

Vienna, 3 July 2023

AUSTRIACARD HOLDINGS AG: RESOLUTIONS AND VOTING RESULTS FOR THE 13TH ORDINARY GENERAL MEETING OF AUSTRIACARD HOLDINGS AG ON 30 JUNE 2023

AUSTRIACARD HOLDINGS AG (hereinafter referred to as the "**Company**") announces the resolutions ("**Resolutions**") adopted by the 13th Ordinary General Meeting ("**the General Meeting**") held on 30 June 2023 (Vienna time 10:00 a.m.) and the voting results on each item of the General Meeting.

At the General Meeting 10 shareholders were represented by the special voting rights representatives, representing 16.002.763 ordinary bearer shares and voting rights in total, which represented 88.04% of the total registered share capital; the following items of the agenda were discussed and the General Meeting adopted the following decisions:

ELECTION OF MR. ARNOLD AS CHAIRMAN OF THE GENERAL MEETING:

Resolution on the election of the chairman.

Number of shares voting valid:	14,091,923
Those correspond to this portion of the registered capital:	77.53 %
Total number of valid votes:	14,091,923

FOR-VOTES:	14,091,923
AGAINST-VOTES	0
ABSTENTIONS	1,910,840

The General Meeting adopted the following resolution:

"Attorney at law Mag. Stefan Arnold, MJur, partner at the law firm Buchberger Ettmayer Rechtsanwälte GmbH, is elected as chairman of this 13th Ordinary General Meeting held on 30 June 2023."

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.

The above were presented in front of the General Meeting; no resolution is required on this agenda item.

AGENDA ITEM 2:

Resolution on the appropriation of profit.

Number of shares voting valid:	16,002,763
Those correspond to this portion of the registered capital:	88.04 %
Total number of valid votes:	16,002,763

FOR-VOTES:	16,002,763
AGAINST-VOTES	0
ABSTENTIONS	0

The General Meeting adopted 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 3a:

Resolution on granting discharge to Nikolaos Lykos as member of the management board with regard to the financial year 2022.

Number of shares voting valid:	1,641,912
Those correspond to this portion of the registered capital:	9.03 %
Total number of valid votes:	1,641,912

FOR-VOTES:	1,641,912
AGAINST-VOTES	0
ABSTENTIONS	0

The General Meeting adopted the following resolution:

"Nikolaos Lykos, member of the management board of AUSTRIACARD HOLDINGS AG, incumbent in the financial year 2022 was granted discharge for his activity in the financial year 2022."

Note: The two members of the management board, Nikolaos Lykos and Panagiotis Spyropoulos, were not entitled to vote on this agenda item in accordance with Sec 125 AktG. Their voting rights were therefore not taken into account.

AGENDA ITEM 3b:

Resolution on granting discharge to Panagiotis Spyropoulos as member of the management board with regard to the financial year 2022.

Number of shares voting valid:	1,641,912
Those correspond to this portion of the registered capital:	9.03 %
Total number of valid votes:	1,641,912
FOR-VOTES:	1,641,912
AGAINST-VOTES	0
ABSTENTIONS	0

The General Meeting adopted the following resolution:

“Panagiotis Spyropoulos, member of the management board of AUSTRIACARD HOLDINGS AG, incumbent in the financial year 2022 was granted discharge for his activity in the financial year 2022.”

Note: The two members of the management board, Nikolaos Lykos and Panagiotis Spyropoulos, were not entitled to vote on this agenda item in accordance with Sec 125 AktG. Their voting rights were therefore not taken into account.

AGENDA ITEM 4:

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

Number of shares voting valid:	16,002,763
Those correspond to this portion of the registered capital:	88.04 %
Total number of valid votes:	16,002,763
FOR-VOTES:	16,002,763
AGAINST-VOTES	0
ABSTENTIONS	0

The General Meeting adopted 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.

Number of shares voting valid: **16,002,763**
 Those correspond to this portion of the registered capital: **88.04 %**
 Total number of valid votes: **16,002,763**

FOR-VOTES: **16,002,763**
 AGAINST-VOTES **0**
 ABSTENTIONS **0**

The General Meeting adopted 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.

- Remuneration supervisory board
 - Yearly fixed base remuneration: Chairperson EUR 30,000
 - Yearly fixed base remuneration: Member EUR 25,000
- Remuneration supervisory board committees
 - Yearly fixed base remuneration: Chairperson of a committee EUR 12,500
 - Yearly fixed base remuneration: Member of a committee EUR 10,000
- Attendance fee per meeting day 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 member	board	Remuneration in EUR
Petros Katsoulas		6,383.56
John Costopoulos		5,287.67
Martin Wagner		5,287.67
Anastasios Gabrielides		5,068.49
Michael Butz		5,068.49
Total		27,095.89

“

AGENDA ITEM 6:

Resolution on 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.

