

AUSTRIACARD HOLDINGS AG

Corporate seat: Vienna, FN 352889 f, ISIN: AT0000A325L0

(the „Company“ or „AUSTRIACARD“)

## **CONVOCATION**

to the

### **15<sup>th</sup> ANNUAL GENERAL MEETING**

of

### **AUSTRIACARD HOLDINGS AG**

registered under FN 352889 f with the companies register held by the Commercial Court Vienna

which will be held on Tuesday, 24 June 2025, at 10:00 a.m. (Vienna Time),

at the premises “Säulenhalle” of the Vienna Stock Exchange, Wallnerstraße 8, 1010 Vienna, Austria,

with the following:

#### **1. Agenda**

1. Presentation of the approved annual financial statements together with the management report, the consolidated financial statements together with the consolidated management report, the consolidated corporate governance report, the consolidated non-financial report, the proposal for a resolution on the appropriation of profit, and the report of the supervisory board for the financial year 2024.
2. Resolution on the appropriation of profit.
3. Resolution on granting discharge to the members of the management board with regard to the financial year 2024.
4. Resolution on granting discharge to the members of the supervisory board with regard to the financial year 2024.
5. Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2025, and the auditor of the sustainability report for the financial year 2025.
6. Resolution on the remuneration report for the management board and supervisory board.
7. Resolution upon remuneration of the supervisory board.
8. Resolution on the remuneration policy for the management board and supervisory board.
9. Resolution to authorize the management board:

- a. to acquire the Company's own shares pursuant to Sec 65 para 1 no 8 and para 1a and 1b AktG via the stock exchange, a public offer or over-the-counter in the extent of up to 10% of the share capital, also with the exclusion of *pro rata* shareholder rights of re-purchase (reverse exclusion of subscription rights);
  - b. to decide on any other mode of transferring the Company's own shares pursuant to Sec 65 para 1b AktG, i.e. other than via the stock exchange or a public offer, while applying *mutatis mutandis* the rules on the exclusion of shareholder subscription rights; and
  - c. to reduce the share capital by canceling these shares with no further resolution of the general meeting.
10. Resolution to authorize the management board to increase, subject to approval by the supervisory board, the Company's share capital as set forth in Sec 169 AktG (authorized capital 2025) against contribution in cash and/or in kind, including authorization to exclude subscription rights, including the resolution on the revocation of the existing authorization pursuant to item 4.9 of the articles of association with a corresponding amendment of item 4.9 of the articles of association.
11. Elections of members of the supervisory board.

## **2. Provision of information**

In particular the following documents will be made available on the Company's registered website (<https://www.austriacard.com/agm/>) no later than 3 June 2025 pursuant to Sec 108 para 3 and 4 Austrian Stock Corporation Act ("AktG"):

- Annual financial statements and management report for the financial year 2024;
- Consolidated financial statements and consolidated management report for the financial year 2024;
- Consolidated corporate governance report for the financial year 2024;
- Consolidated non-financial report for the financial year 2024;
- Report of the supervisory board for the financial year 2024;
- The management board's proposal for the resolution on the appropriation of profit;
- Remuneration report for the management board and supervisory board for the financial year 2024;
- Remuneration policy for the management board and supervisory board;
- Proposals for resolutions on the agenda items 2 to 11;
- Transparency information pursuant to Sec 270 Abs 1a Austrian Companies Code (UGB) in connection with agenda item 5;
- Report of the management report regarding agenda item 9;
- Report of the management report regarding agenda item 10;

- Articles of association in the proposed amended version together with a comparison to the current version in connection with agenda item 10;
- Declaration of the proposed supervisory board candidates pursuant to Sec 87 para 2 AktG including curricula vitae regarding agenda item 11;
- Proxy forms for granting and revoking proxy pursuant to Sec 114 AktG;
- Template for deposit receipt (Sec 10a AktG);
- Information regarding the processing of data in connection with the Annual General Meeting; and
- This convocation to the Annual General Meeting.

