

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 2024.

No resolution is required on this agenda item. The 2024 annual financial statements have already been approved by the supervisory board and have thus been adopted.

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 2024 in the amount of EUR 14,016,262 shall be appropriated in accordance with the management board’s proposal as follows: Each share entitled to a dividend on the dividend record date (2 July 2025) shall receive a dividend of EUR 0.11 per share, adding up to a total of no more than EUR 3,998,925.48. The remaining amount shall be carried forward to new account. The dividend shall be paid out on 4 July 2025. The ex-dividend day is 1 July 2025.”

Agenda item 3: Resolution on granting discharge to the members of the management board with regard to the financial year 2024.

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 2024 are granted discharge for their activity in the financial year 2024.”

Agenda item 4: Resolution on granting discharge to the members of the supervisory board with regard to the financial year 2024.

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 2024 are granted discharge for their activity in the financial year 2024.”

Agenda item 5: Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2025, and the auditor of the sustainability report for the financial year 2025.

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 2025. Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. is further appointed as auditor of the sustainability report for the financial year 2025, if such audit of the sustainability report for 2025 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; the transposition deadline expired on 6 July 2024. In the meantime, the reporting obligation has been withdrawn due to the “omnibus package”. The Austrian Ministry of Justice is currently examining how the CSRD can be implemented without obliging companies to report. Nevertheless, as a precautionary measure, an auditor is to be appointed for the sustainability report for the 2025 financial year.

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).

The remuneration report was prepared jointly by the Management Board and the Supervisory Board. It was reviewed by the Nomination and Remuneration Committee of the Supervisory Board and the supervisory board adopted the remuneration report 2024 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 27 March 2025.

Agenda item 7: Resolution on the remuneration 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 1 July 2025, 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.

-	<i>Remuneration supervisory board</i>	
	<i>Yearly fixed base remuneration: Chairperson</i>	<i>EUR 50,000</i>
	<i>Yearly fixed base remuneration: Vice Chairperson</i>	<i>EUR 35,000</i>
	<i>Yearly fixed base remuneration: Member</i>	<i>EUR 25,000</i>
-	<i>Remuneration supervisory board committees</i>	
	<i>Yearly fixed base remuneration: Chairperson of the audit committee</i>	<i>EUR 20,000</i>
	<i>Yearly fixed base remuneration: Chairperson of a committee</i>	<i>EUR 15,000</i>
	<i>Yearly fixed base remuneration: Member of a committee</i>	<i>EUR 10,000</i>
-	<i>Attendance fee per meeting day:</i>	<i>EUR 1,000”</i>

Explanatory notes:

The remuneration scheme for Supervisory Board members adopted at the 2023 Annual General Meeting shall be adjusted in line with standard market developments.

Agenda item 8: 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 ordinary general meeting of AUSTRIACARD HOLDINGS AG on 9 July 2024.

The supervisory board has revised the remuneration policy and now presents it to the annual general meeting for approval.

Agenda item 9: 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 authorizations granted by resolution of the annual general meeting on 30 June 2023 under agenda item 7 are revoked to the extent not yet used.

b. 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).

c. 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.

d. 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.

e. 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.

f. These authorizations (items b.-e.) 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 10: Resolution to authorize the management board to increase, subject to approval by the supervisory board, the Company’s share capital as set forth in Sec 169 AktG (authorized capital 2025) against contribution in cash and/or in kind, including authorization to exclude subscription rights, including the resolution on the revocation of the existing authorization pursuant to item 4.9 of the articles of association with a corresponding amendment of item 4.9 of the articles of association

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

“a. The authorizations granted by resolution of the extraordinary general meeting on 30 November 2022 under agenda item 1 and modified by resolution of the annual general meeting on 30 June 2023 under agenda item 8 in accordance with item 4.9 of the articles of association are hereby revoked.

b. The management board shall be authorized to increase the share capital with the approval of the supervisory board within five years after registration of the amendment of the articles of association – also in several tranches – by an amount of up to EUR 9.088.467 by issuing up to 9.088.467 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.

c. The management board shall be authorized to offer the new shares by way of an indirect subscription right pursuant to Sec 153 para 6 AktG, subject to exclusion of subscription rights.

d. Furthermore, the management board shall be authorized to fully or partly exclude the subscription rights of the shareholders (exclusion of the subscription rights) with approval of the supervisory board (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% of the Company’s share capital at the time the authorization is granted, (ii) if the capital increase is effected against contribution in kind (in particular for the purpose of acquiring companies, businesses, parts of businesses or shares in one or more companies), (iii) for

issue to employees, senior executives and members of the management board of the Company or an affiliated company as part of an employee participation program or a share option program, or (iv) for the settlement of fractional amounts.

e. The supervisory board shall be authorized to adopt amendments to the articles of association arising from any utilization of authorized capital.

f. Item 4.9 of the articles of association is amended so that it henceforth reads as follows:

‘The Management Board shall be authorized to increase the share capital with the approval of the Supervisory Board within five years after registration of the amendment of the Articles of Association – also in several tranches – by an amount of up to EUR 9,088,467 (Euro nine million eighty-eight thousand four-hundred sixty seven) by issuing up to 9,088,467 (nine million eighty-eight thousand four-hundred sixty seven) 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.

