



PIERER MOBILITY AG

außerordentliche Hauptversammlung

Mattighofen,
26. Februar 2021

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Tagesordnung

1. **Beschlussfassung über die Änderung der Satzung in § 8**
2. Beschlussfassung über die Ergänzung der Satzung durch Neuaufnahme des § 17 hinsichtlich einer Opting Out-Klausel gemäß schweizerischem Übernahmerecht

Beschlussfassung zu TOP 1

Beschlussantrag:

Der Vorstand und der Aufsichtsrat schlagen vor, die Satzung in § 8 (8) wie folgt zu ändern:

„(8) Beschlüsse des Aufsichtsrates oder eines aus seiner Mitte gebildeten Ausschusses werden jeweils mit einfacher Mehrheit der abgegebenen Stimmen gefasst. Stimmenthaltung gilt nicht als Stimmabgabe. Bei Stimmengleichheit – auch bei Wahlen – entscheidet jeweils der Vorsitzende (Dirimierungsrecht). Einem Stellvertreter des Vorsitzenden des Aufsichtsrates oder einem Stellvertreter des Vorsitzenden eines aus seiner Mitte gebildeten Ausschusses kommt kein Dirimierungsrecht zu.“

Die übrigen Bestimmungen in § 8 bleiben unverändert.

Tagesordnung

1. Beschlussfassung über die Änderung der Satzung in § 8
2. **Beschlussfassung über die Ergänzung der Satzung durch Neuaufnahme des § 17 hinsichtlich einer Opting Out-Klausel gemäß schweizerischem Übernahmerecht**

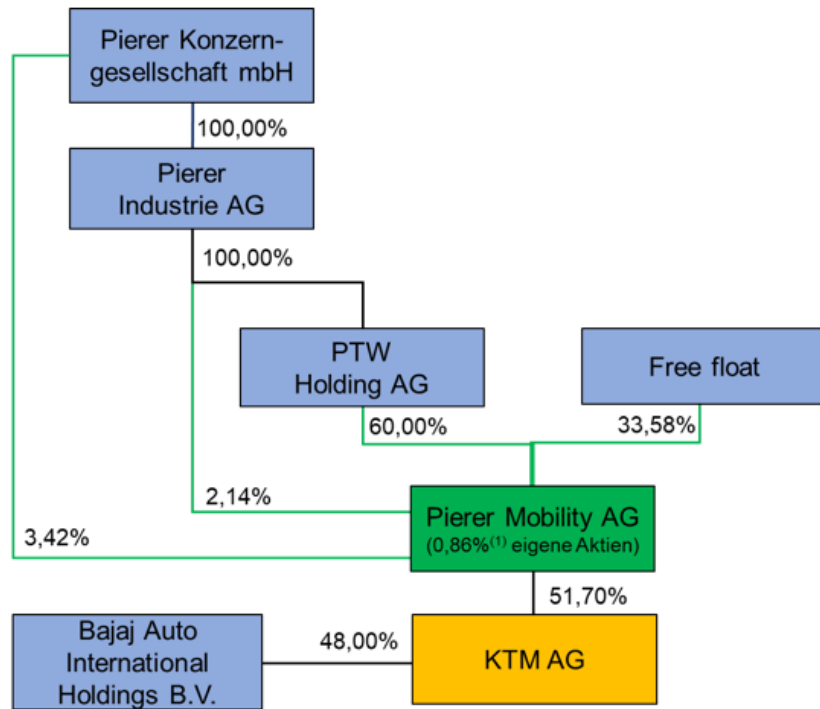
Beschlussfassung zu TOP 2

Beschlussantrag:

Der Vorstand und der Aufsichtsrat schlagen vor, eine sogenannte Opting Out-Klausel nach schweizerischem Übernahmerecht in die Satzung aufzunehmen. Der Vorstand und der Aufsichtsrat beantragen demnach, die Hauptversammlung möge die Ergänzung der Satzung in § 17 mit dem Titel „Opting Out gemäß schweizerischem Übernahmerecht“ mit folgendem Wortlaut beschließen:

