



# PIERER MOBILITY AG

**PIERER Mobility AG**  
**FN 78112 x**  
**with its corporate seat in Wels**  
**ISIN: AT0000KTMI02**

**Additional information on the rights of shareholders  
pursuant to §§ 109, 110, 118 und 119 Austrian Stock Corporation Act (AktG)**

## **Additions to the agenda pursuant to § 109 Austrian Stock Corporation Act (AktG)**

### **Legal text § 109 AktG:**

- “(1) Shareholders who collectively hold five percent of the share capital may request in writing that items be put on the agenda of the next Annual General Meeting and be circulated. Any agenda item must be accompanied by a proposal for a resolution and an explanatory statement. The articles of association may lay down less stringent form requirements or permit a lower interest in the share capital. The applicants must have held their shares for at least three months prior to their request.*
- (2) A request pursuant to paragraph 1 will be considered if it is received by the Company no later than on the 21<sup>st</sup> day prior to an ordinary Annual General Meeting (§ 104) or no later than on the 19<sup>th</sup> day prior to the Annual General Meeting. If the Company does not receive such a request in good time to allow the inclusion of items into the original agenda, it is sufficient if the amended agenda is notified in the same manner as the original agenda no later than on the 14<sup>th</sup> day prior to the Annual General Meeting. However, a listed company has to issue the notice pursuant to § 107 para. 3 no later than on the second business day after expiry of the deadline referred to in the first sentence, and it has to publish the supplemented agenda along with a statement of reasons from that day onwards on its website as registered in the Companies Register. In all other respects, Section 108 para. 3 through para. 5 applies mutatis mutandis.”*

### **Explanatory note:**

To exercise the minority right, shareholders must hold more than 5% of the share capital. The shareholders submitting the request must have been held these shares for at least three months prior to making this request. To prove a shareholder's capacity over a three-month period prior to the request, they may provide a safe custody receipt pursuant to § 10a Austrian Stock Corporation Act (AktG), which refers to the relevant period (cf. the second alternative in § 10a para. 2 no. 5 Austrian Stock Corporation Act: "time to which the safe custody receipt refers").

Any such request to add another item to the agenda must be accompanied by a proposed resolution along with a statement of reasons.

Such a shareholder request shall only be considered if it is received by the company in writing no later than on the 21<sup>st</sup> day prior to the Annual General Meeting, i.e. no later than on

March 29, 2024. The request must be submitted to the company in written form, i.e. by enclosing a signature in a legally binding manner. Requests must be sent to the company by post to the address PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Oberösterreich, Attn: Investor Relations.

**Proposed resolutions on the agenda pursuant to § 110 Austrian Stock Corporation Act (§ 110 AktG):**

**Legal text § 110 AktG:**

- “(1) *Shareholders of a listed company who together hold one percent of the share capital may send the Company proposals for resolutions in text form in respect of each item on the agenda and request that such proposals, including the names of the requesting shareholders, the reasons for the request, and a statement, if any, by the Management Board or the Supervisory Board be made available on the Company's website as registered in the Companies Register. The articles of association may permit a lower stake in the share capital. A request will be considered if it is received by the Company no later than on the seventh business day prior to the Annual General Meeting. The Company is required to meet that request no later than on the second business day after receipt, unless in cases in referred to in paragraph 4. § 108 para. 4 last sentence applies mutatis mutandis*
- (2) *If a request concerns a proposal for the election of a member of the supervisory board, the reasoning is replaced by a statement issued by the proposed individual pursuant to § 87 para. 2. In companies to which § 86 para. 7 applies, the Company also has to indicate how many seats on the supervisory board must be held by women and men in order to meet the minimum quota required pursuant to § 86 para. 7 and if objections pursuant to § 86 para. 9 have been raised.*
- (3) *The Company must open at least one form of electronic communication for the submission of proposals for resolutions, which must not be subject to formal requirements other than those necessary and appropriate for the identification of the shareholders concerned and the content of their proposals. Unless the articles of association provide for any other such form of communication, proposals for resolutions may be submitted by fax*
- (4) *A proposal for a resolution need not be published on the Company's website if*
1. *it does not contain a statement of reasons or the declaration pursuant to § 87 para. 2,*
  2. *it would lead to a resolution of the Annual General Meeting that is incompatible with the law or the terms of the articles of association,*
  3. *a proposal based on the same circumstances has already been published pursuant to paragraph 1,*
  4. *it objectively qualifies as libel (§ 111 Austrian Criminal Code) or insult (§ 115 Austrian Criminal Code) or if its publication by the Management Board would constitute a criminal offense, or*
  5. *the shareholders declare that they will not participate in and will not be represented at the Annual General Meeting. The statement of reasons need not be published if it comprises more than 5,000 characters and if it gives rise to an offense described in paragraph 4. If several shareholders submit proposals for resolutions on the same agenda item, the Management Board may combine their proposals and statements of reason.*
- (5) *The articles of association of a non-listed company may provide that proposals for resolutions by the shareholders be published prior to the Annual General Meeting. Unless provided otherwise, paragraphs 1 through 4 apply mutatis mutandis.*

