



## PIERER Mobility AG

### REPORT OF THE EXECUTIVE BOARD

#### on item 13 of the agenda of the 26<sup>th</sup> Annual General Meeting

**pursuant to section 65 para. 1b AktG in conjunction with section 170 para. 2 AktG and § 153 para 4. (2) AktG with regard to the authorization of the Executive Board to acquire treasury shares outside a trading venue and to sell acquired treasury shares by other means than via the stock exchange or by a public offer (exclusion of subscription rights)**

The Executive Board and the Supervisory Board of PIERER Mobility AG (the "**Company**") intend to propose the following resolution on agenda item 13 at the 26<sup>th</sup> Annual General Meeting of the Company:

**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.**

The Executive Board shall be authorized pursuant to § 65 para. 1 no. 8 Austrian Stock Corporation Act (AktG), for a period of 30 months as of the date of the resolution, to acquire treasury shares of the Company both on the stock exchange and outside a trading venue, also excluding the shareholders' pro rata tender rights, and, if necessary, to redeem these shares with the consent of the Supervisory Board without obtaining any further resolution by the Annual General Meeting. The purpose of this acquisition of treasury shares excludes trading in the treasury shares. The proportion of shares to be acquired may in total not exceed 10 per cent of the share capital. The consideration per ordinary share to be acquired may not be more than 20 per cent below or above the average unweighted closing price on the SIX Swiss Exchange of the past 10 trading days. The authorization may be exercised in whole or in part or in several instalments and in pursuit of one or more purposes by the company, its affiliated companies or for their account by third parties. The Supervisory Board is authorized to resolve amendments to the Articles of Association resulting from 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").**

The Executive Board shall be authorized for a period of five years as of the date of the resolution, with the consent of the Supervisory Board, to dispose of treasury shares other than through the stock exchange or by means of a public offer for any legally permissible purpose and, in so doing, also to exclude the shareholders' pro rata purchase right (exclusion of subscription rights) and to determine the terms and conditions of the sale. The authorization may be exercised in whole or in part or in several instalments and in pursuit of one or more purposes.

With regard to the possibility of the acquisition of treasury shares outside a trading venue pursuant to § 65 para. 1 no. 8 AktG and the sale of acquired treasury shares pursuant to § 65 para. 1 no. 8 AktG other than on the stock exchange or by a public offer, the Executive Board shall, pursuant to § 65 para. 1b AktG in conjunction with § 170 para. 2 AktG and § 153 para 4. (2) AktG, submit a written report, explaining the reason for the exclusion of the subscription rights or the exclusion of the group right of sale (reverse exclusion of subscription rights) for the exclusion of the group's selling rights (reverse exclusion of subscription rights) associated with the possible acquisition outside of a trading venue.

The Executive Board of the Company may only acquire treasury shares outside of a trading venue with the prior consent of the Supervisory Board and may only dispose of treasury shares acquired by the Company by other means than via the stock exchange or by a public offer with the consent of the Supervisory Board. The acquisition via the stock exchange may be decided by the Executive Board of PIERER Mobility AG, but the Supervisory Board must be informed afterwards.

Treasury shares acquired pursuant to § 65 para 1 no. 8 and para 1a and para 1b AktG may be sold by other means than via the stock exchange or by means of a public offer if the sale of the shares represents payment for the acquisition of undertakings, business operations, separable parts of a business operation or shares in one or more undertakings, i.e. through the contribution of participations, undertakings, businesses and parts of businesses as contributions in kind, in Austria and abroad.

To implement the strategic growth course of PIERER Mobility AG, it may be necessary to acquire additional undertakings, in particular suppliers to the operating units. The acquisition of undertakings, businesses or parts of businesses can be legally structured both as the purchase of certain assets (and liabilities) of an undertaking, business operation or part of a business (asset deal) and as the acquisition of shares in an undertaking (share deal). Both types of acquisition of an undertaking or (partial) business operation, namely asset deal and share deal, will hereinafter be referred to as undertaking acquisition.

In the case of the acquisition of undertakings, the payment may consist not only in cash but also in shares of the acquiring undertaking. This may be both in the interest of PIERER Mobility



AG as the purchaser and the seller. There can also be cases in which, for strategic reasons, it becomes necessary and expedient for the seller of the undertaking to acquire a small share in PIERER Mobility AG or for the seller to demand a share in the Company in return.

Due to the restrictions on the acquisition of treasury shares - namely to a total (for almost all cases pursuant to § 65 AktG) of 10% of the share capital of the Company - a seller cannot acquire a material interest in PIERER Mobility AG as a result of this transaction.

The acquisition of an undertaking in the form that the undertaking or shares in the undertaking are contributed to the Company in return for the granting of treasury shares by the purchaser, excluding the subscription rights of the other shareholders, is generally recognized as an objective justification for the exclusion of subscription rights. Granting the consideration in treasury shares allows the Company to act with the required speed and flexibility in such transactions.

The exclusion of subscription rights respectively the sale of treasury shares by means other than via the stock exchange or by means of a public offer is proportionate because there exists a regular special interest on the part of PIERER Mobility AG to acquire a relevant undertaking or shares in the relevant undertaking. The interests of the existing shareholders are also secured by the fact that acquisitions of undertakings involve a proportionate granting of shares - as a rule after a valuation of the undertaking has been carried out. The value of the undertaking to be contributed or of the shares in this company is compared with the value of PIERER Mobility AG; in this ratio the contributor in kind receives treasury shares acquired by the Company. Furthermore, the existing shareholders will participate in the profits of the acquired company in the future, which should generally increase through synergies with PIERER Mobility AG.

In the event of the sale of acquired treasury shares pursuant to § 65 para 1. no. 8 and para. 1a and para. 1b AktG by means other than via stock exchange or by a public offer, the Executive Board must publish a report at least two weeks prior to the resolution of the supervisory board, in which, among other things, the selling price of the shares must be justified (§ 65 para. 1b in conjunction with § 171 para. 1 AktG).

The Executive Board should be able to act very quickly and flexibly in future acquisitions of undertakings. For this purpose, it may be necessary to have the needed acquisition currency available quickly to the required extent and therefore to acquire own shares in a package outside a trading venue. The rapid availability of the acquisition currency in the form of treasury shares for the purposes set out above in this report constitute the objective justification for the reverse exclusion of subscription rights, i.e. the exclusion of the shareholders' proportionate selling rights.

Finally, it should be mentioned that the granting of an authorization to the Executive Board to acquire treasury shares outside a trading venue or, if necessary, to sell acquired treasury shares by means other than via the stock exchange or by a public offer, in each case for the purpose of issuing shares as consideration in a company acquisition, is a common and generally recognized procedure for many listed companies.



In summary, the Executive Board of PIERER Mobility AG concludes that the granting of an authorization to the Executive Board of the Company to acquire treasury shares outside a trading venue or to sell acquired treasury shares pursuant to § 65 para. 1 no. 8 and para. 1a and para. 1b AktG, with the consent of the Supervisory Board, by means other than via the stock exchange or by a public offer, if applicable, fully complies with the legal provisions.

Wels, March 2023

**PIERER Mobility AG**

*[signed by the members of the Executive Board]*

DI Stefan Pierer

Mag. Friedrich Roithner

Mag. Hubert Trunkenpolz

Mag. Viktor Sigl, MBA

***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.*