

AUSTRIACARD HOLDINGS AG

REMUNERATION REPORT 2024

1. Introduction

AUSTRIACARD HOLDINGS AG has been publicly traded on the Vienna Stock Exchange as well as the Athens Exchange since March 2023. This remuneration report was prepared in accordance with Sec 78c and 98a Austrian Stock Corporation Act (AktG) in order to provide a comprehensive overview of the remuneration awarded to the members of the Management Board and Supervisory Board in the financial year 2024.

This remuneration report is based on the currently applicable remuneration policy for the members of the Management Board and the Supervisory Board adopted by the Annual General Meeting on 9 July 2024. The related resolution was approved by 99.96% of the valid votes cast. The Remuneration Policy may be retrieved from <https://www.austriacard.com/investor-relationships-ac/policies-reports-ac/>.

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 approved by the Supervisory Board on 27 March 2025. In accordance with the applicable legal requirements, this remuneration report will be presented to the Annual General Meeting to be held on 24 June 2025 and put to a respective vote.

This Remuneration Report describes the basic features of the remuneration systems for the members of the Management Board and Supervisory Board of AUSTRIACARD HOLDINGS AG and provides information on the (i) remuneration awarded and on the (ii) remuneration due to the members of the Management Board as well as to the members of the Supervisory Board in the financial year 2024. It takes into account the requirements set out in Sections 78c and 98a AktG and is based on Statement 37 of the Austrian Financial Reporting and Auditing Committee ("AFRAC Statement").

2. Economic developments in the past financial year

AUSTRIACARD HOLDINGS AG has completed the 2024 financial year with strong revenue and profitability growth. During the 2024 financial year, group adjusted revenues¹ increased by 9.7%, reaching EUR 385.3 million. This growth was mainly driven by the

- Continued implementation of the EU RRF subsidized public administration digitalization projects in Greece,
- Implementation of a new holistic security documents solutions contract in the African market,
- Increased demand for premium metal payment cards, especially with Digital Challenger banks.

In the financial year 2024 the group adjusted EBITDA grew by 11.4% and reached EUR 54.9 million, with a margin of 14.2% compared to 14.0% in the financial year 2023.

Profit of the period increased by 16.6% to EUR 19.8 million, with a margin of 5.1% compared to 4.8% in 2023, due to strong operating performance.

A dividend of EUR 0.11 per share will be proposed to the Annual General Meeting on 24 June 2025.

¹ Excluding the effect of IAS29 (Hyperinflation accounting) with respect to the Türkiye-based subsidiary.

3. Remuneration of the Management Board

The results achieved by AUSTRIACARD HOLDINGS AG in the 2024 financial year are reflected in the remuneration of the Management Board members.

In the following, both (i) the remuneration awarded and (i) the remuneration due to the Management Board members are presented. The remuneration due includes the amounts actually paid to the Management Board member within a specified period which are to be assigned to the current period under review. On the other hand, it also includes entitlements definitively acquired in this period, even if payment takes place in a later period. The remuneration awarded relates to provisions allocated in a financial year as well as other accrued remuneration components made on the basis of legal or contractual obligations which must be economically allocated in this reporting period although the final specification and payment will take place in subsequent periods. With the exception of the information presented in chapter “3.2.3. Share option program”, all tables include remuneration components due, i.e. amounts actually received or entitlements definitively acquired. This allows for a good comparability of the annual remunerations.