Number of shares voting valid:	16,002,763
Those correspond to this portion of the registered capital:	88.04 %
Total number of valid votes:	16,002,763
FOR-VOTES:	16,002,763
AGAINST-VOTES	0
ABSTENTIONS	0

The General Meeting adopted 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.”

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.

Number of shares voting valid:	16,002,763
Those correspond to this portion of the registered capital:	88.04 %
Total number of valid votes:	16,002,763
FOR-VOTES:	16,002,753
AGAINST-VOTES	10
ABSTENTIONS	0

The General Meeting adopted 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 repurchase (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 cancelation 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."

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.

Number of shares voting valid:	16,002,763
Those correspond to this portion of the registered capital:	88.04 %
Total number of valid votes:	16,002,763

FOR-VOTES:	16,002,763
AGAINST-VOTES	0
ABSTENTIONS	0

The General Meeting adopted 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 sechsunddreißig Millionen</p>	<p>4.1 The share capital of the Company amounts to EUR 36,353,868 (Euro thirty-six million three hundred</p>
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**dreihundertdreißigtausend
achthundertachtundsechzig).**

**fifty-three thousand eight hundred
sixty-eight).**

4.2 Es ist zerlegt in **36.353.868** 4.2
(sechsdreißig Millionen
dreihundertdreißigtausend
achthundertachtundsechzig)
nennbetragslose Stückaktien, von
denen jede am Grundkapital im
gleichen Umfang beteiligt ist.

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.

4.9 Genehmigtes Kapital

4.9 Authorized capital

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

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

Kapitalerhöhung gegen Sacheinlage erfolgt oder (iii) für den Ausgleich von Spitzenbeträgen.

contribution in kind, or (iii) for the settlement of fractional amounts.

8.5.1 Jede **Stückaktie** gewährt ein Stimmrecht. 8.5.1 Each **no-par-value** share grants one vote.

“

AGENDA ITEM 9:

Resolution on the amendment of the Company's articles of association in sections 3, 4.4, 7.5.3 and 8.3.6.

Number of shares voting valid:	16,002,763
Those correspond to this portion of the registered capital:	88.04 %
Total number of valid votes:	16,002,763

FOR-VOTES:	16,002,753
AGAINST-VOTES	10
ABSTENTIONS	0

The General Meeting adopted 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:

3. Veröffentlichungen

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.

3. Announcements

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.

4.4 Die Aktien **sind** zum Börsenhandel im Sinne des § 3 des Aktiengesetzes zugelassen.

4.4 The shares **are** admitted to trading on a stock exchange within the meaning of sec 3 of the Austrian

Stock Corporation Act
(Aktiengesetz).

7.5.3 Ein Prüfungsausschuss gemäß § 92 Abs 4a AktG **ist** eingerichtet. 7.5.3 An audit committee in accordance with sec 92 para 4a Austrian Stock Corporation Act (Aktiengesetz) **is** established.

8.3.6 Der Vorstand ist mit Zustimmung des Aufsichtsrats ermächtigt, in der Einberufung zur Hauptversammlung 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. 8.3.6 Upon approval by the Supervisory Board, the Management Board is authorized to provide in the convocation 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.

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

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

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 Befristung auf das höchstzulässige Ausmaß vorzunehmen.

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 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."

AUSTRIACARD HOLDINGS AG, headquartered in Vienna, with an international presence, is one of the leading providers of Secure Digital Technology Solutions in Europe.

AUSTRIACARD HOLDINGS AG is the one of the leading B2B providers of smart cards, personalization and payment solutions, as well as secure data management and digitalization solutions, in Austria, Scandinavia, Central and Eastern Europe and South Eastern Europe, while also having significant market share in many other European countries and Türkiye. The group is expanding fast in geographical areas outside Europe, such as the USA where it has established a new personalization center, and the Middle East & Africa where sales units have been developed that have already drawn significant new business. In addition, the company has become a payment products and solutions partner of choice for challenger banks/neo banks, a growing market segment world-wide.

The company has a very strong pan-European operational footprint, reaching from the United Kingdom to Greece and Türkiye, with seven production facilities and seven personalization centers in Europe, as well as an additional personalization center in USA, employing currently around 2,500 people. It also has sales offices in Norway, Czech Republic, Germany, Croatia, Serbia, Jordan, the UAE and a network of partners and selling agencies around the world. This footprint enables the provision of a high service level to our customers, confirmed by the very long-lasting business relationships. The group's international customer base benefits from a complementary product and services and solutions offering ranging from bill printing, direct mailing and document processing to payment, transit and ID cards increasingly bundled with online, mobile and digitalization transformation solutions.

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