

REPORT

pursuant to Sec 65 para 1b Austrian Stock Corporation Act (*AktG*) in conjunction with Sec 153 para 4 *AktG* in conjunction with Sec 159 para 2 no 3 last sentence *AktG* and Sec 119 para 9 Austrian Stock Exchange Act 2018 (*BörseG 2018*)

By resolution of the Company's annual general meeting held on 24 June 2025, the management board of the Company was authorized, amongst other things, (i) to acquire own shares in the Company in accordance with Sec 65 para 1 no 4 and 8 and para 1a and para 1b Austrian Stock Corporation Act (*AktG*) for a period of 30 months from the date of resolution, i.e. up to and including 23 December 2027, (ii) 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, and (iii) to adopt a resolution, subject to the approval 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 for the period of five years from the date of resolution, i.e. up to and including 23 June 2030. This authorization includes, amongst other things, 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 purpose of transferring shares to employees, senior executives as well as members of the management board of the Company or its subsidiaries for remuneration purposes. Pursuant to Sec 65 para 1b fourth sentence *AktG*, the sale of own shares for the purpose of settling share options granted to the group of persons referred to in Sec 65 para 1 no 4 *AktG* does not require any further resolution by the general meeting.

The management board and the supervisory board of the Company intend to utilize this authorization and to resolve the transfer of a total of 448,799 own shares of the Company, as part of the share option program approved by the Company's supervisory board on 30 June 2023, to the following members of the management board and senior executives of the Company or its subsidiaries: Emmanouil Kontos (Chairman of the Management Board and Group CEO, 170,971 shares), Jon Neeraas (Executive Vice President Western Europe, UK, Nordics and Americas, 170,971 shares), and Markus Kirchmayr (Group CFO, 85,485 shares). Furthermore, 21,372 shares are to be transferred to a senior executive of a subsidiary of the Company. In accordance with the applicable legal requirements and subject to the approval of the supervisory board, the shareholders' right of repurchase (subscription right) with respect to the own shares required to service the claims under the share option program is to be excluded.

The Company's supervisory board therefore submits the following report pursuant to Sec 159 para 2 no 3 last sentence *AktG*:

REPORT:

1. Share option program

1.1. Purpose and objective of the share option program, calculation

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 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.

Further details on the share option program can be found in the 2024 remuneration report under the following link: <https://www.austriacard.com/wp-content/uploads/2025/06/ai-6-Remuneration-report-MB-SB.pdf>

1.2. Participation in the share option program

Participants in the share option plan include the following current members of the management board: Emmanouil Kontos (Chairman of the Management Board and Group CEO), Jon Neeraas (Executive Vice President Western Europe, UK, Nordics and Americas), and Markus Kirchmayr (Group CFO), as well as certain former members of the management board and senior executives of the Company or its subsidiaries.

1.3. Acquisition of share options, term

The share option program dated 30 June 2023, entered into effect on that date.

The vesting period for the share option program dated 30 June 2023, is 48 months (1 January 2022 through 31 December 2025). The vesting period begins prior to the start of the share option program dated 30 June 2023, as the share option program dated 30 June 2023 replaced an earlier share option program whose vesting period began on 1 January 2022.

The Company informed the participants in the share option program in March 2026 of the number of share options to be granted under the program. All participants subsequently submitted the corresponding exercise notices, through which the share options were acquired. The three active members of the management board participating in the share option program each submitted their exercise notices on 3 April 2026.

The share option program dated 30 June 2023, further provides for the Company's option to redeem the participants' claims to the transfer of shares from the acquired share options in cash.

1.4. Exercise of share options, exercise price

The Company's management board and supervisory board agree that the claims of active members or the management board, namely Emmanouil Kontos (Chairman of the Management Board and Group CEO), Jon Neeraas (Executive Vice President Western

Europe, UK, Nordics and Americas), and Markus Kirchmayr (Group CFO), as well as those of an active senior executive of a subsidiary of the Company, in the amount of the own shares currently held by the Company, shall be (partially) satisfied through the transfer of shares in order to incentivize these active executives to continue acting in the long-term interests of the Company and its shareholders.

Any claims in excess of this amount by active members of the management board and the active senior executive of the Company's subsidiary, as well as all claims of former members of the management board and former senior executives of the Company or its subsidiaries, are to be settled in cash in accordance with the terms of the share option program dated 30 June 2023.

In accordance with the terms of the share option program dated 30 June 2023, the exercise price for exercising the acquired share options is EUR 0. To the extent that claims arising from the share option program are satisfied through the transfer of shares, the transfer of the relevant shares shall therefore take place without consideration.

Further details with respect to the accounting of this share option program are included in section 11. E. i. of the notes to the annual consolidated financial statements 2025 of the AUSTRIACARD Group.

2. Number of own shares to be transferred in connection with the fulfillment of the share option program

In (partial) fulfillment of the Company's contractual obligations under the share option program dated 30 June 2023, own shares are to be transferred to the following members of the management board of the Company and a senior executives of a subsidiary of the Company as follows:

- Emmanouil Kontos (Chairman of the Management Board and Group CEO): 170,971 shares
- Jon Neeraas (Executive Vice President Western Europe, UK, Nordics and Americas): 170,971 shares
- Markus Kirchmayr (Group CFO): 85,485 shares
- Senior executive: 21,372 shares

3. Exclusion of shareholders' rights of repurchase (exclusion of subscription rights)

As described above, under the share option program, own shares of the Company are to be granted to the aforementioned active members of the management board and active senior executives of the Company or its subsidiaries. The share option program is a long-term, variable compensation instrument designed to promote long-term value creation and align the interests of the participants with those of the Company and its shareholders. The share option program is also intended to increase the Company's value over the long term and strengthen the participants' identification with and loyalty to the Company. In this regard, the share option program represents an efficient means of achieving the aforementioned objectives. To this end, it is necessary to exclude the shareholders' rights

of repurchase (subscription rights) with respect to the Company's own shares to be allocated under the share option program. The preferential issuance of shares to members of the management board and senior executives of the Company or its subsidiaries also constitutes, in this sense and in accordance with Sec 153 para 5 AktG, a sufficient reason for the exclusion of the shareholders' rights of repurchase (subscription rights).

With regard to the described use of the own shares, the Company's interest therefore outweighs the disadvantage to shareholders resulting from the exclusion of the rights of repurchase (subscription rights) in the event of the use or sale of the Company's own shares to fulfill the Company's contractual obligations under the share option program dated 30 June 2023.

The exclusion of shareholders' rights of repurchase (subscription rights) in connection with the transfer of treasury shares to fulfill the Company's contractual obligations under the share option program dated 30 June 2023, is, for the reasons outlined above and after weighing all relevant circumstances, necessary, appropriate, and in the Company's interest, and is therefore objectively justified.

This report will be published on the Company's website as registered in the Austrian companies register, as well as on the Austrian Federal Government's electronic publication and information platform (EVI) and will additionally be distributed electronically throughout Europe. The report is also available for inspection at the Company's registered office. Shareholders may also request a free copy of this report. A resolution of the supervisory board required for approval of the exclusion of shareholders' rights of repurchase (subscription rights) will be adopted in accordance with statutory provisions no earlier than two weeks after publication of this report. Furthermore, this report is published in accordance with Sec 119 paras 7 and 9 BörseG 2018.

Vienna, this 22 April 2026

The Supervisory Board