The following table shows a summary of fixed and variable remuneration components allocated to Management Board members in accordance with AUSTRIACARD HOLDINGS AG’s remuneration policy, which was approved by the Annual General Meeting on 9 July 2024:

Board member	Function	Fixed base remuneration in €	Annual bonus in cash in €	Share option plan in €	Total (gross) in €
Nikolaos Lykos	Chairman of the Management Board	564,000	-	-	564,000
Panagiotis Spyropoulos ²	Deputy-Chairman of the Management Board and Group CEO (until 20 March 2024)	73,938	280,000 ³ -	283,203	637,141
Emmanouil Kontos ⁴	Deputy-Chairman of the Management Board and Group CEO	408,463	546,000	937,500	1,891,963
Jon Neeraas	Executive Vice President Western Europe, UK, Nordics and Americas	277,060	325,000	937,500	1,539,560
Burak Bilge	Executive Vice President Türkiye / Middle East and Africa	262,064	125,000	251,494	638,558
Markus Kirchmayr	Group CFO	257,593	325,000	468,750	1,051,343
TOTAL		1,843,110	1,601,000	2,878,447	6,322,565

² End of March 2024 Panagiotis Spyropoulos stepped down from his position as Group Chief Executive Officer and Vice-Chairman of the management board of the Company.

³ AUSTRIACARD HOLDINGS AG concluded a mutual termination agreement with Panagiotis Spyropoulos effective as of 31 March 2024 in which he waived his entitlement for the annual bonus in cash with respect to financial year 2024. In this mutual termination agreement, it was agreed to pay an amount of EUR 280,000 as termination benefit in 2024 which is presented in the column “Annual bonus in cash in €”.

⁴ Emmanouil Kontos, previously Deputy Group Chief Executive Officer and EVP DACH, CEE/SEE, was appointed Deputy-Chairman of the management board and Group CEO starting from 21 March 2024.

3.1. General principles

The remuneration policy seeks to promote recurring creation of value for the AUSTRIACARD Group, establishing alignment between the interests of its employees and shareholders with sound risk management. It is founded in the guiding principles of (i) proportionality, (ii) incentivizing the recruitment, motivation and retention of high-calibre executive talent, (iii) incentivizing adherence to business strategy, long-term interests and sustainable growth over short-term gains and excessive risk taking, (iv) rewarding creation of value, (v) prevention of conflicts of interest, (vi) risk management, (vii) consistency of remuneration practices across the company, and (viii) transparency.

The remuneration policy is published on AUSTRIACARD HOLDINGS AG's website under <https://www.austriacard.com/investor-relations-ac/policies-reports-ac/>.

3.2. Remuneration structure

In accordance with the applicable remuneration policy, the remuneration of the members of the Management Board includes fixed and variable components.

3.2.1. Fixed base remuneration

The fixed base remuneration is determined by the Nomination and Remuneration Committee after due consideration of the levels of fixed remuneration paid by other (comparable) companies of similar size and business for similar positions, education, skills required for the position, experience, position and responsibilities of the member of the Management Board, individual performance, the company's performance, salary and employment conditions in the company as well as broader economic and inflationary conditions in the country of residence of the member of the Management Board.

The fixed remuneration of the Management Board members 2024 consisted of the fixed basic salary, benefits in kind, various insurance policies and pension fund contributions. Benefits in kind include mainly the provision of a car for official and private purposes. The benefits of a medical insurance or other additional insurance policies are also listed.

D&O insurance: The Management Board members are covered by Directors & Officers (D&O) insurance taken out by AUSTRIACARD HOLDINGS AG to adequately protect them from claims which may arise from decisions and actions taken as part of their duties.

The fixed base remuneration awarded to Management Board members of AUSTRIACARD HOLDINGS AG in the 2024 financial year is set out in the table below:

Fixed remuneration in EUR	Nikolaos Lykos⁵	Panagiotis Spyropoulos⁶	Emmanouil Kontos	Jon Neeraas⁷	Burak Bilge⁸	Markus Kirchmayr
Fixed remuneration	564,000	70,000	400,714	250,000	250,000	250,000
Benefits in kind	0	3,718	7,749	0	11,064	7,593
additional insurance	0	220	0	5,322	1000	0
Pension funds contribution	0	0	0	21,738	0	0
TOTAL FIXED REMUNERATION	564,000	73,938	408,463	277,060	262,064	257,593

3.2.2. Variable remuneration

Variable remuneration may comprise of the following elements: (i) annual bonus in cash (STI) and (ii) participation in a performance share plan (LTI).

