a resolution be passed to discharge the members of the Executive Board in office in the 2019 financial year for this period.



4th item on the agenda:

Resolution on the discharge of the members of the Supervisory Board for the 2019 financial year.

The Supervisory Board proposes that a resolution be passed to discharge the members of the Supervisory Board in office in the 2019 financial year for this period.

5th item on the agenda:

Resolution on the determination of the remuneration of the members of the Supervisory Board for the 2019 financial year.

The Supervisory Board proposes that the remuneration for the members of the Supervisory Board for the financial year from January 1, 2019 to December 31, 2019 be set at EUR 3,000.00 per meeting for the Chairman of the Supervisory Board, EUR 2,000.00 per meeting for every other member of the Supervisory Board, and EUR 2,000.00 per meeting for the members of the Audit Committee.

The Supervisory Board therefore proposes a total remuneration in the amount of EUR 57,000.00.

6th item on the agenda:

Resolution on the remuneration policy regarding the principles for the remuneration of the members of the Executive Board.

The Supervisory Board proposes that a resolution be passed on the remuneration policy with regard to the principles for the remuneration of the members of the Executive Board, as made available on the website registered in the commercial register.

7th item on the agenda:

Resolution on the remuneration policy regarding the principles for the remuneration of the members of the Supervisory Board.

The Supervisory Board proposes that a resolution be passed on the remuneration policy with regard to the principles for the remuneration of the members of the Supervisory Board, as made available on the website registered in the commercial register.

8th item on the agenda:

Election of the auditor and Group auditor for the 2020 financial year.

The Supervisory Board proposes the appointment of KPMG Austria GmbH



Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, (FN 269725 f) as auditor of the annual financial statements and the consolidated financial statements for the financial year from January 1, 2020 to December 31, 2020.

9th item on the agenda:

Elections to the Supervisory Board.

In accordance with Article 7 of the Articles of Association, the Supervisory Board is composed of at least three members elected by the Annual General Meeting. So far, the Supervisory Board was composed of four members elected by the Annual General Meeting.

The term of appointment of Mr. Klaus Rinnerberger (born on March 2, 1964) who was elected by the Annual General Meeting, shall end with the conclusion of the Annual General Meeting which resolves on the discharge for the 2019 financial year. One member would now need to be elected at the next Annual General Meeting in order to reach this number again.

The following proposal for election of the Supervisory Board in accordance with Section 108 of the Austrian Stock Corporation Act was made on the basis of the requirements of Section 87 (2a) of the Austrian Stock Corporation Act and the Corporate Governance Code.

PIERER Mobility AG is not subject to the scope of application of Section 86 (7) of the Austrian Stock Corporation Act.

The Supervisory Board proposes that Mr. Klaus Rinnerberger (born on March 2, 1964) be re-elected to the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the discharge for the fourth financial year after the election, whereby the financial year in which the Supervisory Board member was elected is not included, i.e. the discharge for the financial year 2024.

Mr. Klaus Rinnerberger has issued a declaration pursuant to Section 87 (2) of the Austrian Stock Corporation Act, which is also available on the Company's website.

The Annual General Meeting is bound by the nominations for election in the following manner. Nominations for the election of Supervisory Board members, including the declarations pursuant to Section 87 (2) of the Austrian Stock Corporation Act for each nominated person, must be made available on the Company's website no later than April 23, 2020 (fifth working day before the Annual General Meeting), otherwise the person concerned may not be included in the vote. This also applies to nominations for election by shareholders pursuant to Section 110 of the Austrian Stock Corporation Act.



10th item on the agenda:

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

The Supervisory Board proposes 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.

11th item on the agenda:

Report of the Executive Board on the acquisition and use of treasury shares pursuant to Section 65 (3) of the Austrian Stock Corporation Act.

A resolution on this agenda item is not required.

12th item on the agenda:

Resolution on the addition to Article 11 of the Articles of Association concerning the recording and broadcast of the Annual General Meeting.

The Supervisory Board proposes that the following wording be added to the Articles of Association in Article 11 Convening after the last paragraph:

“The Executive Board is authorized, with the approval of the Supervisory Board, to make provision in the convening of the Annual General Meeting for the Annual General Meeting to be broadcast in full or in part acoustically and, if need be, also visually in real time for the shareholders that are not present (broadcast of the Annual General Meeting, Section 102 (4) sentence 1 of the Austrian Stock Corporation Act). Public broadcast of the Annual General Meeting may also be provided (Section 102 (4) sentence 2 of the Austrian Stock Corporation Act). If the Executive Board makes use of this authorization, the respective details must be provided in the convening notice. The company is entitled to make audio and video recordings of Annual General Meetings.”

Wels, April 2020

The Chairman of the Supervisory Board



Josef Blazicek