



PIERER MOBILITY AG

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

Invitation to the
26th Annual General Meeting

to be held on **Friday, April 21, 2023** at 10:00 a.m. (CET)
in the House of Brands, Gewerbegebiet Nord 20, 5222 Munderfing

I. 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 2022 financial year, together with the report of the Supervisory Board on the 2022 financial year.
2. Resolution on the appropriation of the balance sheet profit shown in the annual financial statements at December 31, 2022.
3. Resolution on the discharge of the members of the Executive Board for the 2022 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2022 financial year.
5. Resolution on the determination of the remuneration of the members of the Supervisory Board for the 2022 financial year.
6. Resolution on the remuneration report.
7. Election of the auditor and group auditor for the 2023 financial year.
8. Resolution on the amendment of the articles of association in § 3 (Publications).
9. Resolution on the amendment of the articles of association in § 6 (Executive Board – Composition, Representation, Management).
10. Elections to the Supervisory Board.
11. Resolution on the authorization of the Executive Board to issue financial instruments within the meaning of § 174 of the Austrian Stock Corporation Act (AktG), in particular convertible bonds, participating bonds and profit participation rights, which may also grant subscription and/or conversion rights to the acquisition of shares in the company,

also with the full or partial exclusion of shareholders' subscription rights to the financial instruments.

12. Resolution on the cancellation of the Conditional Capital pursuant to § 159 para. 2 no. 1 of the Austrian Stock Corporation Act (AktG) as per the resolution of the Annual General Meeting of April 27, 2017, resolution on the conditional increase of the share capital of the company pursuant to § 159 para. 2 no. 1 of the Austrian Stock Corporation Act (AktG) for the issuance to creditors of financial instruments pursuant to § 174 of the Austrian Stock Corporation Act (AktG) as well as the corresponding amendment of the articles of association in § 5a (Contingent Capital).
13.
 - a. Resolution on the authorization to acquire treasury shares pursuant to § 65 para. 1 no. 8 of the Austrian Stock Corporation Act (AktG) and for the redemption of shares.
 - b. Resolution on the authorization pursuant to § 65 para. 1b of the Austrian Stock Corporation Act (AktG) for another type of sale of treasury shares also excluding the general purchase option of shareholders ("exclusion of subscription rights").

II. DOCUMENTS FOR THE GENERAL MEETING, AVAILABILITY OF INFORMATION ON THE HOMEPAGE

The following documents will be available on the internet by no later than **31.03.2023** at www.pierermobility.com under Investor Relations / General Meeting:

- Proposed resolutions regarding the agenda items 2. – 13.
- Documents as listed in agenda item 1.
- Remuneration report.
- Proposal of Pierer Bajaj AG pursuant to § 86 para. 4 no. 2 of the Austrian Stock Corporation Act (AktG).
- Declarations received in accordance with § 87 para. 2 of the Austrian Stock Corporation Act (AktG) for agenda item 10.
- Articles of association showing the changes.
- Report of the Executive Board on agenda items 11 and 12.
- Report of the Executive Board on agenda item 13.
- Form for granting a power of attorney pursuant to § 114 of the Austrian Stock Corporation Act (AktG).
- Form for granting a power of attorney and instructions to an independent proxy holder (IVA).
- Forms for revoking a power of attorney pursuant to § 114 of the Austrian Stock Corporation Act (AktG).
- Information on shareholders' rights pursuant to §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG).
- Full text of this convocation.

III. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING

The entitlement to participate in the general meeting and to exercise the voting right and other shareholder rights to be asserted during the course of the general meeting is based on the shareholding at the end of the tenth day prior to the date of the general meeting, i.e. the shareholding on **Tuesday, 11.04.2023, midnight (CET) (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 virtual general meeting.

Bearer shares held in custody:

In the case of bearer shares held in custody, a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG) shall suffice as evidence of share ownership on the record date, and this must be received by the company no later than **18.04.2023** exclusively at one of the addresses listed below:

By fax: +43 (0) 1/8900-500-50

Per mail: PIERER Mobility AG
FAO Ms. Mag. Michaela Friepeß
Edisonstraße 1
4600 Wels, Upper Austria

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

per SWIFT: GIBAAWGGMS; 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 § 10a of the Austrian Stock Corporation Act (AktG) (only for custodian banks):
<https://www.hauptversammlung.at/hvatnew/coh.php?hv=5574&lang=e>

Safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG):

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 general meeting must refer to the above-mentioned record date **11.04.2023, midnight (CET)**.

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

Shareholders are requested to contact their custodian bank and arrange the issue and transmission of a safe custody receipt. Shareholders will not be blocked by registering for the 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.

Safe custody receipts from investment firms (*Wertpapierfirma*) within the meaning of the Austrian Securities Companies Act (*Wertpapierfirmengesetz*) authorised to hold and manage securities will also be accepted.