### **3. Requirements for participation in the Annual General Meeting**

#### **3.1. Record Date**

The right to participate in the Annual General Meeting and to exercise voting rights and further shareholder rights which may be exercised in the course of the Annual General Meeting depends on the share ownership at the end of the tenth day prior to the day of the Annual General Meeting, and thus on **14 June 2025, end of day (24:00 hrs Vienna Time)** (“Record Date”).

Only shareholders who are capable of evidencing to the Company their share ownership on the Record Date have the right to participate and exercise their shareholder rights in the Annual General Meeting. Share ownership on the Record Date must be verified by submission of a deposit certificate pursuant to Sec 10a AktG.

The deposit certificate must be received by the Company no later than on the third working day prior to the Annual General Meeting, and thus no later than on 18 June 2025 (receipt by the Company), through one of the following communication channels and addresses, respectively, pursuant to section 8.3.4 of the articles of association of the Company:

Via fax:

+43 (0) 1 8900 500 50

Via SWIFT:

GIBAATWGGMS

(Message Type MT598 or MT599, please include ISIN AT0000A325L0 in the text)

Via email:

anmeldung.austriacard@hauptversammlung.at

(Deposit certificate as scanned attachment, e.g. in PDF format)

Via mail/courier:

HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen am Wechsel

Austria

Please note that the appointment of a proxy and the exercise of the right to information by shareholders can be validly effected only if a deposit receipt being received by the Company in due time.

### 3.2. Deposit Certificate

The deposit certificate must be issued by (i) a depository credit institution, (ii) a depository financial service provider or (iii) a central securities depository that holds securities accounts with end customers, in each case with its seat in a member state of the European Economic Area or in a full member state of the OECD and must include the following (Sec 10a para 2 AktG):

- Information on the issuer: name/company name and address or a code commonly used between banks (SWIFT-Code),
- Information on the shareholder: name/company name, address, date of birth in case of natural persons or in case of legal persons, designation of commercial register and registration number with which the legal person is registered in its home state,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000A325L0 (internationally used securities identification number),
- Deposit number, securities account number or other identification of securities account,
- Term or period, to which the deposit certificate relates.

The deposit certificate will be accepted in German or English.

## 4. **Appointment of a proxy and the procedure to be followed**

Every shareholder who has the right to participate in the Annual General Meeting may appoint a proxy who attends the meeting in the name of the shareholder and is vested with the same rights as the shareholder being represented. The proxy appointment must be granted to a specific person (either a natural or a legal person). There is no restriction on the number of persons who can be appointed as proxy. Pursuant to section 8.5.3 of the articles of association of AUSTRIACARD HOLDINGS AG, the proxies must be granted in text form. Revocations of proxy appointments also require text form at least. The proxy forms and the forms for revocation of a proxy appointment must be received and kept by the Company.

In the interest of the proper preparation of the Annual General Meeting, proxy forms should be provided by **20 June 2025, 4:00 pm (Vienna time)** through one of the following communication channels and addresses:

Via fax: +43 (0) 1 8900 500 50

Via email: anmeldung.austriacard@hauptversammlung.at  
whereas the proxy is to be attached to the email in text form, e.g. in PDF format;

Via mail/courier: HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen am Wechsel  
Austria

If the shareholder has issued a proxy to a depository credit institution, a depository financial service

provider or a central securities depository that holds securities accounts with end customers (Sec 10a AktG), a confirmation of such institute in addition to the deposit certificate stating that it was granted proxy shall suffice. The confirmation may also be made by the depository credit institution, depository financial service provider, or central securities depository that holds securities accounts with end customers via SWIFT, GIBAATWGGMS (please indicate Message Type MT598 or Type MT599 and ISIN AT0000A325L0 in the text in any case).

The shareholders are hereby informed that also in case of issuance of proxies the requirements for attending the General Meeting, as described under section 3 (Requirements for Participation in the Annual General Meeting) must be met.

