

AUSTRIACARD HOLDINGS AG

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

(the „Company“ or „AUSTRIACARD“)

**CONVOCATION**

to the

**13<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 Friday, 30 June 2023, at 10:00 a.m. (Vienna Time),

at the corporate seat of the Company, Lamezanstraße 4-8, 1230 Vienna, Austria, as a virtual annual general meeting,

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 proposal for a resolution on the appropriation of profit and the report of the supervisory board for the financial year 2022.
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 2022.
4. Resolution on granting discharge to the members of the supervisory board with regard to the financial year 2022.
5. Resolution on the remuneration of the members of the supervisory board.
6. Appointment of the auditor and the group auditor for audit of the annual financial statements and the consolidated financial statements for the financial year 2023.
7. 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 Austrian Stock Corporation Act (AktG) via the stock exchange, a public offer or over-the-counter in the extent of up to 10% of the Company's 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 disposal of 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.

8. Resolution on:

- a. the conversion of the shares in the Company from par-value shares to no-par-value shares;
- b. the increase of the share capital of the Company from currently EUR 18,176,934 by EUR 18,176,934 to EUR 36,353,868 from company funds by converting a partial amount of EUR 18,176,934 from the appropriated additional paid-in capital into share capital (nominal capital increase) and issuing additional shares in the ratio of 1:1; and
- c. the corresponding amendment of the articles of association of the Company in sections 4.1, 4.2, 4.9 and 8.5.1.

9. Amendment of the Company's articles of association in sections 3, 4.4, 7.5.3 and 8.3.6.

**2. Virtual General Meeting**

For purposes of protection of the shareholders and other participants, the management board has decided to make use of the existing legal framework governing virtual general meetings. Therefore, the annual general meeting of AUSTRIACARD on 30 June 2023 will be held as a virtual general meeting (“**Virtual General Meeting**”) pursuant to the regulations of the Austrian Corporate Law COVID-19 Act (COVID-19-GesG) and the Austrian Corporate Law COVID-19 Regulation (COVID-19-GesV), taking into account the interests of both the Company and the participants of the general meeting.

Therefore, shareholders and their representatives (with the exception of the special voting rights representatives pursuant to Sec 3 para 4 COVID-19-GesV) are not allowed to physically attend the Virtual General Meeting of AUSTRIACARD. The Virtual General Meeting shall take place exclusively in the physical presence of the chairman of the general meeting, the chairman of the supervisory board, the members of the management board, the notary public and the four special voting rights representatives proposed by the Company.

The holding of the annual general meeting as a virtual general meeting in accordance with the COVID-19-GesV leads to certain modifications compared to general meetings held in presence of the shareholders as outlined in this convocation and in the documents referred to herein.

The submission of resolution proposals, exercising voting rights and raising objections shall exclusively be exercised via one of the special voting rights representatives proposed by the Company in accordance with Sec 3 para 4 COVID-19-GesV. However, the right to receive information can also be exercised in the Virtual General Meeting (to the extent necessary for the proper assessment of an item on the agenda) by shareholders by means of electronic communication, i.e. by submitting questions via email to [fragen.austriacard@hauptversammlung.at](mailto:fragen.austriacard@hauptversammlung.at), provided they have duly registered for the Virtual General Meeting pursuant to item 4 and have authorized a special voting rights representative.

All shareholders of the Company may participate in the Virtual General Meeting by using suitable technical equipment (e.g. computer, laptop, tablet, or smartphone; and an internet connection with sufficient bandwidth for video streaming). The link to the broadcast of the Virtual General Meeting is <https://www.austriacard.com/agm>. Further information on the organizational and technical requirements for participating in the Virtual General Meeting is available under this link.

### **3. Provision of Information**

The following documents will be made available on the company's registered website ([www.austriacard.com](http://www.austriacard.com)) no later than 9 June 2023 pursuant to Sec 108 para 3 and 4 AktG:

- Annual financial statements and management report for the financial year 2022;
- Consolidated financial statements and consolidated management report for the financial year 2022;
- Report of the supervisory board for the financial year 2022;
- The management board's proposal for the resolution on the appropriation of profit;
- Proposals for resolutions on the agenda items 2 to 9;
- Transparency information pursuant to Sec 270a Austrian Companies Code (UGB) in connection with agenda item 6;
- Report of the management board pursuant to Sec 65 para 1b, Sec 170 para 2 and Sec 153 para 4 AktG in connection with agenda item 7;
- Report of the management board pursuant to Sec 2 para 5 Austrian Capital Correction Act (KapBG) in connection with agenda item 8;
- Report of the supervisory board in connection with agenda item 8;
- Audit report of the auditor pursuant to Sec 2 para 5 KapBG in connection with agenda item 8;
- Articles of association of the Company in the proposed amended version together with a comparison to the current version in connection with agenda items 8 and 9;
- Proxy forms for granting and revoking proxy pursuant to Sec 114 AktG together with an instruction form for the special voting rights representatives nominated by the Company;
- Information on the organizational and technical requirements for participating in the Virtual General Meeting;
- Information regarding the processing of data in connection with the Virtual General Meeting; and
- this convocation to the general meeting.

### **4. Requirements for Participation in the Virtual General Meeting**

#### **4.1. Record Date**

The right to participate in the Virtual General Meeting and to exercise voting rights and further shareholder rights which may be exercised in the course of the Virtual General Meeting depends on the share ownership at the end of the tenth day prior to the day of the Virtual General Meeting, and thus on **20 June 2023, 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 exercise their shareholder rights in the Virtual General Meeting in accordance

with the COVID-19-GesG and the COVID-19-GesV. 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 Virtual General Meeting, and thus no later than on **27 June 2023** (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 special voting rights representative and the exercise of the right to information by shareholders can be validly effected only if a deposit receipt is received by the Company in due time.

