

Vienna, 25 June 2025

**AUSTRIACARD HOLDINGS AG: RESOLUTIONS AND VOTING RESULTS FOR THE 15<sup>TH</sup> ORDINARY GENERAL MEETING OF AUSTRIACARD HOLDINGS AG HELD ON 24 JUNE 2025**

AUSTRIACARD HOLDINGS AG (hereinafter referred to as the "**Company**") announces the resolutions ("**Resolutions**") adopted by the 15<sup>th</sup> Ordinary General Meeting ("**the General Meeting**") held on 24 June 2025 (Vienna time 10:00 a.m.) and the voting results on each item of the General Meeting.

In the General Meeting, 20 shareholders were present or represented, representing 27,504,557 ordinary bearer shares and voting rights in total, i.e., 75,66% of the total registered share capital and voted for the items of the agenda (not taking into account fluctuations during the general meeting); the following items of the agenda were discussed and the General Meeting adopted the following decisions:

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**ELECTION OF MR. ARNOLD AS CHAIRMAN OF THE GENERAL MEETING:**

Election of Stefan Arnold as Chairman of this General Meeting.

Number of shares voting valid:	<b>27,185,779</b>
Those correspond to this portion of the registered capital:	<b>74.78%</b>
Total number of valid votes:	<b>27,185,779</b>
FOR-VOTES:	<b>27,185,779</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>318,778</b>

The General Meeting adopted the following resolution:

*"Attorney at law Mag. Stefan Arnold, MJur, partner at the law firm Buchberger Ettmayer Rechtsanwälte GmbH, is elected as chairman of this 15<sup>th</sup> Ordinary General Meeting held on 24 June 2025."*

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**AGENDA ITEM 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.

The above were presented in front of the General Meeting; no resolution is required on this agenda item.

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## **AGENDA ITEM 2:**

Resolution on the appropriation of profit.

Number of shares voting valid:	<b>27,504,267</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,267</b>
FOR-VOTES:	<b>27,504,267</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*"The profit available for distribution shown in the annual financial statements of AUSTRIACARD HOLDINGS AG as of 31 December 2024 in the amount of EUR 14,016,262 shall be appropriated in accordance with the management board's proposal as follows: Each share entitled to a dividend on the dividend record date (2 July 2025) shall receive a dividend of EUR 0.11 per share, adding up to a total of no more than EUR 3,998,925.48. The remaining amount shall be carried forward to new account. The dividend shall be paid out on 4 July 2025. The ex-dividend day is 1 July 2025."*

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## **AGENDA ITEM 3:**

Resolution on granting discharge to the members of the management board with regard to the financial year 2024.

Number of shares voting valid:	<b>319,710</b>
Those correspond to this portion of the registered capital:	<b>0.88%</b>
Total number of valid votes:	<b>319,710</b>
FOR-VOTES:	<b>319,710</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*"All members of the management board of AUSTRIACARD HOLDINGS AG incumbent in the financial year 2024 are granted discharge for their activity in the financial year 2024."*

Note: The members of the management board were not entitled to vote on this agenda item in accordance with Sec 125 AktG. Their voting rights were therefore not taken into account.

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**AGENDA ITEM 4:**

Resolution on granting discharge to the members of the supervisory board with regard to the financial year 2024.

Number of shares voting valid:	<b>27,504,266</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,266</b>
FOR-VOTES:	<b>27,504,266</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*"All members of the supervisory board of AUSTRIACARD HOLDINGS AG incumbent in the financial year 2024 are granted discharge for their activity in the financial year 2024."*

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**AGENDA ITEM 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.

Number of shares voting valid:	<b>27,504,266</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,266</b>
FOR-VOTES:	<b>27,504,266</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*„Based on the recommendation and in accordance with the preference of the audit committee, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. is appointed as auditor of the annual financial statements and the management report as well as the consolidated financial statements and consolidated management report for the financial year 2025. Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. is further appointed as auditor of the sustainability report for the financial year 2025, if such audit of the sustainability report for 2025 by an external auditor is required due to legal requirements."*

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**AGENDA ITEM 6:**

Resolution on the remuneration report for the management board and supervisory board.

Number of shares voting valid:	<b>27,504,266</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,266</b>

FOR-VOTES:	<b>27,504,266</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*"The remuneration report for the management board and the supervisory board, as published on the website registered with the companies register, is hereby approved."*

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**AGENDA ITEM 7:**

Resolution on the remuneration of the supervisory board.