- (6) *The Company is not liable for any damage arising merely from the fact of publishing proposals for resolutions made by shareholders”*

**Explanatory note:**

Shareholders who hold at least 1 % of the share capital, can – because of this minority right – submit proposals for resolution in respect of every item on the agenda and request that these proposals be published on the company’s website. It must be clearly expressed that the intention of the shareholders is to inform not only the company, but also their fellow shareholders in advance of an intended motion and its reasons via the company's website.

In case of bearer shares deposited with a custodian, the presentation of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG) shall suffice as proof of the shareholder status for exercising this shareholder right; such receipt shall not be older than seven days at the time of its presentation to the company.

The proposed resolution must relate to a specific agenda item. It must be substantiated and must not lead to a resolution of the general meeting that is contrary to the law or the articles of association. The proposed resolution must also not be published on the website if it contains an insult (§ 115 Austrian Criminal Code) or similar.

The proposal must be received by the Company no later than on the seventh working day prior to the Annual General Meeting, i.e. no later than April 10, 2024. Text form within the meaning of § 13 para. 2 of the Austrian Stock Corporation Act (AktG) shall be sufficient for the transmission to the Company ("declarations must be made in a document or in another manner suitable for permanent reproduction in written characters, the person making the declaration must be named and the conclusion of the declaration must be made recognizable by the reproduction of the name signature or otherwise"). Proposals must be sent to the Company either by fax to +43 (0) 1/8900-500-76, by mail to PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Upper Austria, attn: Investor Relations, or by e-mail to [anmeldung.pierermobility@hauptversammlung.at](mailto:anmeldung.pierermobility@hauptversammlung.at) whereby the request must be attached to the e-mail in text form, for example as a PDF.

**Right to information pursuant to § 118 Austrian Stock Corporation Act (§ 118 AktG):**

**Legal text § 118 AktG:**

- “(1) *Every shareholder must receive information about the Company's affairs at the Annual General Meeting upon his or her request, if such information is necessary to properly evaluate an item on the agenda. That right to information includes also the legal and business relations of the Company with an affiliated company. Whenever the consolidated accounts and the consolidated management report are presented at the Annual General Meeting of a parent company (§ 189a no. 6 Austrian Company Code), that right to information also concerns the affairs and conditions of the group and of the consolidated entities.*
- (2) *Information shall be provided pursuant to the principles of conscientious and accurate reporting.*

- (3) *Information may be withheld if 1. according to reasonable commercial judgment, it is of a nature that may cause substantial harm to the company or an affiliated company, or 2. providing it would constitute a criminal offense.*
- (4) *Information may also be withheld if it was available on the Company's website as registered in the Companies Register for at least seven consecutive days prior to the commencement of the Annual General Meeting in the form of questions and answers; § 108 para. 4 last sentence applies mutatis mutandis. The reason why such information is withheld must be given.*

**Explanatory note:**

A right to information exists only insofar as such information is necessary for the factual assessment of an item on the agenda. The duty to provide information also extends to the company's legal and business relationships with an affiliated company. If the consolidated financial statements and the group management report are presented at the general meeting of a parent company, the duty to provide information also extends to the situation of the group and the companies included in the consolidated financial statements.

The information shall correspond to the principles of diligent and faithful accounting.