Proof of identity:

Shareholders and their proxies are requested to have a valid official photo ID ready for identification at registration. If you come to the Annual General Meeting as a proxy, please take the power of attorney with you in addition to the official photo ID. If the original of the power of attorney has already been sent to the company, you will facilitate admission if you present a copy of the power of attorney. The company reserves the right to verify the identity of persons attending the meeting. If it is not possible to establish the identity, admission may be refused.

IV. REPRESENTATION THROUGH PROXY HOLDERS

Each shareholder who is entitled to participate in the general meeting and who has proven this to the Company in accordance with the stipulations in this convening notice, item III, has the right to appoint a representative who will participate in the general meeting on behalf of the shareholder and who will have the same rights as the shareholder he/she represents and shall have the same rights as the shareholder whom he/she represents.

The proxy must be granted to a specific person (a natural person or a legal entity) in text form (§ 13 para 2 of the Austrian Stock Corporation Act (AktG)), whereby several persons may also be authorized.

The granting of a proxy is possible both before and during the general meeting.

The proxy must be received by the company exclusively at one of the following addresses:

By fax: +43 (0) 1/8900-500-50
 Per mail: PIERER Mobility AG
 FAO Ms. Mag. Michaela Friepeß
 Edisonstraße 1
 4600 Wels, Upper Austria
 per E-Mail: anmeldung.pierermobility@hauptversammlung.at, whereby the power of attorney must be attached to the e-mail, for example as a PDF file.
 per SWIFT: GIBAATWGGMS; Message Type MT598 or MT599, it is essential to

specify ISIN AT0000KTMI02 in the text
Personally: at registration for the Annual General Meeting at the place of the meeting

Unless the proxy is delivered in person at the registration desk on the day of the Annual General Meeting, the proxy must be received by the company no later than **4:00 p.m. on 19.04.2023**.

A **proxy form** and a form for revoking the proxy are available on the company's website at www.pierermobility.com/en/investor-relations/general-meeting. It is requested to use the forms provided.

Details on the authorization, in particular on the text form and the content of the proxy, can be found in the proxy form provided to the shareholders.

The above provisions on the granting of proxy apply mutatis mutandis to the revocation of the proxy.

If a shareholder has granted a proxy to his custodian bank, it shall be sufficient if the latter, in addition to the deposit confirmation, issues a declaration that it has been granted a proxy.

Shareholders may exercise their rights in person at the general meeting even after granting a proxy. Appearance in person shall be deemed a revocation of a previously granted proxy.

Independent proxy

As a special service, a representative of the Austrian Shareholders' Association (IVA), Feldmühlgasse 22, 1130 Vienna, is available to shareholders as an independent proxy to exercise voting rights at the Annual General Meeting in accordance with instructions; a special proxy form is available for this purpose on the company's website at www.pierermobility.com/en/investor-relations/general-meeting. In addition, it is possible to contact Dr. Michael Knap of the IVA directly by phone +43-1-8763343-30, fax +43-1-8763343-39 or by e-mail knap.pierermobility@hauptversammlung.at.

In case of proxy granted to IVA, Dr. Michael Knap will exercise the voting right exclusively on the basis of the instructions given by the shareholder, which can be ticked on the special proxy form. If no instructions are ticked, the proxy will vote in favor of the resolutions proposed by the Executive Board and the Supervisory Board. Please note that the proxy will not accept instructions to speak, to object to resolutions of the Annual General Meeting or to ask questions or propose motions.

V. REFERENCE TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT

Additions to the agenda pursuant to § 109 Austrian Stock Corporation Act (AktG):

Shareholders who individually or jointly hold shares which amount to at least **5% of the share capital**, and who have held these shares for at least three months prior to making this request, are entitled to submit a request in written form **in order to add additional items to the agenda** of this general meeting and be published, provided that the request is received by the company no later than **31.03.2023** (midnight, Vienna time), exclusively at the address Edisonstraße 1,

4600 Wels, FAO Ms. Mag. Michaela Friepeß. The application must be submitted to the company in written form, i.e. by enclosing a signature in a legally binding manner. Each agenda item must include a proposal for a resolution and a statement of reasons. For bearer shares held in safe custody, the submission of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG) confirming that the applying shareholders have been the holders of the shares for at least three months prior to the submission of the application and which must not be older than seven days at the time of submission to the Company shall suffice as evidence of the shareholding. With regard to the other requirements for the safe custody receipt, please refer to the statements made on the right to participate (item III of this convening notice).

Proposed resolutions on the agenda pursuant to § 110 Austrian Stock Corporation Act:

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 **12.04.2023** (midnight, Vienna time), either by fax to +43 (0) 1/8900-500-50, by mail to PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Upper Austria, FAO Ms. Mag. Michaela Friepeß, or by e-mail to anmeldung.pierermobility@hauptversammlung.at, whereby the request must be attached to the e-mail in text form, for example as a PDF.