The Management Board is authorized to offer the new shares by way of an indirect subscription right pursuant to sec 153 para 6 Austrian Stock Corporation Act, subject to exclusion of subscription rights.

Furthermore, the Management Board is authorized to fully or partly exclude the subscription rights of the shareholders (exclusion of the subscription right) with approval of the Supervisory Board (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 (in particular for the purpose of acquiring companies, businesses, parts of businesses or shares in one or more companies), (iii) for issue to employees, senior executives and members of the Management Board of the Company or an affiliated company as part of an employee participation program or a share option program, or (iv) for the settlement of fractional amounts.

The Supervisory Board is authorized to adopt amendments to the Articles of Association arising from any utilization of authorized capital.’ ”

Explanatory notes: Regarding the explanatory notes, reference is made to the management board’s report on this agenda item pursuant to Sec 153 para 4 AktG in conjunction with Sec 169 AktG and Sec 170 para 2 AktG.

Agenda item 11: Elections to the supervisory board

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

“The number of the members of the Supervisory Board elected by the general meeting shall be reduced and will henceforth consist of four members.”

The supervisory board and Mr Nikolaos Lykos propose that the general meeting adopts the following resolution:

“Mr. Nikolaos Lykos, born on 1 January 1957, is elected as a member of the Supervisory Board of AUSTRIACARD HOLDINGS AG until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2026 financial year.”

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

“Mr. Stefano Brusoni, born on 24 June 1970, is elected as a member of the Supervisory Board of AUSTRIACARD HOLDINGS AG until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2026 financial year.”

Explanatory notes:

As announced on May 13, 2025, the Chairman of the Board and core shareholder of AUSTRIACARD HOLDINGS AG, Mr. Nikolaos Lykos, declared and proposed, respectively, during the Supervisory Board meeting on the same day to run for election to the Supervisory Board. Furthermore, during the same Supervisory Board meeting, the Chairman of the Supervisory Board, Mr. Petros Katsoulas, as well as Supervisory Board members Mr. Michael Butz and Mr. Anastasios Gabrielides, announced their resignation from the Supervisory Board effective at the end of the Annual General Meeting on 24 June 2025 (in the case of Mr. Anastasios Gabrielides, contingent upon the election of a new member to the Supervisory Board at the Annual General Meeting on 24 June 2025).

According to section 7.1.1 of the Articles of Association, the Supervisory Board of AUSTRIACARD HOLDINGS AG consists of three to ten members elected by the Annual General Meeting. Until now, the Supervisory Board consisted of five members elected by the Annual General Meeting. Two members are up for election to the Supervisory Board, which would result in the Supervisory Board consisting of four members elected by the Annual General Meeting, thereby still complying with the minimum number of Supervisory Board members (with one member is resigning only on the condition that at least one member is elected to the Supervisory Board).

AUSTRIACARD HOLDINGS AG will continue not to fall within the scope of Sec 86 para 7 AktG.

The Supervisory Board proposes to elect Mr Nikolaos Lykos to the Supervisory Board of AUSTRIACARD HOLDINGS AG and thus supports his proposal. Mr. Nikolaos Lykos currently holds 26,865,107 of the voting shares in AUSTRIACARD HOLDINGS AG. The requirement of Sec 86 para 4 item 2 AktG, which states that a management board member can be elected to the supervisory board of a listed company only if the election is proposed by shareholders holding more than 25% of the voting rights in the company, is therefore fulfilled.

The Supervisory Board further proposes to elect Mr. Stefano Brusoni to the Supervisory Board.

The proposed candidates have each submitted a declaration in accordance with Sec 87 para 2 AktG, which, along with their respective resumes, is available on the company's website (<https://www.austriacard.com/agm/>).

In making its proposals, the Nomination and Remuneration Committee of the Supervisory Board has taken into account the professional and personal qualifications of the members, as well as the goal of a balanced composition of the Supervisory Board with regard to the professional qualifications of the members, including aspects of diversity and the internationality of its members, in accordance with Sec 87 para 2a AktG, to the greatest extent possible.

Shareholder proposals for election, whose shares, individually or in aggregate, reach one percent of the share capital, and the declarations pursuant to Section 87 para 2 AktG must be received by the company in text form for each proposed person no later than 12 June 2025, and must be made accessible on the company's website by the company no later than the second business day after receipt; otherwise, the respective person may not be included in the voting. For details and conditions regarding the consideration of such election proposals, please refer to the information on shareholder rights contained in the invitation to this general meeting, which is also available on the company's website (<https://www.austriacard.com/agm/>).