3.2.2.1. Annual bonus in cash (STI)

The agreements with the members of the Management Board may allow for the provision of an annual bonus in cash, which aims to reward the achievement of financial and operational objectives on an annual basis. For the purposes of granting the annual bonus, the Nomination and Remuneration Committee determines the specific annual financial targets for a two-year period, which are aligned with the Company's business strategy, which have to be clear and sufficiently detailed. Annual bonuses in cash are paid, only if the members of the Management Board meet the targets set by the Nomination and Remuneration Committee, provided that the Company has profits. The annual bonus in cash shall not exceed 130% of their annual fixed base remuneration.

For the 2024 financial year, the following targets were set by the Nomination and Remuneration Committee:

The profit sharing (bonus) is based on the achieved consolidated adjusted Profit before tax ("PBT") of AUSTRIACARD group in the fiscal years 2023 – 2024. Following members of the Management Board are covered by this profit sharing:

- Emmanouil Kontos,
- Jon Neeraas, and
- Markus Kirchmayr.

5 Amounts presented excluding applicable VAT of 20%.

6 Paid by INFORM LYKOS (HELLAS) S.A. (subsidiary of AUSTRIACARD HOLDINGS AG) for January – March 2024 as Panagiotis Spyropoulos stepped down from his position as Group Chief Executive Officer and Vice-Chairman of the management board of the Company end of March 2024.

7 Paid by TSG Norway AS (subsidiary of AUSTRIACARD HOLDINGS AG).

8 Paid by AUSTRIA CARD TURKEY KART OPERASYONLARI ANONIM SIRKETI (ACT) (subsidiary of AUSTRIACARD HOLDINGS AG).

In this context, adjusted Profit before tax means profit before taxes, stock option accounting, effects from restructuring measures and restructuring related write-downs (impairments), gains and losses from foreign exchange differences, gains and losses from fair value accounting (e.g. but not limited to change of fair value of financial instruments or other items accounted for at fair value through P&L).

The total profit sharing (bonus) pool is 40% of the part of PBT exceeding in the financial year 2024 EUR 25.0m (+10% of PBT target for 2023 of EUR 22,8m) (= target).

In order for the profit sharing (bonus) to be (fully) achieved, the Net Debt / EBITDA of AUSTRIACARD Group must be below 3.0x after profit sharing. In case of significant acquisitions or investments, Net Debt / EBITDA has to remain below 3.5x calculated based on pro-forma financial statements. The PBT, EBITDA and Net Debt will be determined based on the annual consolidated financial statements of AUSTRICARD HOLDINGS Group.

The adjusted PBT 2024 amounts to € 29.6m and includes a provision for this profit-sharing program amounting to € 1.2m. The basis for the calculation of the target achievement is adjusted PBT before profit sharing expense in order to avoid double counting and amounts to € 30.8m. Thus, a target has been exceeded by € 5.8m, considering the cap of 130% based on the annual gross remuneration, € 1.2m are eligible for distribution to the participants. The EBITDA / Net debt target has been achieved since this KPI is below 3x.

Burak Bilge has a different annual bonus scheme in place: Mr. Bilge has a maximum bonus entitlement of 50% of his annual salary. His annual salary in the financial year 2024 amounted to € 250.0k. Thus, the maximum bonus amounts to € 125.0k.

Mr. Bilge has fulfilled his targets in FY 2024. The targets presented concern the subsidiary AUSTRIA CARD TURKEY KART OPERASYONLARI ANONIM SIRKETI (“ACT”).

Amount in € million	Weighting in %	Achievement per target in %	Weighted achievement
Achievement of sales budget of ACT	30%	99.8%	29.9%
OPEX of ACT <= Budgeted	10%	104.0%	10.4%
Achievement of budgeted EBITDA and EBT	50%	100.0%	50.0%
Working capital improvement / in % of revenues	10%	100.0%	10.00%
TOTAL	100%		100,3%

Mr. Nikolaos Lykos as Chairman of the Management Board and main shareholder of the Company does not have a variable remuneration plan.