In the case of a proposal for the election of a Supervisory Board member, the statement of the proposed person pursuant to § 87 para. 2 Austrian Stock Corporation Act (AktG) shall take the place of the statement of reasons. Any election proposals must be received by the company in the manner specified above no later than **12.04.2023** (seventh working day prior to the annual general meeting). Each nomination must be accompanied by a declaration pursuant to § 87 para. 2 Austrian Stock Corporation Act (AktG) of the proposed person's professional qualifications, professional or comparable functions and any circumstances that could give rise to concern about partiality. Pursuant to § 87 para. 6 Austrian Stock Corporation Act (AktG), the proposals for the election of Supervisory Board members together with the declarations pursuant to § 87 para. 2 of the Austrian Stock Corporation Act (AktG) for each proposed person must be published on the company's website no later than on the fifth working day prior to the annual general meeting (i.e. on **14.04.2023**), otherwise the person in question may not be included in the election.

It must be clearly expressed that the intention of the shareholders is to inform not only the company, but also their fellow shareholders in advance of an intended motion and its reasons via the company's website. In case of bearer shares deposited with a custodian, the presentation of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG) 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. The proposed resolution must relate to a specific agenda item. It must be substantiated and must not lead to a resolution of the general meeting that contravenes the law or the articles of association. The proposed resolution must also not be published on the website if, among other things, it contains an insult (§ 115 of the Austrian Criminal Code) or similar. With regard to the other requirements

for the safe custody receipt, please refer to the statements made on the right to participate (item III of this convening notice).

Right to information pursuant to § 118 Austrian Stock Corporation Act:

Information on matters concerning the company is to be given to every shareholder on demand at the 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 general meeting.

Shareholders are requested to submit all **questions in advance in text form by e-mail** to the address fragen.pierermobility@hauptversammlung.at in good time for them to reach the company no later than **19.04.2023**. This will enable the Executive Board to prepare as accurately as possible and to respond quickly to the raised questions.

Right to propose motions pursuant to § 119 Austrian Stock Corporation Act (AktG):

Every shareholder is entitled to submit motions at the Annual General Meeting on any item on the agenda. The prerequisite for this is proof of the right to participate in accordance with item III. of this convening notice. If there are several motions on one item of the agenda, the chairman shall determine the order of voting in accordance with § 119 para. 3 of the Austrian Stock Corporation Act (AktG).

Informationen on the website

Further information on these rights of shareholders pursuant to §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG) will be available on the company's website at www.pierermobility.com/en/investor-relations/general-meeting by **31.03.2023**.

VI. INFORMATION ON DATA PROTECTION FOR SHAREHOLDERS

PIERER Mobility AG processes personal data of shareholders or their proxies and other persons participating in the general meeting (the "participants"), in particular name, address, date of birth, number of securities account, number of shares, class of shares, if applicable, number of 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 in the context of the general meeting.

PIERER Mobility AG receives this data, among other things, from the depository bank forms or from the participants themselves on the occasion of registration for the general meeting

and/or granting of proxies. Participants are generally obliged to provide PIERER Mobility AG with the required information. The processing of personal data of participants is necessary for the participation in the general meeting as well as for its proper preparation, execution and follow-up. PIERER Mobility AG is the responsible entity for the processing. The legal basis for the processing is compliance with legal obligations pursuant to Article 6 para. 1 lit. c) of the General Data Protection Regulation or the protection of legitimate interests of the company or a third party within the meaning of Article 6 para. 1 lit. f) of the General Data Protection Regulation. The service providers and processors of PIERER Mobility AG, which are commissioned for the purpose of organizing the general meeting, shall receive from PIERER Mobility AG only such personal data as are necessary for the performance of the commissioned service and shall process the data exclusively in accordance with the instructions of PIERER Mobility AG. In fulfilment of the legal obligation, PIERER Mobility AG also transmits personal data of shareholders and their proxies to public authorities, the Company Register, etc. The data of the participants will be deleted after the end of the respective applicable statutory periods. In addition to statutory retention and documentation periods, the statutory limitation periods, in particular under the Austrian General Civil Code (ABGB), which in certain cases can be up to 30 years, must be taken into account in the storage period.

Each participant has a right of access, rectification, restriction, objection and deletion at any time regarding the processing of personal data concerning him or her, as well as a right to data transfer in accordance with chapter III of the General Data Protection Regulation.

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

PIERER Mobility AG
Edisonstraße 1
4600 Wels, Österreich
E-Mail: privacy@pierermobility.com

In addition, participants have a right of appeal to the data protection supervisory authority pursuant to 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.com.

VII. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING

At the time of convening of the general meeting, the company's share capital of EUR 33,796,535.00 is divided into 33,796,535 no-par value bearer shares. Each share confers one vote. The company holds no treasury shares at the time the general meeting is convened. There is only one class of shares.

Wels, March 2023

The Executive Board

Disclaimer

This is a working translation from the German language provided for purposes of convenience only. In case of any inconsistency, the German version shall prevail.