

RESOLUTION PROPOSALS REGARDING THE AGENDA ITEMS

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 proposal for a resolution on the appropriation of profit and the report of the supervisory board for the financial year 2022.

No resolution is required on this agenda item.

Agenda item 2: Resolution on the appropriation of profit.

The management board and the supervisory board propose that the general meeting adopts the following resolution:

“The profit available for distribution shown in the annual financial statements of AUSTRIACARD HOLDINGS AG as of 31 December 2022 in the amount of EUR 27,573,489.34 shall be appropriated in accordance with the management board's proposal as follows: Each of the 18,176,934 shares of the Company entitled to a dividend on the dividend record date (11 July 2023) shall receive EUR 0.05 per share, adding up to a total of no more than EUR 908,846.70. The remaining amount shall be carried forward to new account. The dividend shall be paid out on 13 July 2023. The ex-dividend day is 10 July 2023.”

Agenda item 3: Resolution on granting discharge to the members of the management board with regard to the financial year 2022.

The management board and the supervisory board propose that the general meeting adopts the following resolution:

“All members of the management board of AUSTRIACARD HOLDINGS AG incumbent in the financial year 2022 are granted discharge for their activity in the financial year 2022.”

Agenda item 4: Resolution on granting discharge to the members of the supervisory board with regard to the financial year 2022.

The management board and the supervisory board propose that the general meeting adopts the following resolution:

“All members of the supervisory board of AUSTRIACARD HOLDINGS AG incumbent in the financial year 2022 are granted discharge for their activity in the financial year 2022.”

Agenda item 5: Resolution on the remuneration of the members of the supervisory board.

The management board and the supervisory board propose that the general meeting adopts the following resolution:

„The remuneration scheme outlined below for the members of the supervisory board shall be applicable beginning from the financial year 2023, 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.

-	<u>Remuneration supervisory board</u>	
	Yearly fixed base remuneration: Chairperson	EUR 30,000
	Yearly fixed base remuneration: Member	EUR 25,000
-	<u>Remuneration supervisory board committees</u>	
	Yearly fixed base remuneration: Chairperson of a committee	EUR 12,500
	Yearly fixed base remuneration: Member of a committee	EUR 10,000
-	<u>Attendance fee per meeting day</u>	EUR 1,000

This remuneration scheme shall also be applied retroactively on a pro rata basis for the remuneration of the members of the supervisory board in the 2022 financial year starting from 30 November 2022; hence the following remuneration will be paid out for 2022:

Supervisory board member	Remuneration in EUR
<i>Petros Katsoulas</i>	6,383.56
<i>John Costopoulos</i>	5,287.67
<i>Martin Wagner</i>	5,287.67
<i>Anastasios Gabrielides</i>	5,068.49
<i>Michael Butz</i>	5,068.49
Total	27,095.89

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Agenda item 6: Appointment of the auditor and the group auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2023.

The supervisory board proposes that the general meeting adopts the following resolution:

“Based on the recommendation and in accordance with the preference of the audit committee, the supervisory board proposes to appoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H as auditor of the annual financial statements and the management report as well as the consolidated financial statements and the consolidated management report for the financial year 2023.”

Explanatory Notes:

Based on the offers received during the selection procedure pursuant to Article 16 (3) of Regulation (EU) No. 537/2014 regarding the auditor and Group auditor for the financial year 2023 and after evaluation on the basis of transparent and non-discriminatory selection criteria the audit committee recommended to the supervisory board Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. and BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft for the aforementioned

audit services, stating a justified preference for Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as the best-ranked auditor. In its recommendation to the supervisory board, the audit committee stated that its recommendation was free from influence by third parties and that no clause of the kind referred to in Article 16 (6) of Regulation (EU) No. 537/2014 was imposed on it.

Agenda item 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 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 re-purchase (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.**

The management board and the supervisory board propose that the general meeting adopts the following resolution:

„a. 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 re-purchase (reverse exclusion of subscription rights).*

b. 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.