Information need not be provided if

1. according to reasonable commercial judgment, it is of a nature that may cause substantial harm to the company or an affiliated company, or
2. providing it would be a criminal offense.

Furthermore, the shareholders' right to information requires the right to participate in the shareholders' meeting. All shareholders have this right, with the exception of those whose membership rights are suspended (§§ 51 para. 3, 65 para. Austrian Stock Corporation Act).

**Rights to propose motions pursuant to § 119 Austrian Stock Corporation Act (§ 119 AktG)**

**Legal text § 119 AktG:**

- “(1) Shareholder, the Management Board and the Supervisory Board have the right to introduce motions on any items on the agenda of the Annual General Meeting. Resolutions on subjects of deliberation at the meeting that have not been communicated in due course as agenda items are not allowed. A decision on a motion introduced during the meeting to convene a general meeting and deliberations that do not lead to the adoption of a resolution do not require prior communication.*
- (2) *Unless stated otherwise in the articles of association, a vote on a proposed resolution communicated pursuant to § 110 para. 1 is to be taken only if the proposed resolution is repeated as a motion during the meeting.*
- (3) *If several motions have been introduced on one agenda item, a vote is first to be taken on motions in respect of votes were already cast before the beginning of the Annual General Meeting by way of remote voting or by letter. In the absence of a specific rule in the articles of association, the chairperson shall decide on the order of voting.*“

**Explanatory note:**

Every shareholder is entitled to submit motions at the Annual General Meeting on any item on the agenda.

The prerequisite for this is proof of the right to participate in accordance the convening notice. The right to submit motions is not only available to the shareholder himself, but also to his legal or authorized representative attending the Annual General Meeting.

A shareholder proposal for the election of a supervisory board member requires the timely submission of a resolution proposal pursuant to § 110 Austrian Stock Corporation Act (AktG).

**Shareholder data protection information**

PIERER Mobility AG processes personal data of shareholders or their proxies and other persons participating in the general meeting (the "participants"), in particular name, address, date of birth, number of securities account, number of shares, class of shares, if applicable, number of voting card, on the basis of the applicable data protection laws and the Austrian Stock Corporation Act (AktG), in order to enable them to exercise their rights in the context of the general meeting.

PIERER Mobility AG receives this data, among other things, from the depository bank forms or from the participants themselves on the occasion of registration for the general meeting, order of tickets and/or granting of proxies. Participants are generally obliged to provide PIERER Mobility AG with the required information. The processing of personal data of participants is necessary for the participation in the general meeting as well as for its proper preparation, execution and follow-up. PIERER Mobility AG is the responsible entity for the processing. The legal basis for the processing is compliance with legal obligations pursuant to Article 6 para. 1 lit. c) of the General Data Protection Regulation or the protection of legitimate interests of the company or a third party within the meaning of Article 6 para. 1 lit. f) of the General Data Protection Regulation. The service providers and processors of PIERER Mobility AG, which are commissioned for the purpose of organizing the general meeting, shall receive from PIERER Mobility AG only such personal data as are necessary for the performance of the commissioned service and shall process the data exclusively in accordance with the instructions of PIERER Mobility AG. In fulfilment of the legal obligation, PIERER Mobility AG also transmits personal data of shareholders and their proxies to public authorities, the Company Register, etc.

The data of the participants will be deleted after the end of the respective applicable statutory periods. In addition to statutory retention and documentation periods, the statutory limitation periods, in particular under the Austrian General Civil Code (ABGB), which in certain cases can be up to 30 years, must be taken into account in the storage period.

Each participant has a right of access, rectification, restriction, objection and deletion at any time regarding the processing of personal data concerning him or her, as well as a right to data transfer in accordance with chapter III of the General Data Protection Regulation. Participants may assert these rights free of charge against PIERER Mobility AG using the following contact details: PIERER Mobility AG, Edisonstraße 1, 4600 Wels, E-Mail: [privacy@pierermobility.com](mailto:privacy@pierermobility.com). In addition, participants have a right of appeal to the data protection supervisory authority pursuant to article 77 of the General Data Protection

Regulation. Further information on data protection can be found on the website of PIERER Mobility AG [www.pierermobility.com](http://www.pierermobility.com).

Wels, March 2024

The Executive Board

***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.