Number of shares voting valid:	<b>27,504,266</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,266</b>

FOR-VOTES:	<b>27,504,266</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*„The remuneration scheme outlined below for the members of the supervisory board shall be applicable beginning from 1 July 2025, unless the general meeting resolves otherwise. The remuneration of the members of the supervisory board elected by the general meeting comprises of a fixed base remuneration as well as an attendance fee per meeting. In addition, members of committees of the supervisory board shall receive a separate remuneration reflecting the increased time commitment. Insofar as members of the supervisory board or of a committee have not belonged to the body for the entire financial year, the remuneration shall be paid on a pro rata basis (calculated on a daily basis [365]). The remuneration shall be due 15 days after the annual general meeting in the following business year; this also applies to members of the supervisory board who resign during the financial year.*

- Remuneration supervisory board

Yearly fixed base remuneration: Chairperson	EUR 50,000
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Yearly fixed base remuneration: Vice Chairperson	EUR 35,000
Yearly fixed base remuneration: Member	EUR 25,000
- Remuneration supervisory board committees	
Yearly fixed base remuneration: Chairperson of the audit committee	EUR 20,000
Yearly fixed base remuneration: Chairperson of a committee	EUR 15,000
Yearly fixed base remuneration: Member of a committee	EUR 10,000
- Attendance fee per meeting day:	EUR 1,000"

#### **AGENDA ITEM 8:**

Resolution on the remuneration policy for the management board and supervisory board.

Number of shares voting valid:	<b>27,504,264</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,264</b>

FOR-VOTES:	<b>27,504,264</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*„The remuneration policy for the management board and the supervisory board of AUSTRIACARD HOLDINGS AG is hereby approved.“*

#### **AGENDA ITEM 9:**

Resolution to authorize the management board:

- a. to acquire the Company's own shares pursuant to Sec 65 para 1 no 4 and 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 repurchase (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.

Number of shares voting valid:	<b>27,504,264</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,264</b>

FOR-VOTES:	<b>27,504,264</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*„a. The authorizations granted by resolution of the annual general meeting on 30 June 2023 under agenda item 7 are revoked to the extent not yet used.*

*b. The management board shall be authorized for a period of 30 months from the date of today's resolution in accordance with Sec 65 para 1 no 4 and 8 and para 1a and 1b AktG to acquire own shares of the Company.*

*The consideration to be paid per share when acquiring shares must not be lower than EUR 1.00 (i.e., the calculated proportion of the share capital per share) and must not be more than 20% above the volume-weighted average price of the last 20 trading days preceding the respective purchase. The management board is authorized to determine the terms of reacquisition. Trading in own shares is excluded as a purpose for purchase.*

*The management board may exercise this authorization within the statutory limits on the maximum number of own shares either once or on several occasions up to 10% of the share capital, provided that the percentage amount of the share capital of the Company relating to shares held by the Company on account of this authorization or otherwise does not exceed 10% of the share capital at any time. Repeated exercise of this authorization is permissible. Also, it may be exercised for one or several purposes by the Company, by a subsidiary (Sec 189a no 7 Austrian Commercial Code) or by third parties acting on behalf of the Company.*

*The acquisition may take place at the discretion of the management board, with the consent of the supervisory board, via the stock exchange or a public offer or in any other legally permissible, appropriate manner, in particular, also under exclusion of the shareholders' pro-rata rights of repurchase (reverse exclusion of subscription rights).*

*c. The management board is also authorized to dispose of the acquired own shares without an additional resolution by the general meeting via the stock exchange or a public offer and to determine the terms of disposal.*

*d. Further, the management board is authorized for the period of five years from the date of today's resolution in accordance with Sec 65 para 1b AktG, to adopt a resolution, subject to the consent of the supervisory board, on the disposal of own shares using a different legally permitted method of disposal than via the stock exchange or a public offer and on an exclusion of pre-emption rights (subscription rights) of shareholders, and to determine the terms and conditions of the disposal of own shares. This authorization includes, in particular, but is not limited to, the transfer of own shares by using a different legally permitted method of disposal than via the stock exchange or a public offer for the following purposes: (i) transferring shares to employees, senior*

executives as well as members of the management board of the Company or its subsidiaries (Sec 189a no 7 Austrian Commercial Code) for remuneration purposes, and (ii) use as consideration in connection with the (also indirect) acquisition of businesses, parts of businesses or participations in one or more companies both nationally and internationally.

e. In addition, the management board is authorized to cancel the own shares acquired in whole or in part without an additional resolution by the general meeting with the consent of the supervisory board. The cancelation causes a capital reduction by the portion of the share capital that is attributable to the canceled shares.

f. These authorizations (items b.-e.) may be used once or on several occasions, in whole or in part, individually or jointly."

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## **AGENDA ITEM 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.