#### 4.2. 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 details (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.

4.3. Appointment of a special proxy and the procedure to be followed

Every shareholder who has the right to participate in the Virtual General Meeting in accordance with the COVID-19-GesG and the COVID-19-GesV may appoint a special voting rights representative.

Pursuant to Sec 3 para 4 COVID-19-Ges, the submission of resolution proposals, the casting of votes and the raising of objections in the Virtual General Meeting of AUSTRIACARD can only be conducted by a special voting rights representative.

The following qualified persons who are independent from the Company are proposed as special voting rights representatives:

1. Dipl.-Volksw., Dipl.-Jur. Florian Beckermann, LL.M.  
c/o Interessenverband für Anleger  
Email: beckermann.austriacard@hauptversammlungung.at
2. Dr. Christoph Diregger  
Attorney-at-law  
c/o DSC Doralt Seist Csoklich Rechtsanwälte GmbH  
  
Email: diregger.austriacard@hauptversammlungung.at
3. Dr. Sascha Schulz  
Attorney-at-law  
c/o Schönherr Rechtsanwälte GmbH  
Email: schulz.austriacard@hauptversammlungung.at
4. Mag. Gernot Wilfling  
Attorney-at-law  
c/o Müller Partner Rechtsanwälte GmbH  
Email: wilfling.austriacard@hauptversammlungung.at

Each shareholder may choose one of the four above-mentioned persons as his or her special voting rights representative and grant this person power of attorney. The granting of a power of attorney to another person is not permissible within the meaning of the COVID-19-GesV and such other person will not be granted access to the Virtual General Meeting.

A separate proxy form will be made available on the Company's website at <https://www.austriacard.com/agm>. Please read the proxy form carefully and also consider the organizational and technical requirements for participation in the Virtual General Meeting pursuant to Sec 2 para 4 COVID-19-GesV which are published on the same website.

In the interest of the proper preparation of the Virtual General Meeting, the proxy forms should be submitted to the email address of your special voting rights representative (as indicated above) by **27 June 2023, 16:00 hrs Vienna time.**

**5. Information on Shareholder Rights**

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

Pursuant to Sec 109 AktG shareholders whose shares 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 Virtual 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 item 4 (Requirements for Participation in the Virtual 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 Virtual General Meeting, and thus by no later than **9 June 2023**, at the address AUSTRIACARD HOLDINGS AG, Lamezanstraße 4-8, 1230 Vienna, attn. Mag. Markus Kirchmayr, or, if by email, with qualified electronic signature to 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 item 4 (Requirements for Participation in the Virtual 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 Virtual General Meeting, and thus by no later than **21 June 2023**, (i) at the address AUSTRIACARD HOLDINGS AG, Lamezanstraße 4-8, 1230 Vienna, attn. Mag. Markus Kirchmayr, (ii) by fax: +43 (0) 1 8900 500 50 or (iii) by email anmeldung.austriacard@hauptversammlung.at, as scanned attachment, e.g. in PDF format.

#### 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 Virtual 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 and the granting of a corresponding power of attorney to the special voting rights representative according to item 4 (Requirements for Participation in the Virtual 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 Virtual General Meeting, and thus at least since the beginning of 23 June 2023, provided this information remains

accessible on the Company's website for one month after the Virtual General Meeting, and thus at least until 30 July 2023.

It is expressly pointed out that the right to information can be exercised by the shareholders themselves during this Virtual General Meeting by means of electronic mail by sending an email to the address [fragen.austriacard@hauptversammlung.at](mailto:fragen.austriacard@hauptversammlung.at). Please send the email from the same email address that you indicated on the proxy form.

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

Please use the question form, which is available at <https://www.austriacard.com/agm>. If this question form is not used, the person (name/company, date of birth/commercial register number of the shareholder) must be named in the respective email. In addition, the deposit number specified in the proxy form should also be provided in order to enable the Company, in case of doubt, to verify the identity of and consistency with the deposit certificate. Questions received by the Company will be read out and answered at the Virtual General Meeting in accordance with Sec 118 AktG.

For the sake of an efficient meeting, shareholders are asked to submit any questions which require longer preparation in due time prior to the Virtual General Meeting and in writing to AUSTRIACARD HOLDINGS AG, Lamezanstraße 4-8, 1230 Vienna, 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 **26 June 2023** at the latest.

5.4. Information about the right of shareholders to vote, submit applications and raise objections at the Virtual General Meeting

In the Virtual General Meeting, every shareholder has the right to file applications regarding each agenda item, issue voting instructions (to his special voting rights representative) or make objections to be protocolled in accordance with the provisions of the COVID-19-GesG and COVID-19-GesV through his special voting rights representative and subject to the presentation of proof required for attendance of the Virtual General Meeting hereby convened.

Please refer to the additional information published on the Company's website for further guidance on the modalities for exercising shareholder rights pursuant to Sec 119 AktG, in particular with respect to the Virtual General Meeting.

**6. Total Number of Shares and Voting Rights at the Time of the Convocation of the Virtual General Meeting**

At the time of convening the Virtual General Meeting the Company's registered share capital amounts to EUR 18,176,934 and is split into 18,176,934 par-value shares, each with a par-value of EUR 1. Each share carries one vote. At the time of convening the Virtual General Meeting the Company does not hold own shares. There is only one class of shares.

**7. No Physical Attendance**

Once again, we would like to expressly point out that at the upcoming Virtual General Meeting, which is held as a virtual general meeting pursuant to the provisions of the COVID-19-GesV, neither shareholders nor guests will be admitted to attend in person.

**8. Data Protection Information**

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

Vienna, this June 2023

The Management Board