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.

c. 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 cancellation causes a capital reduction by the portion of the share capital that is attributable to the canceled shares.

All authorizations (items a.-c.) may be used once or on several occasions, in whole or in part, individually or jointly.”

Explanatory Notes:

Regarding the explanatory notes, reference is made to the management board’s report on this agenda item pursuant to Sec 65 para 1b and Sec 170 para 2 and Sec 153 para 4 AktG.

Agenda item 8: Resolution on:

- a. **the conversion of the shares in the Company from par-value shares to no-par-value shares;**
- b. **the increase 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 of 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.**

The management board and the supervisory board propose that the general meeting adopts the following resolution:

„a. *The shares in the Company shall be converted from par-value shares with a nominal value of EUR 1 each to no-par-value shares, each of which participates in the share capital to the same extent.*

b. *The share capital of the Company shall be increased 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 as shown in the annual financial statement dated 31 December 2022 (nominal capital increase) and by issuing 18,176,934 new shares (hereafter: no-par-value shares), thereby increasing the number of issued shares (hereafter: no-par-value shares) from currently 18,176,934 to 36,353,868.*

c. *In this regard, the articles of association of the Company shall be amended in sections 4.1, 4.2, 4.9 and 8.5.1 as follows:*

<p>4.1 Das Grundkapital der Gesellschaft beträgt EUR 36.353.868 (Euro</p>	<p>4.1 The share capital of the Company amounts to EUR 36,353,868 (Euro</p>
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	<i>sechsdreißig Millionen dreihundertdreißigtausend achthundertachtundsechzig).</i>		<i>thirty-six million three hundred fifty-three thousand eight hundred sixty-eight).</i>
4.2	<i>Es ist zerlegt in 36.353.868 (sechsdreißig Millionen dreihundertdreißigtausend achthundertachtundsechzig) nennbetragslose Stückaktien, von denen jede am Grundkapital im gleichen Umfang beteiligt ist.</i>	4.2	<i>The share capital of the Company is divided into 36,353,868 (thirty-six million three hundred fifty-three thousand eight hundred sixty-eight) no-par-value shares, each of which participates in the share capital to the same extent.</i>
4.9	<i>Genehmigtes Kapital</i>	4.9	<i>Authorized capital</i>
	<i>Der Vorstand ist ermächtigt, das Grundkapital mit Zustimmung des Aufsichtsrats bis 30.11.2027 – auch in mehreren Tranchen – um bis zu EUR 8.431.033 (Euro acht Millionen vierhunderteinunddreißigtausend dreiunddreißig) durch Ausgabe von bis zu 8.431.033 (acht Millionen vierhunderteinunddreißigtausend dreiunddreißig) auf Inhaber lautende, stimmberechtigte Stückaktien gegen Bar- und/oder Sacheinlage zu erhöhen, wobei der Ausgabekurs und die Ausgabebedingungen vom Vorstand mit Zustimmung des Aufsichtsrats festgesetzt werden. Der Vorstand ist ferner ermächtigt, mit Zustimmung des Aufsichtsrats das Bezugsrecht der Aktionäre ganz oder teilweise auszuschließen (Bezugsrechtsausschluss), (i) wenn die Kapitalerhöhung gegen Bareinlage erfolgt und in Summe der rechnerisch auf die gegen Bareinlage unter Ausschluss des Bezugsrechts ausgegebenen Aktien entfallende Anteil am Grundkapital der Gesellschaft die Grenze von 10% (zehn Prozent) des Grundkapitals der Gesellschaft zum Zeitpunkt der Einräumung der Ermächtigung nicht übersteigt, (ii) wenn die Kapitalerhöhung gegen Sacheinlage erfolgt oder (iii) für den Ausgleich von Spitzenbeträgen.</i>		<i>The Management Board shall be authorized to increase the share capital with the approval of the Supervisory Board until 30 November 2027 – also in several tranches – by an amount of up to EUR 8,431,033 (Euros eight million four hundred thirty-one thousand thirty-three) by issuing up to 8,431,033 (eight million four hundred thirty-one thousand thirty-three) 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. Furthermore, the Management Board is with approval of the Supervisory Board authorized to fully or partly exclude the subscription rights of the shareholders (exclusion of the subscription right) (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, or (iii) for the settlement of fractional amounts.</i>
8.5.1	<i>Jede Stückaktie gewährt ein Stimmrecht.</i>	8.5.1	<i>Each no-par-value share grants one vote.</i>