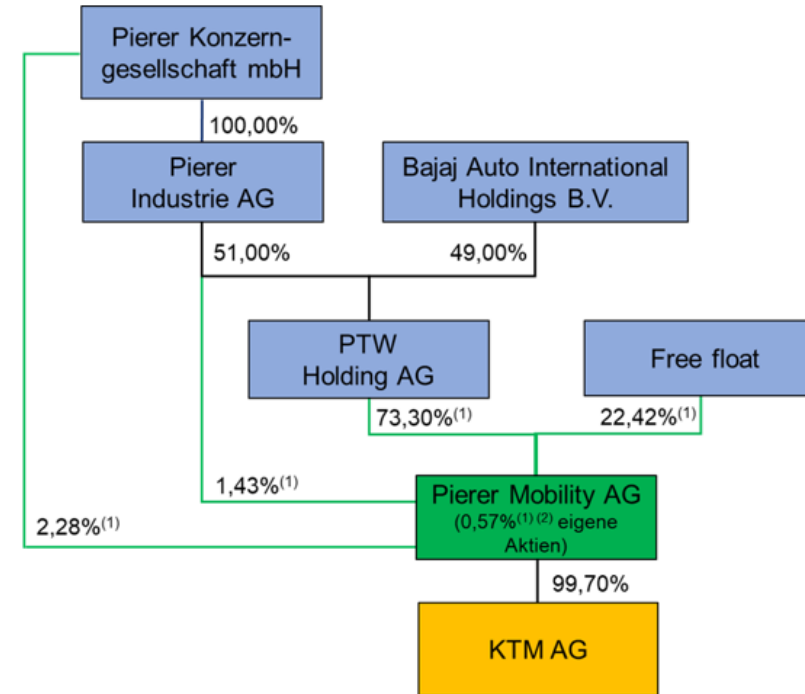
„Die Angebotspflicht gemäß Art. 135 des schweizerischen Bundesgesetzes über die Finanzmarktinfrastrukturen und das Marktverhalten im Effekten- und Derivatehandel vom 19. Juni 2015 (FinfraG) ist vollumfänglich ausgeschlossen.“

Vor der Transaktion:



- (1) Die PIERER Mobility AG hat am 20.01.2021 den Beschluss gefasst, die eigenen Aktien im Zeitraum vom 08.02.2021 bis zum 30.04.2021 zur Erhöhung des free floats zu verkaufen. Im Falle eines Verkaufes eigener Aktien wird somit der free float entsprechend erhöht.

Nach der Transaktion:



- (1) Diese Berechnung beruht auf der Annahme, dass eine Kapitalerhöhung in Höhe von 49,78 Prozent des Grundkapitals der PIERER Mobility erfolgt. Die Höhe der Kapitalerhöhung hängt von der Bewertung zum Bewertungsstichtag ab. Eine Kapitalerhöhung in Höhe von 39,55 Prozent des Grundkapitals der PIERER Mobility führt zu folgenden Beteiligungen an der PIERER Mobility AG:

PTW Holding AG	71,34 Prozent
Pierer Konzern-gesellschaft mbH	2,43 Prozent
Pierer Industrie AG	1,54 Prozent
Free float	24,08 Prozent
Eigene Aktien	0,61 Prozent

- (2) Die PIERER Mobility AG hat am 20.01.2021 den Beschluss gefasst, die eigenen Aktien im Zeitraum vom 08.02.2021 bis zum 30.04.2021 zur Erhöhung des free floats zu verkaufen. Im Falle eines Verkaufes eigener Aktien wird somit der free float entsprechend erhöht.



PIERER MOBILITY AG

THE LEADING EUROPEAN POWERED TWO-WHEELER COMPANY.

Management team & contact details

PIERER Mobility AG



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- DI



Friedrich Roithner

- CFO
- Mag.



Hubert Trunkenpolz

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- Mag. Ing.



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- Member of the Board
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