

**AUSTRIACARD HOLDINGS AG: AUSTRIACARD and Dai Nippon Printing agree strategic framework for intended voluntary public takeover offer, supported by irrevocable undertaking from major shareholder Nikolaos Lykos**

- **DNP intends to launch an all-cash voluntary public takeover offer at EUR 10.00 per AUSTRIACARD share**
- **AUSTRIACARD and DNP have entered into a Memorandum of Understanding setting out the strategic framework for the contemplated transaction**
- **Mr. Nikolaos Lykos has entered into an irrevocable undertaking to accept the intended offer in respect of his shareholding of c.74.6%**
- **Offer price represents a premium of approximately 20-24% to the last closing price prior to announcement and approximately 43-46% to the six-month VWAP of AUSTRIACARD shares<sup>1</sup>**

Vienna, May 13, 2026

AUSTRIACARD HOLDINGS AG ("AUSTRIACARD" or the "Company") notes today's announcement by Dai Nippon Printing Co., Ltd. ("DNP") of its intention to launch a voluntary public takeover offer aimed at acquiring control of AUSTRIACARD pursuant to the Austrian Takeover Act (the "Offer").

In connection with the Offer, AUSTRIACARD and DNP have entered into a memorandum of understanding setting out the principal framework for the contemplated transaction and the parties' intended cooperation following completion.

Separately, Mr. Nikolaos Lykos, AUSTRIACARD's largest shareholder and a member of the Supervisory Board, has entered into an irrevocable undertaking to accept the Offer in respect of his shareholding of approximately 74.6%.

According to DNP's announcement, the Offer will provide for a cash consideration of EUR 10.00 per AUSTRIACARD share. Based on the Company's current share capital of 36,353,868 shares, the Offer values AUSTRIACARD's entire issued share capital at approximately EUR 364 million.

The Offer price represents a premium of approximately 20-24% to the last closing price of AUSTRIACARD shares prior to today's announcement and approximately 43-46% to the volume-weighted average price of AUSTRIACARD shares over the last six months prior to today's announcement<sup>1</sup>.

### **Strategic rationale**

DNP is a Tokyo-headquartered global technology and manufacturing group founded in 1876 and listed on the Tokyo Stock Exchange with a broad technology and manufacturing platform

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<sup>1</sup> Based on Vienna Stock Exchange and Euronext Athens data. The Offer Price of €10.00 per share represents a premium of 20.0% and 23.8% to the closing prices of AUSTRIACARD shares on 12 May 2026 on Euronext Athens and the Vienna Stock Exchange, respectively (€8.33 and €8.08, respectively). The Offer Price also represents a premium of 42.9% and 46.1% to the six-month VWAP of AUSTRIACARD shares on Euronext Athens and the Vienna Stock Exchange, respectively (€7.00 and €6.84, respectively), in each case for the period from 13 November 2025 to 12 May 2026, both dates inclusive.

across printing, information security, smart cards, authentication, secure data solutions and related digital technologies.

DNP has identified its information security-related business as a strategic focus area in its current mid-term management plan, with the objective of expanding high-value-added services, strengthening market share through partnerships and investing in attractive growth markets. The intended transaction would support this strategy by combining DNP's global scale, technology base and long-term investment capacity with AUSTRIACARD's established European platform, strong positions in payment and identification solutions, security printing capabilities and growing digital technologies business.

DNP has also highlighted expected synergies with Rubicon SEZC (the holding company of Laxton Group), which DNP acquired in 2025 and which specializes in government-focused ID authentication services in Africa. AUSTRIACARD has an established track record in national ID cards, ballot papers and security printing across Europe, Africa and other international markets, providing a strong basis for future cooperation in trusted public-sector and private-sector solutions.

**Mr. Emmanouil Kontos, Chairman of the Management Board and Group CEO of AUSTRIACARD, said:**

*"AUSTRIACARD has developed into an international applied technology company with strong position in holistic secure payment and identity solutions, security printing and AI-powered digital technologies. We welcome DNP's intention to launch a public takeover offer and the strategic rationale presented for the contemplated transaction. DNP's global scale, technology capabilities and long-term investment perspective could create meaningful opportunities to accelerate AUSTRIACARD's strategy, expand our international reach and drive our next phase of growth."*

**Mr. Nikolaos Lykos, member of the Supervisory Board of AUSTRIACARD, said:**

*"Our Company's roots go back to the Lykos printing business founded in 1897, and its development has always been built on entrepreneurship, trust and long-term commitment. Over generations, that heritage has grown into AUSTRIACARD: a business with a strong culture, trusted customer relationships and a clear strategic purpose. In DNP, I believe we have found the right partner to carry that legacy forward: a company that has followed a similar path from deep printing roots to advanced technology solutions, with shared values and a common focus on security, trust, innovation and long-term value creation."*

**Memorandum of understanding and irrevocable undertaking**

The Management Board and the Supervisory Board of the Company, which have approved the conclusion of the memorandum of understanding, welcome DNP's intention to launch the Offer and, subject to their review of the offer document, intend to recommend acceptance of the Offer to the shareholders in their formal response statement pursuant to Section 14 par. 1 of the Austrian Takeover Act (ÜbG).