#### 4.1. Independent proxy

As a special service and in accordance with our corporate governance, Mr Florian Beckermann, c/o Interessenverband für Anleger, Feldmühlgasse 22, 1130 Vienna, Austria, will be available to shareholders as an independent proxy for the exercise of voting rights at the Annual General Meeting in accordance with instructions. Mr Florian Beckermann may be contacted via email (beckermann.austriacard@hauptversammlung.at). The independent proxy will be present at the Annual General Meeting and accessible during the Annual General Meeting via email address beckermann.austriacard@hauptversammlung.at. The costs of the independent proxy are fully borne by AUSTRIACARD HOLDINGS AG. All other costs, in particular own bank charges for the deposit certificate or postage costs, shall be borne by the shareholders.

In case proxy is granted to the independent proxy, the shareholder must, also, obtain a deposit certificate. Mr Florian Beckermann must be authorized in text form either on the deposit confirmation or using the respective form provided on the Company's website <https://www.austriacard.com/agm/>. The deposit certificate and the proxy must then be sent by the shareholder to Mr Florian Beckermann, IVA, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen/Wechsel, Austria, or via email to beckermann.austriacard@hauptversammlung.at. As the deposit certificate including the proxy must be received in good time before the Annual General Meeting, we kindly ask you to take into account the time required for transmission. Shareholders may issue instructions to Mr Florian Beckermann as to how he (or, if applicable, a sub-proxy authorized by Mr Beckermann) is to exercise the voting right.

Mr Florian Beckermann exercises the voting right exclusively based on the instructions issued by the shareholder. If no instructions are issued (e.g., for individual agenda items) or if instructions are unclear (e.g., simultaneously FOR and AGAINST the same proposed resolution), Mr Florian Beckermann will abstain from voting. If an individual vote is held on an agenda item, an instruction issued in this regard applies accordingly to each individual vote on this agenda item. Please note that the proxy will not accept any instruction to make requests to speak, to raise objections to resolutions of the Annual General Meeting or to ask questions or propose motions.

The proxy form, the form for revocation of the proxy appointment as well as the proxy form to grant authorization to Mr Florian Beckermann and a form to give voting instructions are available on the Company's website from 3 June 2025, at [www.austriacard.com/agm](http://www.austriacard.com/agm).

Shareholders who have issued a proxy may nevertheless exercise their rights at the Annual General Meeting. Personal attendance will be deemed to constitute revocation of any voting proxies previously issued.

## 5. **Information on shareholder rights**

### 5.1. Request for agenda items by shareholders (Sec 109 AktG)

Pursuant to Sec 109 AktG shareholders whose shares, individually or in aggregate, total at least 5% of the registered capital, individually or in aggregate, may request (to the Company in writing) that items

are added to the agenda of the Annual General Meeting and are published. “In writing” means with handwritten signature or corporate signature by the respective applicant or, if by email, with a qualified electronic signature. Each agenda item submitted must be accompanied by a respective resolution proposal (also in German language) and an explanation thereof.

Applicants must have held their shares for at least three months prior to the submission of their request. Deposit certificates evidencing share ownerships may not be older than seven days upon receipt by the Company and must confirm that the submitting shareholder has held the shares (5% of the registered capital) continuously for a period of at least three months prior to submission. In case of several shareholders holding the required share ownership of 5% of the share capital only in aggregate, deposit certificates of such shareholders must refer to the same record date. Regarding other requirements for deposit certificates, reference is also made to the remarks under section 3 (requirements for participation in the Annual General Meeting) above.

The request for additional agenda items will be accepted only if received by the Company in writing no later than on the 21<sup>st</sup> day prior to the Annual General Meeting, and thus by no later than 3 June 2025, at the address AUSTRIACARD HOLDINGS AG, Lamezanstraße 4-8, 1230 Vienna, Austria, attn. Mag. Markus Kirchmayr, or, if by email, with qualified electronic signature to [anmeldung.austriacard@hauptversammlung.at](mailto:anmeldung.austriacard@hauptversammlung.at).