The variable remuneration related to the annual bonus in cash awarded to Management Board members of AUSTRIACARD HOLDINGS AG in the financial year 2024 is set out in the table below:

Board member	Achievement	Bonus in cash for FY 2024 (paid in 2025)
Nikolaos Lykos	n.a.	-
Panagiotis Spyropoulos	n.a.	-
Emmanouil Kontos	130%	546,000
Jon Neeraas	130%	325,000
Burak Bilge	100%	125,000
Markus Kirchmayr	130%	325,000
TOTAL		1,321,000

AUSTRIACARD HOLDINGS AG concluded a mutual termination agreement with Panagiotis Spyropoulos effective as of 31 March 2024 in which he waived his entitlement for the annual bonus in cash with respect to financial year 2024. In this mutual termination agreement, it was agreed to pay an amount of EUR 280,000 as termination benefit in 2024 which is presented in the column “Annual bonus in cash in €” in this section 3. of this report.

3.2.3. Share option program

3.2.3.1. Share option program of the Company

On 30 June 2023, AUSTRIACARD HOLDINGS AG has implemented a new share option program for certain members of the top-level management of AUSTRIACARD HOLDINGS AG and its subsidiaries. The share option program aims to promote long-term value generation.

The share option program replaced the pre-existing stock option programs established by (i) INFORM P. LYKOS HOLDINGS S.A., as approved by INFORM P. LYKOS HOLDINGS S.A.’s general annual meeting on 10 June 2022, and (ii) AUSTRIA CARD Plastikkarten und Ausweissysteme Gesellschaft m.b.H., as approved by AUSTRIACARD HOLDINGS AG’s Supervisory Board on 17 December 2021 and AUSTRIA CARD Plastikkarten und Ausweissysteme Gesellschaft m.b.H.’s general meeting on 20 December 2021.

The share option program grants its beneficiaries the right to acquire common shares in AUSTRIACARD HOLDINGS AG in 2026 by means of options, whereas the aggregate number of options available for the share option program depends on the achieved return on invested capital (ROIC) as well as the total number of issued shares both as of 31 December 2025. The ROIC is determined by comparing the fair value of the Group as at 31 December 2025 with the defined fair value as at 31 December 2020. The fair value is calculated using a defined formula based on the audited consolidated financial statements for the financial year 2025. The formula corresponds to a simplified company valuation based on an EBITDA multiple less net debt of the Group.

ROIC	Options
Less than 8.40%	None.
8.40% or higher	1.60% of issued shares
11.80% or higher	3.20% of issued shares
14.90% or higher	4.80% of issued shares
17.60% or higher	6.40% of issued shares
20.10% or higher	8.00% of issued shares

The participants in this program include Panagiotis Spyropoulos holding 12.7%⁹, Emmanouil Kontos and Jon Neeraas each holding 18.8% and Markus Kirchmayr holding 9.4% of the options.

Share options vest by 1/48 (approx. 2.08%) at the end of each calendar month starting as of 1 January 2022 and ending on 31 December 2025 provided that at the end of the relevant calendar month, the relevant beneficiary's contract with AUSTRIACARD HOLDINGS AG (or its relevant subsidiary) is still effective. Options are granted to the beneficiaries without consideration. The options are transferred in 2026, before that only a contractual right is acquired by the beneficiaries.

In principle, the share option program must be fulfilled with the transfer of shares in the Company, but it also grants the Company the option to fulfill the program in whole or in part with cash. The Management Board assumes that the program will indeed be filled with shares.

