

ANNOUNCEMENT OF INSIDE INFORMATION

COMMENCEMENT OF CROSS-BORDER MERGER PROCEDURE BY ABSORPTION OF THE COMPANY “INFORM P. LYKOS HOLDINGS S.A.” BY THE PARENT COMPANY “AUSTRIACARD HOLDINGS AG”

On Friday 21 October 2022, the Board of Directors of the Greek holding company, listed on the Athens Exchange, INFORM P. LYKOS HOLDINGS S.A. (hereinafter referred to as “**INFORM HOLDINGS**” or the “**Absorbed Entity**”) and the Supervisory Board of the Austrian, non-listed parent holding company AUSTRIACARD HOLDINGS AG (hereinafter referred to as “**AUSTRIACARD HOLDINGS**” or the “**Surviving Entity**” and jointly referred to as the “**Merging Entities**”), have decided to commence a cross-border merger procedure by absorption of INFORM HOLDINGS by AUSTRIACARD HOLDINGS (hereinafter the “**Cross-border Merger**”), pursuant to the Austrian law on cross-border mergers of limited liability companies in the European Union (*EU-Verschmelzungsgesetz*) (the “**Austrian Cross-border Merger Law**”), the Greek law 3777/2009 on cross-border mergers of limited liability companies and, additionally, in accordance with articles 7-21 and 30-34 of Greek Law 4601/2019 on corporate transformations. From a Greek tax law perspective, the Cross-border Merger will be effected pursuant to the provisions of article 54 of Greek law 4172/2013, article 61 of Greek law 4438/2016 and articles 1 to 6 of Greek law 2578/1998, as in force.

In particular, on Friday 21 October 2022, the Board of Directors of the Absorbed Entity and the Supervisory Board of the Surviving Entity approved, among others, the following:

- 1) to commence the Cross-border Merger procedure by way of absorption of the Absorbed Entity by the Surviving Entity, pursuant to the above provisions;
- 2) to commence the preparation of the Common Cross-border Merger Draft Terms and the relevant reports of the competent corporate bodies of the Surviving Entity and the Absorbed Entity on the Cross-border Merger;
- 3) to set 30 September 2022 as the as the date of the transformation balance sheet;
- 4) to determine the proposed exchange ratio of the shares in INFORM HOLDINGS and AUSTRIACARD HOLDINGS at 4,57104863077406 to 1. In particular, it is proposed that the shareholders of INFORM HOLDINGS exchange 4,57104863077406 shares in INFORM HOLDINGS with one (1) share in AUSTRIACARD HOLDINGS, subject to receipt of the reports by the recognised independent experts, to be appointed as per item 5 below, attesting that the exchange ratio is fair and reasonable and the approval of such exchange ratio by the General Meetings of Merging Entities, taking into account the following:
 - (a) the estimated values of the Merging Entities, as derived from their recent business plans;
 - (b) the number of shares of the Merging Entities.

5) the Merging Entities to proceed to the following actions:

(a) to submit an application to the competent Commercial Court in Vienna for the appointment of a common independent expert (“merger auditor”) whereby the following three auditing firms will be proposed: (i) Deloitte Audit Wirtschaftsprüfungs GmbH, (ii) Mazars Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft and (iii) BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, to examine the Common Cross-border Merger Draft Terms and prepare the Common Expert Report, in accordance with the Austrian Cross-border Merger Law and article 6 of Greek Law 3777/2009;

(b) to appoint the auditing company PriceWaterhouseCoopers Advisory Services GmbH, as common additional independent expert, which will issue an opinion that exchange ratio is fair and reasonable (“fairness opinion”); and

6) to authorize the competent persons of the Merging Entities to carry out all the relevant actions and notifications required by law for the implementation of the above decisions.

The Cross-border Merger will be effected on the basis of the interim financial statements as of 30 September 2022.

As a result of the Cross-border Merger, the shareholders of the Absorbed Entity will exchange their shares for shares in the Surviving Entity, in accordance with the exchange ratio to be approved by the General Meetings of the Merging Entities. Prior to the Cross-border Merger and subject to the completion of the Cross-border Merger, the shares in the Surviving Entity will be listed on the Athens Exchange and the Vienna Stock Exchange in accordance with the relevant resolution of the Surviving Entity’s Supervisory Board dated 21 October 2022.

The completion of the Cross-border Merger is subject to the approval of the General Meetings of the Merging Entities and the completion of all legal formalities and approvals by the competent authorities. The Cross-border Merger procedure is expected to be completed by the end of March 2023.

The Cross-border Merger and the dual listing of AUSTRIACARD HOLDINGS on Athens Exchange and Vienna Stock Exchange are expected to have multiple benefits for the Merging Entities. More specifically, it is expected to further strengthen the growth prospects of the Information Management sector, in which INFORM HOLDINGS is currently active - by consolidated key figures, turnover €75,0 mil., EBITDA €6,8 mil. and earnings after taxes €0,5 mil. - granting it further access to international financing, as well as opportunities to promote the solutions that it has already developed in wider geographic areas in which AUSTRIACARD HOLDINGS is already active. Furthermore, AUSTRIACARD HOLDINGS, as a rapidly and dynamically growing organization with international presence – by consolidated key figures in 2021, turnover €178,0 mil., EBITDA €26,8 mil. and earnings after taxes €10,0 mil. – is expected to ensure easier access to international financial markets and international investors, taking into consideration the increased transparency and visibility required by its presence on two European stock exchanges. Against this backdrop, it is expected that the achievements of the Merging Entities as well as their growth and investment prospects at an international level will be consolidated, providing the Group with enhanced growth prospects compared to the prospects of each of the Merging Companies on a standalone basis.

This announcement is published by the Absorbed Entity in accordance with the Market Abuse Regulation (EU) 596/2014 and the Athens Exchange Rulebook. It contains information that falls within the meaning of inside information for the purposes of articles 7 et seq. of Regulation (EU) 596/2014. For the purposes of Regulation (EU) 596/2014 and article 2 of the Commission’s Implementing Regulation (EU) 2016/1055, the person responsible for the publication of this announcement on behalf of the Absorbed Entity is Mr. Panagiotis Spyropoulos, Chairman of the Board of Directors and Chief Executive Officer (tel. 210 6697520, Email: p.spyropoulos@informlykos.com).

Athens 21 October 2022

INFORM P. LYKOS HOLDINGS S.A.