

**PUBLICATION OF THE PROSPECTUS
RELATING TO THE LISTING OF ALL SHARES OF AUSTRIACARD HOLDINGS AG
ON ATHENS EXCHANGE AND VIENNA STOCK EXCHANGE**

AUSTRIACARD HOLDINGS AG (the “Company” or “Absorbing Company”) announces that, as of 24.01.2023, it makes available to the public the prospectus relating to the admission to listing and trading of all its shares on Athens Exchange (“ATHEX”) and Vienna Stock Exchange (“VSE”) in the context of the cross-border merger by absorption by AUSTRIACARD HOLDINGS AG of the Greek listed company INFORM P. LYKOS HOLDINGS S.A. (“INFORM” or “Absorbed Company”) (the “Cross-Border Merger”). The prospectus has been prepared in English language and includes a Greek translation of the summary (“περιληπτικό σημείωμα”).

The prospectus was approved by the Board of Directors of the Hellenic Capital Market Commission (the “HCMC”) at its meeting held on 24.01.2023 and has been prepared in accordance with the Regulation (EU) 2017/1129 (the “Prospectus Regulation”), the Delegated Regulations (EU) 2019/979 and 2019/980 and the applicable provisions of Greek Law 4706/2020, as in force (the “Prospectus”). Moreover, the Prospectus has been notified to the Austrian Financial Market Authority (the “FMA”) by the HCMC in accordance with the requirements of Articles 24 and 25 of the Prospectus Regulation (the “European Passport Mechanism”).

Listing of the initial shares of the Company is expected to take place (i) on ATHEX on or around 27.01.2023 with suspension of trading, until the date of the commencement of the trading (the “Trading Date”) and (ii) on VSE on or around 30.01.2023 without commencement of the trading until the Trading Date. The Trading Date for the initial shares (the “Initial Shares”) and the new shares issued in the context of the Cross-Border Merger (the “New Shares”) on the ATHEX and VSE is expected on or about 27.03.2023 under the symbol “ACAG”.

Set out below is the expected timetable for the listing of the Company’s shares:

Date	Event
24.01.2023	Prospectus approval by the HCMC and notification of the Prospectus to the FMA in accordance with the European Passport Mechanism
24.01.2023	Publication of the approved Prospectus in Greece
25.01.2023	Approval of the listing of the Initial Shares on ATHEX, with suspension of trading
25.01.2023	Publication of the approved Prospectus in Austria
27.01.2023	Listing of the Initial Shares on ATHEX with suspension of trading until the Trading Date
30.01.2023	Extraordinary General Meetings of the Absorbing Company and the Absorbed Company resolving on the approval of the Cross-Border Merger
30.01.2023	Approval by VSE of the listing of the Initial Shares on VSE Listing of the Initial Shares on the VSE, without commencement of trading until the Trading Date
by 01.03.2023	Application to Austrian Corporate Register Court for the registration of the Cross-Border Merger*
by 20.03.2023 (T)	Resolution by the Austrian Corporate Register Court concerning the approval and registration of the Cross-Border Merger (the “Final Court Merger Approval”)** Last trading day of INFORM’s shares on ATHEX Reference date for the determination of the beneficiaries of the New Shares
by 21.03.2023 (T+1)	Registration of the Cross-Border Merger with the Austrian Corporate Register (the “Effective Date of the Cross-Border Merger”)*** INFORM’s delisting Approval of the listing of the Company’s New Shares on ATHEX and on VSE Public announcements
by 24.03.2023 (T+4)	Crediting of the New Shares to the securities accounts of the beneficiaries of the New Shares kept in the Dematerialised Securities System (DSS) operated by ATHEXCSD
by 27.03.2023 (T+5)	Listing of the New Shares on ATHEX and on VSE Trading Date of all shares on ATHEX and VSE

** The application for the registration of the Cross-Border Merger must contain, among others, a declaration by the Management Board of the Company that no action to challenge the merger approval resolution of the Extraordinary General Meetings of the Company, or action for declaration of nullity was brought within one (1) month from the date of such resolution, or that all shareholders have waived the right to bring such action in notarized waivers.*

*** The Final Court Merger Approval requires among others the receipt of the pre-merger certificate from the Directorate of Sociétés Anonymes of the General Secretariat of Commerce and Consumer Protection of the Greek Ministry of Development and Investments conclusively attesting the proper completion of the relevant pre-merger acts and formalities under Greek law. The exact date of the Final Court Merger Approval depends on the Austrian Corporate Register Court.*

**** The registration of the Cross-Border Merger in the Austrian Corporate Register takes place on the day following the Final Court Merger Approval.*

It is noted that the above-mentioned timetable is dependent upon a number of unforeseeable factors and, therefore, is subject to change. In any case, investors will be informed through a relevant announcement of the Company.