The fair value of the entire investment program amounted to € 20 million at the time of adoption. The amount is to be recognized in expenses over four years, depending on any fluctuation. The fair value was determined using the Black-Scholes method based on the following parameters:

- Share price at grant date (before capital increase from own funds and share split): € 14,3
- Strike price: € 0
- Expected volatility, calculated based on the Company's peer group: 43.80%
- Risk-free interest rate (based on 6-month-euribor): 3,58%
- Expected dividends: 1.25%

The variable remuneration related to the Share option plan of the Company, earned by the Management Board members of AUSTRIACARD HOLDINGS AG in the financial year 2024 is set out in the table below:

Board member	Amount of options vested in 2024	Amount of total vested options as of 31 December 2024¹⁰
Panagiotis Spyropoulos ¹¹	283,203	2,548,828
Emmanouil Kontos	937,500	2,812,500
Jon Neeraas	937,500	2,812,500
Markus Kirchmayr	468,750	1,406,250
TOTAL	2,626,953	9,580,078

3.2.3.2. *Share option program of a subsidiary*

As a part of his remuneration package Burak Bilge is entitled to receive – assuming the budgeted targets for the respective financial year are achieved – one percent of the subsidiary's shares (ACT) per anno with a ceiling of 10%. The program ends per 31 December 2025. In addition, both the beneficiary as well as the parent company of the subsidiary dispose of a mutual put- and call-option once the managing director leaves the subsidiary.

⁹ Panagiotis Spyropoulos was a participant in the management participation program, previously holding 22.7% of the share options in the program, which were further reduced to 12.7% due to the early departure of Mr. Spyropoulos from the program. His claims arising from the program up to 30 March 2024 are vested and shown within reserve for share-based payments in Equity.

¹⁰ Amount of total vested options as of 31 December 2024 is included Reserve for share-based payments in Equity.

¹¹ Panagiotis Spyropoulos stepped down from his position as Group Chief Executive Officer and Vice-Chairman of the management board of the Company end of March 2024.

The fair value to be disclosed is calculated annually using a defined formula based on the Company's audited consolidated reporting package. The formula corresponds to a simplified company valuation based on an EBITDA multiple less net debt / plus net cash.

Mr. Bilge has achieved his targets at 96.7% in FY 2024. The targets presented concern the subsidiary ACT:

Amount in € million	Weighting in %	Achievement per target in %	Weighted achievement
Achievement of sales budget of ACT	30%	95.4%	66.8%
Achievement of budgeted EBITDA	70%	99.8%	29.9%
TOTAL	100%		96.7%

After awarding Mr. Bilge the additional 0.967% of the shares in the subsidiary, Mr. Bilge will hold 8.967% of the share capital of ACT.

The fair value of the liability related to the put-option for the shares in the subsidiary of the beneficiary amounts to € 2,263,442 as of 31 December 2024. The fair value of the option earned in the period from 1 January to 31 December 2024 amounts to € 251,494. In 2024, Mr. Bilge received € 184,573.34 in dividends from the subsidiary ACT.

3.2.4. Remuneration awarded by affiliated companies

As disclosed above, in the financial year 2024, fixed and variable remuneration was awarded to Management Board members by affiliated companies of AUSTRIACARD HOLDINGS AG. Panagiotis Spyropoulos, Jon Neeraas and Burak Bilge received remuneration by subsidiaries.

3.3. *Term and termination*

The term of the members of the Management Board is determined in the relevant resolution of the competent corporate bodies but may not exceed five (5) years in any case. A re-election of the Management Board member upon expiration of the term is permissible. As of the end of financial year 2024, the remaining terms of office of the current Management Board members are:

Board member	Role	Initial Appointment	(latest) re- Appointment	End of term
Nikolaos Lykos	Chairman of the Management Board	10 March 2011	1 May 2020	1 May 2025
Emmanouil Kontos	Deputy Chairman and Group CEO	1 July 2023	n.a.	30 June 2027
Jon Neeraas	Executive Vice President Western Europe, UK, Nordics and Americas	1 July 2023	n.a.	30 June 2027
Burak Bilge	Executive Vice President Türkiye / Middle East and Africa	1 July 2023	n.a.	30 June 2027
Markus Kirchmayr	Group CFO	1 July 2023	n.a.	30 June 2027