Number of shares voting valid:	<b>27,504,244</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,244</b>

FOR-VOTES:	<b>27,504,244</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*„a. The authorizations granted by resolution of the extraordinary general meeting on 30 November 2022 under agenda item 1 and modified by resolution of the annual general meeting on 30 June 2023 under agenda item 8 in accordance with item 4.9 of the articles of association are hereby revoked.*

*b. The management board shall be authorized to increase the share capital with the approval of the supervisory board within five years after registration of the amendment of the articles of association – also in several tranches – by an amount of up to EUR 9.088.467 by issuing up to 9.088.467 no-par-value bearer shares with voting rights against contributions in cash and/or in kind, whereby the issue price and the issue conditions shall be determined by the management board with the approval of the supervisory board.*

*c. The management board shall be authorized to offer the new shares by way of an indirect subscription right pursuant to Sec 153 para 6 AktG, subject to exclusion of subscription rights.*

*d. Furthermore, the management board shall be authorized to fully or partly exclude the subscription rights of the shareholders (exclusion of the subscription rights) with approval of the supervisory board (i) if the capital increase is effected against cash contribution and the total proportion of the Company's share capital represented by the shares issued against cash contribution under exclusion of the subscription right does not exceed 10% of the Company's share capital at the time the authorization is granted, (ii) if the capital increase is effected against contribution in kind (in particular for the purpose of acquiring companies, businesses, parts of businesses or shares in one or more companies), (iii) for issue to employees, senior executives and members of the management board of the Company or an affiliated company as part of an employee participation program or a share option program, or (iv) for the settlement of fractional amounts.*

*e. The supervisory board shall be authorized to adopt amendments to the articles of association arising from any utilization of authorized capital.*

*f. Item 4.9 of the articles of association is amended so that it henceforth reads as follows:*

*'The Management Board shall be authorized to increase the share capital with the approval of the Supervisory Board within five years after registration of the amendment of the Articles of Association – also in several tranches – by an amount of up to EUR 9,088,467 (Euro nine million eighty-eight thousand four-hundred sixty seven) by issuing up to 9,088,467 (nine million eighty-eight thousand four-hundred sixty seven) no-par-value bearer shares with voting rights against contributions in cash and/or in kind, whereby the issue price and the issue conditions shall be determined by the Management Board with the approval of the Supervisory Board.*

*The Management Board is authorized to offer the new shares by way of an indirect subscription right pursuant to sec 153 para 6 Austrian Stock Corporation Act, subject to exclusion of subscription rights.*

*Furthermore, the Management Board is authorized to fully or partly exclude the subscription rights of the shareholders (exclusion of the subscription right) with approval of the Supervisory Board (i) if the capital increase is effected against cash contribution and the total proportion of the Company's share capital represented by the shares issued against cash contribution under exclusion of the subscription right does not exceed 10% (ten percent) of the Company's share capital at the time the authorization is granted, (ii) if the capital increase is effected against contribution in kind (in particular for the purpose of acquiring companies, businesses, parts of businesses or shares in one or more companies), (iii) for issue to employees, senior executives and members of the Management Board of the Company or an affiliated company as part of an employee participation program or a share option program, or (iv) for the settlement of fractional amounts.*

*The Supervisory Board is authorized to adopt amendments to the Articles of Association arising from any utilization of authorized capital.'*"

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**AGENDA ITEM 11a:**



Elections to the supervisory board: Resolution upon the reduction of the number of the supervisory board members elected by the general meeting, so that it consists of four members in future.

Number of shares voting valid:	<b>27,504,244</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,244</b>
FOR-VOTES:	<b>27,504,244</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*„The number of the members of the Supervisory Board elected by the general meeting shall be reduced and will henceforth consist of four members.“*

#### **AGENDA ITEM 11b:**

Elections to the supervisory board: Election of Mr. Nikolaos Lykos until the discharge for the financial year 2026.

Number of shares voting valid:	<b>27,504,244</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,244</b>
FOR-VOTES:	<b>27,504,244</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*„Mr. Nikolaos Lykos, born on 1 January 1957, is elected as a member of the Supervisory Board of AUSTRIACARD HOLDINGS AG until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2026 financial year.“*

#### **AGENDA ITEM 11c:**

Elections to the supervisory board: Election of Mr. Stefano Brusoni until the discharge for the financial year 2026.

Number of shares voting valid:	<b>27,504,244</b>
Those correspond to this portion of the registered capital:	<b>75.66%</b>
Total number of valid votes:	<b>27,504,244</b>

FOR-VOTES:	<b>27,504,244</b>
AGAINST-VOTES	<b>0</b>
ABSTENTIONS	<b>0</b>

The General Meeting adopted the following resolution:

*„Mr. Stefano Brusoni, born on 24 June 1970, is elected as a member of the Supervisory Board of AUSTRIACARD HOLDINGS AG until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2026 financial year.“*

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## **ABOUT AUSTRIACARD HOLDINGS AG**

AUSTRIACARD HOLDINGS AG leverages over 130 years of experience in information management, printing, and communications to deliver secure and transparent experiences for its customers. They offer a comprehensive suite of products and services, including payment solutions, identification solutions, smart cards, card personalization, digitization solutions, and secure data management. ACAG employs a global workforce of 2,400 people and is publicly traded on both the Athens and Vienna Stock Exchanges under the symbol ACAG.

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