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Explanatory Notes:

The shares in the Company shall be converted from par-value shares to no-par-value shares. This conversion will facilitate capital measures in the future. It is further market standard that listed companies issue no-par-value shares. Each par-value share will be converted into a no-par-value share. With regard to the capital increase from company funds reference is made to the management board's report on this agenda item in accordance with Sec 2 para 5 Austrian Capital Correction Act (KapBG). The proposed amendments to the articles of association implement the conversion of the Company's shares from par-value shares to no-par-value shares and the capital increase from company funds.

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

The management board and the supervisory board propose that the general meeting adopts the following resolution:

The articles of association of the Company shall be amended in sections 3, 4.4, 7.5.3 and 8.3.6 as follows:

<p>3. <i>Veröffentlichungen</i></p> <p><i>Veröffentlichungen der Gesellschaft, zu denen diese gesetzlich verpflichtet ist, erfolgen, in der „Wiener Zeitung“ bzw. in der elektronischen Verlautbarungs- und Informationsplattform des Bundes (EVI), solange das Gesetz nicht ein anderes Medium vorschreibt.</i></p>	<p>3. <i>Announcements</i></p> <p><i>Announcements of the Company, which are imposed on the Company by law, shall be published in the "Wiener Zeitung" or the electronic Federal Announcement and Information Platform (EVI) unless the law requires a different medium.</i></p>
<p>4.4 <i>Die Aktien sind zum Börsenhandel im Sinne des § 3 des Aktiengesetzes zugelassen.</i></p>	<p>4.4 <i>The shares are admitted to trading on a stock exchange within the meaning of sec 3 of the Austrian Stock Corporation Act (Aktiengesetz).</i></p>
<p>7.5.3 <i>Ein Prüfungsausschuss gemäß § 92 Abs 4a AktG ist eingerichtet.</i></p>	<p>7.5.3 <i>An audit committee in accordance with sec 92 para 4a Austrian Stock Corporation Act (Aktiengesetz) is established.</i></p>
<p>8.3.6 <i>Der Vorstand ist mit Zustimmung des Aufsichtsrats ermächtigt, in der Einberufung zur Hauptversammlung</i></p>	<p>8.3.6 <i>Upon approval by the Supervisory Board, the Management Board is authorized to provide in the convocation</i></p>

vorzusehen, dass Aktionäre an der Hauptversammlung im Wege der Fernteilnahme (§ 102 Abs 3 Z 2 AktG) und/oder der Fernabstimmung (§ 102 Abs 3 Z 3 AktG) oder auf andere zulässige Weise teilnehmen und auf diese Weise einzelne oder alle Rechte ausüben können. Macht der Vorstand von dieser Ermächtigung Gebrauch, sind die Einzelheiten in der Einberufung mitzuteilen. Für die Fernteilnahme und Fernabstimmung kann in der Einberufung eine gesonderte Anmeldung verlangt werden, wobei für das Ende der Anmeldefrist auch ein früherer Zeitpunkt festgelegt werden kann.