The Prospectus, as approved by the Board of Directors of the HCMC on 24.01.2023, will be made available to investors pursuant to article 21(2) of the Prospectus Regulation in electronic form as of 24.01.2023 on the following websites:

- AUSTRIACARD HOLDINGS AG: <https://www.austriacard.com/investor-relations-ac/listing-prospectus-relevant-documents/>
- ATHEX: <https://www.athexgroup.gr/el/web/guest/companies-new-listings>
- National Bank of Greece: <https://www.nbg.gr/el/footer/enimerwtika-deltia>

In addition, printed copies of the Prospectus shall be made available to investors free of charge, upon their request, at the premises of the Company, at Lamezanstraße 4-8, 1230 Vienna, Austria, as well as at the branch network of the listing advisor, National Bank of Greece S.A., upon request.

Pursuant to Article 21(5) of the Prospectus Regulation, HCMC publishes on its website (http://www.hcmc.gr/el_GR/web/portal/elib/deltia) the prospectuses approved as well as an identification of the host member states where prospectuses are notified in accordance with Article 25 of the Prospectus Regulation.

Transaction highlights

The Company is currently engaged in the Cross-Border Merger with INFORM, a subsidiary of the Company listed on ATHEX. The Cross-Border Merger was commenced by the Management Board upon the approval of the Supervisory Board of the Company, dated 21.10.2022 and by decision of the Board of Directors of INFORM dated 21.10.2022. The Common draft terms of Cross-Border Merger were executed by the members of the Management Board and approved by the Board of Directors of INFORM and are subject, along with the Cross-Border Merger, to the approval of the Extraordinary General Meeting of the Absorbing Company and the Extraordinary General Meeting of the Absorbed Company. The Cross-Border Merger is expected to become effective by 21.3.2023.

The rationale underlying the Cross-Border Merger and listing is to create a larger group with a listed parent (top holding company), instead of a group with a listed subsidiary, aiming to:

- (i) facilitate the 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, and provide the Group with enhanced growth prospects;
- (ii) increase the liquidity of the shares in the Company by creating a larger group with a higher market capitalization and a wider investors base which is expected to benefit all shareholders;
- (iii) contribute to an improved group profile with increased geographical and product reach, broader cross-selling opportunities and economies of scale, facilitating the Information Management division's penetration in wider geographic areas in which the Digital Security division is already active; and
- (iv) increase the opportunities for the employees of the Group, to benefit from an international, closer knit working environment, which shall stimulate knowledge, enhance experience sharing, provide international development opportunities and accelerate group-wide adoption of best practices.

By way of the Cross-Border Merger, the assets and liabilities of the Absorbed Company, including in particular the Absorbed Company's participations in the operative subsidiaries constituting the Information Management

division of the Group, shall be transferred to the Company as absorbing company by way of universal legal succession and the minority shareholders of the Absorbed Company shall become shareholders in the Company.

This announcement is not intended and does not constitute an offer to sell, or a solicitation of an offer to acquire any securities in Greece within the meaning of Art. 2(1)(d) of the Prospectus Regulation and Article 58 of Greek law 4706/2020, or outside Greece. This announcement is not intended and does not constitute an advertisement in Greece within the meaning of Article 2(k) of the Prospectus Regulation and Article 63 of Greek law 4706/2020, or outside Greece and is not a prospectus for the purposes of the Prospectus Regulation. Therefore, investors should not purchase any securities referred to in this announcement except on the basis of information included in the Prospectus published by AUSTRIACARD HOLDINGS AG in connection with the admission to trading and listing of all its shares on ATHEX and the VSE in the context of the Cross-Border Merger.