The memorandum of understanding reflects the parties' intention to pursue a cooperative transaction process and, following completion of the Offer and subject to applicable law and

the duties of AUSTRIACARD's corporate bodies, to explore effective ways of cooperation to strengthen and grow the Company's business in the long term.

DNP has indicated that it intends to support continuity of AUSTRIACARD's business, including by supporting the retention and development of key talent within the Group and maintaining the Company's headquarters in Vienna.

Upon completion of the transaction, DNP intends to be represented in the Supervisory Board of the Company in a manner which appropriately reflects its shareholding. Mr. John Costopoulos, Chairman of the Supervisory Board of AUSTRIACARD, and Mr. Nikolaos Lykos have committed to continue serving as members of the Supervisory Board of the Company, helping to ensure continuity.

As part of the memorandum of understanding, AUSTRIACARD currently does not intend to declare, propose or pay any dividend or other distribution prior to settlement of the Offer, including the previously contemplated dividend for the financial year 2025 of EUR 0.10 per share.

Separately, Mr. Nikolaos Lykos, who owns approximately 74.6% of the Company's share capital, has entered into an irrevocable undertaking to accept the Offer in respect of his AUSTRIACARD shares. This undertaking is expected to support the successful implementation of the Offer and the achievement of the minimum acceptance condition.

### **Conditions and expected timetable**

According to DNP's announcement, the Offer is expected to be subject to customary conditions, including:

- a minimum acceptance condition of 75% of AUSTRIACARD's issued shares;
- receipt of required foreign direct investment clearances;
- receipt of required merger control clearances; and
- other conditions customary for transactions of this nature.

The final terms and conditions of the Offer will be set out exclusively in the formal offer document. The offer document will be published following review by the Austrian Takeover Commission and, to the extent applicable, in accordance with requirements resulting from AUSTRIACARD's listing on the Euronext Athens Exchange.

Subject to publication of the offer document and satisfaction of the applicable offer conditions, completion of the intended transaction is expected in the fourth quarter of 2026.

### **Advisors**

Morgan Stanley & Co. International plc is acting as exclusive financial advisor to AUSTRIACARD. Covington & Burling LLP, DSC Doralt Seist Csoklich and Argyropoulos-Gissaki & Associates are acting as legal advisors to AUSTRIACARD.

## **About AUSTRIACARD HOLDINGS AG**

AUSTRIACARD HOLDINGS AG leverages over 130 years of experience in information management, printing, and communications to deliver secure and transparent experiences for its customers. The Company offers a comprehensive suite of products and services, including payment solutions, identification solutions, smart cards, card personalization, digitization solutions, and secure data management. AUSTRIACARD employs a global workforce of 2,360 people and is headquartered in Vienna, Austria. The Company is publicly traded on both the Euronext Athens and Vienna Stock Exchanges under the symbol ACAG.

## **About Dai Nippon Printing Co., Ltd.**

Dai Nippon Printing Co., Ltd. leverages nearly 150 years of experience in printing, information technology and manufacturing to deliver secure, trusted and technology-enabled solutions to customers globally. DNP offers a broad range of products and services across printing, information security, smart cards, authentication, secure data solutions, packaging, electronics and related technology-enabled services. DNP employs a global workforce of approximately 36,000 people and is headquartered in Tokyo, Japan. DNP is publicly traded on the Tokyo Stock Exchange under the stock code 7912.

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## **Important notice**

This announcement is for information purposes only and does not constitute an offer or solicitation to purchase, sell or exchange, any securities.

The intended offer, if launched, will be made exclusively on the basis of the offer document to be published by DNP in accordance with applicable takeover law. Shareholders of AUSTRIACARD are advised to read the offer document, once published, and the reasoned statements of the Management Board and the Supervisory Board of AUSTRIACARD pursuant to § 14 of the Austrian Takeover Act, once published, carefully and in full.

This announcement does not constitute a recommendation by the Management Board or the Supervisory Board of AUSTRIACARD to accept or reject the intended offer. The Management Board and the Supervisory Board will issue their formal reasoned statements in accordance with applicable law after publication and review of the offer document.

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