Die Hauptversammlung kann gemäß den Bestimmungen des VirtGesG auch als virtuelle Hauptversammlung ohne physische Teilnehmer oder als hybride Hauptversammlung durchgeführt werden. Der Vorstand ist mit Zustimmung des Aufsichtsrats ermächtigt, in der Einberufung zur Hauptversammlung festzulegen, ob die Hauptversammlung (i) mit physischer Anwesenheit der Teilnehmer, (ii) ohne physische Anwesenheit der Teilnehmer (als einfache oder moderierte virtuelle Hauptversammlung), oder (iii) als Hauptversammlung, bei der sich die einzelnen Teilnehmer zwischen einer physischen und einer virtuellen Teilnahme entscheiden können (hybride Hauptversammlung) durchgeführt wird. Wird die Hauptversammlung vom Aufsichtsrat einberufen, ist diesem die Entscheidung über die Form der Durchführung im vorgenannten Sinn überlassen. Soweit sich organisatorische und technische Festlegungen für eine virtuelle oder hybride Hauptversammlung nicht aus den Bestimmungen des VirtGesG oder aus der Satzung ergeben, sind sie vom einberufenden Organ zu treffen. Diese Satzungsbestimmung ist bis 30. Juni 2026 befristet. Sollte das VirtGesG lediglich eine kürzere Befristung zulassen, ist der Aufsichtsrat ermächtigt, eine dementsprechende Änderung der Satzung und Kürzung der

of the General Meeting that shareholders may participate in the General Meeting via remote participation (sec 102 para 3 no 2 Austrian Stock Corporation Act) and/or via remote voting (sec 102 para 3 no 3 Austrian Stock Corporation Act) or in another lawful manner and to exercise in such way specific or all rights. If the Management Board uses this authorization, the details shall be announced in the convocation of the General Meeting. For remote participation and remote voting separate registration may be required in the convocation, whereby for the expiration of the registration deadline also an earlier date can be determined.

In accordance with the provisions of the Austrian Virtual Shareholder Meeting Act (VirtGesG), the General Meeting may also be held as a virtual general meeting without physical participants or as a hybrid general meeting. The Management Board is authorized, with the consent of the Supervisory Board, to determine in the convocation of the General Meeting whether the General Meeting is to be held (i) with physical attendance of the participants, (ii) without physical attendance of the participants (as a simple or moderated virtual general meeting), or (iii) as a general meeting at which the individual participants may decide between physical and virtual attendance (hybrid general meeting). If the General Meeting is convened by the Supervisory Board, it the Supervisory Board shall decide on the form of holding the General Meeting in the aforementioned sense. Insofar as organizational and technical provisions for a virtual or hybrid general meeting do not result from the provisions of the VirtGesG or from these Articles of Association, they shall be made by the convening body. This provision of the Articles of Association shall be in effect until 30 June 2026. In case the VirtGesG only provides for a shorter term, the Supervisory Board is authorized to amend the Articles of Association

***Befristung auf das höchstzulässige
Ausmaß vorzunehmen.***

***accordingly and to shorten the term to
the maximum permissible extent.***

The management board is authorized to file the amendment of the Company's articles of association in section 8.3.6 for registration with the companies register as soon as a corresponding law on the implementation of virtual general meetings (expected to be titled Virtuelle Gesellschafterversammlungen-Gesetz – VirtGesG) is passed.”

Explanatory Notes:

Regarding the amendment of section 3: Currently certain publications of listed stock corporations have to be announced in the Official Gazette of the Wiener Zeitung, for instance the convocation to the general meeting. As reported in the press, the federal government is planning to replace the official gazette of the Wiener Zeitung as publishing platform by a federal electronic announcement and information platform (EVI). Therefore, section 3 of the Company's articles of association shall be adapted accordingly.

Regarding the amendment of sections 4.4 and 7.5.3: These sections of the articles of association shall be adapted in light of the admission of the shares of the Company to trading on the Vienna Stock Exchange and the Athens Stock Exchange.

Regarding the amendment of section 8.3.6: It is expected that later this year new legislation (i.e., the *Virtual General Meetings Act – VirtGesG*; ministerial proposal no. 271/ME XXVII. GP), will be passed in Austria, that will allow and set out the rules for virtual and hybrid general meetings. The proposed amendment of the Company's articles of association allows the Company to hold virtual and hybrid general meetings in the future as well, after the temporary limited COVID-regulations about virtual general meetings (COVID-19-GesG und COVID-19-GesV) expire on 30 June 2023 (end of day).