

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 consolidated corporate governance report, the consolidated non-financial report, the proposal for a resolution on the appropriation of profit, and the report of the supervisory board for the financial year 2023.

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 2023 in the amount of EUR 20,245,325.43 shall be appropriated in accordance with the management board’s proposal as follows: Each share entitled to a dividend on the dividend record date (17 July 2024) shall receive a dividend of EUR 0.10 per share, adding up to a total of no more than EUR 3,635,386.80. The remaining amount shall be carried forward to new account. The dividend shall be paid out on 19 July 2024. The ex-dividend day is 16 July 2024.”

Agenda item 3: Resolution on granting discharge to the members of the management board with regard to the financial year 2023.

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 2023 are granted discharge for their activity in the financial year 2023.”

Agenda item 4: Resolution on granting discharge to the members of the supervisory board with regard to the financial year 2023.

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 2023 are granted discharge for their activity in the financial year 2023.”

Agenda item 5: Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2024, and (if applicable) the auditor of the sustainability report for the financial year 2024.

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, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. is appointed as auditor of the annual financial statements and the management report as well as the consolidated financial statements and consolidated management report for the financial year 2024. Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. is further appointed as auditor of the sustainability report for the financial year 2024, if such audit of the sustainability report for 2024 by an external auditor is required due to legal requirements.”

Explanatory Notes:

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD) requires listed companies to have their sustainability report audited by an external auditor. This EU Directive has not yet been transposed into national law by the Austrian legislature on the date of submission of this resolution proposal. Since transposition into national law is expected before the end of the financial year 2024, a precautionary appointment of an auditor for the sustainability report for the financial year 2024 is proposed.

Agenda item 6: Resolution on the remuneration report for the management board and supervisory board.

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

“The remuneration report for the management board and the supervisory board, as published on the website registered with the companies register, is hereby approved.”

Explanatory Notes:

The remuneration report is attached to this resolution proposal as Annex ./1.

Pursuant to Sec 78c and Sec 98a of the Austrian Stock Corporation Act (*AktG*), the management board and the supervisory board of a listed company are required to prepare a remuneration report for the remuneration of members of the management board and the supervisory board. The remuneration report serves as information for shareholders regarding the remuneration of the management board and the supervisory board and must be submitted to the annual general meeting for a vote each year. The vote at the annual general meeting is of a recommendatory nature. No legal challenge of this resolution is possible (Sec 78d para 1 *AktG*).

After review by the management board, the supervisory board adopted the remuneration report 2023 for the remuneration of members of the management board and the supervisory board in accordance with Sec 78c in conjunction with Sec 98a *AktG* in its meeting on 22 May 2024.

Agenda item 7: Resolution on the remuneration policy for the management board and supervisory board.

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

“The remuneration policy for the management board and the supervisory board of AUSTRIACARD HOLDINGS AG is hereby approved.”

Explanatory Notes:

The supervisory board of a listed company is required to establish the principles for the remuneration of the members of the management board and the supervisory board in accordance with Sec 78a in

conjunction with Sec 98a AktG (remuneration policy). Pursuant to Sec 78b para 1 AktG, the remuneration policy must be submitted to the annual general meeting for a vote at least every fourth financial year and in the event of any significant changes. The vote is of a recommendatory nature. No legal challenge of this resolution is possible. The principles for the remuneration of members of the management board and the supervisory board were last adopted at the extraordinary general meeting of AUSTRIACARD HOLDINGS AG on 30 November 2022. The supervisory board has revised the remuneration policy and now presents it to the annual general meeting for approval.

Agenda item 8: Amendment of the articles of association in section 6.3.

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

“The articles of association of the Company shall be amended in section 6.3 as follows:

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| <p>6.3. Vertretung der Gesellschaft</p> <p>6.3.1. Die Gesellschaft wird durch je zwei Vorstandsmitglieder gemeinsam oder durch je ein Vorstandsmitglied gemeinsam mit einem Prokuristen vertreten. Die Gesellschaft kann jedoch auch nur durch ein Vorstandsmitglied vertreten werden, sofern der Bestellungsbeschluss des Aufsichtsrats dies vorsieht.</p> <p>6.3.2. Der Aufsichtsrat kann auch Einzelvertretung für Vorstandsmitglieder erteilen.</p> | <p>6.3. <i>Representation of the Company</i></p> <p>6.3.1. The Company shall be represented by any two members of the Management Board jointly or by any one member of the Management Board together with any one authorized party (<i>Prokurist</i>). However, the Company may also be represented by only one member of the Management Board if resolution of the Supervisory Board provides so.</p> <p>6.3.2. The Supervisory Board may grant sole power of representation to members of the Management Board.</p> |
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Explanatory Notes:

These provisions need to be adjusted considering compliance with the four-eyes principle.