4. Remuneration of the Supervisory Board

4.1. Overview

Please find an overview of the remuneration awarded to AUSTRIACARD HOLDINGS AG's Supervisory Board members in the financial year 2024 below:

Supervisory Board member	Fixed remuneration	Attendance fees for meeting days	Committee work ¹²	Total (gross)
Amounts in €				
Petros Katsoulas (Chairman; member of the Nomination and Remuneration Committee and Audit Committee)	30,000	6,000	20,000	56,000
John Costopoulos (Deputy Chairman, Chairman of the Nomination and Remuneration Committee)	25,000	6,000	12,500	43,500
Michael Butz, MSc, MBA (member of the Nomination and Remuneration Committee)	25,000	6,000	10,000	41,500
DDr. Martin Wagner (Chairman of the Audit Committee)	25,000	4,000	12,500	41,000
Anastasios Gabrielides (member of the Audit Committee)	25,000	4,000	10,000	39,000
			TOTAL (gross)	221,000

The remuneration awarded to the Supervisory Board members will be paid after the Annual General Meeting of AUSTRIACARD HOLDINGS AG, scheduled for 24 June 2025, in July 2025.

4.2. Remuneration structure

4.2.1. Fixed remuneration

The Supervisory Board members receive fixed base remuneration for the time commitment required for the performance of their duties as Supervisory Board members. Additional fixed base remuneration is paid to the Supervisory Board members that are also members of the Committees of the Supervisory Board to reflect their increased time commitment. The fixed base remuneration is not performance-based. Instead, it considers the responsibilities of the role (e.g. the fixed base remuneration for the Chairman of the Supervisory Board and the Chairman of each Committee of the Supervisory is higher than the remuneration received by the members), the skills and knowledge required as well as the expected time commitment and broader economic and inflationary conditions. Periodic benchmarking against relevant market comparators, reflecting the size and complexity of the role, is used to provide context when setting fixed remuneration components of the Supervisory Board members.

The fixed base remuneration scheme is reviewed regularly and is subject to a resolution by the Annual General Meeting of the Company at least every four years. The remuneration shall be due 15 days after the annual general meeting in the following business year (i.e. 15 days after 24 June 2025).

¹² Nomination and Remuneration Committee and Audit Committee.

4.2.2. Attendance fees per meeting

The Supervisory Board members receive fixed attendance fees for meeting days of the Supervisory Board and its Committees, which reflect the time commitment required for the participation in the meetings, including preparation of the meetings and travelling to the place where the meetings are held.

4.2.3. No other variable remuneration

Aside from attendance fees, the Supervisory Board members do not receive any variable remuneration. The Supervisory Board members do not participate in any pension plans nor receive any other benefits in kind.

4.2.4. Additional services

The members of the Supervisory Board may receive additional remuneration for extra services offered to the Company as far as permissible under the Articles of Association of the Company, the Rules of Procedure of the Supervisory Board and the applicable Austrian laws.

4.2.5. Other benefits

Expenses: The members of the Supervisory Board may claim reasonable business (including travel, accommodation and vocational training) expenses and be reimbursed on the same basis as all employees.

D&O insurance: The Supervisory Board members are covered by directors & officers (D&O) insurance taken by the Company to adequately protect them from claims which may arise from decisions and actions taken as part of their duties.

4.3. Term and termination

The term of the members of the Supervisory Board is determined in the relevant resolution of the General Meeting of the Company, but ends in any case at the end of the Annual General Meeting, that decides on their discharge for the fourth fiscal year following their election.

As of the end of the financial year 2024, the remaining terms of office of the current Supervisory Board members are:

Board member	Initial Appointment	latest re-Appointment	End of term
Petros Katsoulas (Chairman)	27 April 2015	22 June 2022	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year
John Costopoulos (Deputy chairman)	6 July 2016	22 June 2022	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year
Michael Butz, MSc, MBA	30 November 2022	n.a.	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year
DDr. Martin Wagner	30 November 2022	n.a.	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year
Anastasios Gabrielides	30 November 2022	n.a.	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year