#### 5.2. Proposed resolutions of shareholders (Sec 110 AktG)

Pursuant to Sec 110 AktG shareholders whose shares, individually or in aggregate, total at least 1% of the registered capital, may submit resolution proposals together with an explanation for each agenda item by written request pursuant to Sec 13 para 2 AktG and may request that such resolution proposals, together with the name of the respective shareholders, the accompanying explanation and any optional statement of the management board or supervisory board be made available on the Company’s website ([www.austriacard.com](http://www.austriacard.com)). The resolution proposal, but not its explanation, must in any case be submitted in German language. If a shareholder proposes the election of a person to the supervisory board, the respective person’s declaration pursuant to Sec 87 para 2 AktG replaces the explanation.

Deposit certificates evidencing share ownerships may not be older than seven days upon receipt by the Company. In case of several shareholders holding the required share ownership of 1% of the share capital only in aggregate, deposit certificates of such shareholders must refer to the same record date. Regarding other requirements for a deposit certificate, reference is also made to the remarks under section 3 (requirements for participation in the Annual General Meeting) above.

Resolution proposals will be taken into consideration if received by the Company in writing no later than on the 7<sup>th</sup> working day prior to the Annual General Meeting, and thus by no later than 12 June 2025, (i) at the address AUSTRIACARD HOLDINGS AG, Lamezanstraße 4-8, 1230 Vienna, Austria, attn. Mag. Markus Kirchmayr, (ii) by fax: +43 (0) 1 8900 500 50 or (iii) by email [anmeldung.austriacard@hauptversammlung.at](mailto:anmeldung.austriacard@hauptversammlung.at), as scanned attachment, e.g. in PDF format.

For elections to the supervisory board, the Company must receive the proposals from shareholders pursuant to Sec 110 para 1 AktG for election of supervisory board members together with the declarations pursuant to Sec 87 para 2 AktG for every proposed person in text form by no later than 12 June 2025 and must be made available on the Company's website ([www.austriacard.com](http://www.austriacard.com)) by no later than 16 June 2025; otherwise the respective person must not be included in the vote.

#### 5.3. Right to information (Sec 118 AktG)

Pursuant to Sec 118 AktG every shareholder will be granted, upon demand, information about all affairs of the Company in the Annual General Meeting to the extent necessary to properly assess an agenda item. A prerequisite for the exercise of the shareholders’ right to information is the proof of the right to participate in the Annual General Meeting – see section 3 (Requirements for Participation in the Annual

General Meeting) above.

The disclosure of information may be denied if a reasonable commercial assessment reveals that disclosure could cause substantial harm to the Company or an affiliated company, or if disclosure would be liable to prosecution. Disclosure may also be denied to the extent that information was continuously available on the Company's website in the form of Q&As at least seven days prior to the Annual General Meeting, and thus at least since 17 June 2025, provided this information remains accessible on the Company's website for one month after the Annual General Meeting, and thus at least until 24 July 2025.

The timeframe within which shareholders are allowed to exercise their right to information will be determined by the chairman in the course of the Annual General Meeting.

For the sake of an efficient meeting, shareholders are asked to submit any questions which require longer preparation in due time prior to the Annual General Meeting and in writing to AUSTRIACARD HOLDINGS AG, Lamezanstraße 4-8, 1230 Vienna, Austria, attn. Mag. Markus Kirchmayr, or by email to [fragen.austriacard@hauptversammlung.at](mailto:fragen.austriacard@hauptversammlung.at) so that they are received by the Company until 20 June 2025 at the latest.

#### **6. Total number of shares and voting rights at the time of the convocation of the Annual General Meeting**

At the time of convening the Annual General Meeting the Company's registered share capital amounts to EUR 36,353,868 and is split into 36,353,868 no-par-value shares, each of which participates in the share capital to the same extent. Each share carries one vote. At the time of convening the Annual General Meeting the Company holds 448,799 own shares. The Company has no rights in respect of these shares, in particular, no voting rights. There is only one class of shares.

#### **7. Data protection information**

For further information on the data being processed in connection with this Annual General Meeting, please refer to the information document published on <https://www.austriacard.com/agm>.

Vienna, this May 2025

The Management Board