

Vienna, 16 March 2023

Public disclosure of inside information according to article 17 MAR

COURT APPROVAL AND COMPLETION OF THE CROSS-BORDER MERGER

EFFECTIVENESS OF THE CAPITAL INCREASE

AUSTRIACARD HOLDINGS AG (the “Company”) announces that the cross-border merger by absorption of INFORM P. LYKOS HOLDINGS S.A. as absorbed company (the “INFORM”) by the Company as absorbing company (the “Cross-Border Merger”), will become legally effective on 17 March 2023 by registration of the Cross-Border Merger with the Austrian Corporate Register of the Commercial Court of Vienna (*Firmenbuch des Handelsgerichts Wien*), following approval by the Commercial Court of Vienna (*Handelsgericht Wien*) of the Cross-Border Merger and its registration with the Austrian Corporate Register.

Upon legal effectiveness of the Cross-Border Merger, (i) the Company shall acquire all assets and liabilities of INFORM by way of universal succession and substitute INFORM *ipso iure* in all rights, legal relations, obligations and liabilities; (ii) the shareholders of INFORM will become shareholders of the Company; and (iii) the Company shall become the universal legal successor of INFORM, which shall be dissolved without liquidation and, therefore, the creditors of INFORM shall become creditors of the Company.

Following the above, with effect from 17 March 2023, INFORM’s shares shall be delisted from Athens Exchange.

Upon completion of the Cross-Border Merger, the Company’s share capital shall be increased to a total of EUR 18,176,934 through issuance of 1,314,867 new ordinary bearer shares with a nominal value of EUR 1 to INFORM’s shareholders in the context of the contribution of INFORM’s assets and liabilities to the Company (the “New Shares”), including also INFORM’s participations in the operative subsidiaries constituting the Information Management division of the Group. The capital increase also becomes legally effective upon registration with the Austrian companies register on 17 March 2023.

Last trading date of INFORM’s shares on ATHEX is the 16th of March 2023. The New Shares will have been credited on the basis of the approved exchange ratio (4,57104863077406 INFORM’s shares in exchange of 1 New Share), to the securities accounts of the beneficiaries maintained with the D.S.S. on or around 22 March 2023.

The expected timetable for the completion of the transaction, as described in the Company’s announcement “Publication of the prospectus relating to the listing of all shares of AUSTRIACARD HOLDINGS AG on Athens Exchange and Vienna Stock Exchange” referring to the Publication of the Prospectus dated 24 January 2023, is modified as follows:

16.3.2023 Final Court Merger Approval by the Austrian Corporate Register Court

	Last trading day of INFORM's shares on ATHEX
	Reference date for the determination of the beneficiaries of the New Shares
17.3.2023	Registration of the Cross-Border Merger with the Austrian Corporate Register (Effective Date of the Cross-Border Merger)
	INFORM's delisting
21.3.2023	Approval of the listing of the New Shares on ATHEX
22.3.2023	Crediting of the New Shares to the Securities Accounts of the beneficiaries of the New Shares
23.3.2023	Listing of the New Shares on ATHEX and VSE
	Trading Date of the Shares on ATHEX and VSE

Note: The timetable above is dependent upon a number of unforeseeable factors and, therefore, is subject to change. In any case, investors will be informed through a relevant announcement of the Company.

Trading of the Company's shares has not yet commenced. The Company will issue a new announcement concerning the commencement of the trading of the Company's shares.

To view the prospectus relating to the admission to trading and listing of the Shares on ATHEX and VSE, please visit the Company's website at <https://www.austriacard.com/investor-relations-ac/listing-prospectus-relevant-documents/>.

For more information, shareholders may contact the Company (Mr. Markus Kirchmayr, tel. +43 1 61065 – 384).

Disclaimer

This announcement is not intended and does not constitute an offer of securities for sale or a solicitation of an offer to purchase any securities in Austria or Greece within the meaning of article 2(1)(d) of the Regulation (EU) 2017/1129 (the "Prospectus Regulation") and article 58 of Greek law 4706/2020, or outside Austria or Greece. This announcement is not intended and does not constitute an advertisement in Austria or Greece within the meaning of article 2(k) of the Prospectus Regulation and article 63 of Greek law 4706/2020, or outside Austria or Greece and does not constitute a prospectus for the purposes of the Prospectus Regulation. Therefore, investors shall not buy any securities based on this announcement, other than on the basis of information contained in the prospectus published by the Company in relation to the admission to trading of all the shares in the Company on ATHEX and VSE in the context of the Cross-Border Merger.

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