

AUSTRIACARD HOLDINGS AG

REMUNERATION REPORT 2025

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 2025.

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 24 June 2025. The related resolution was approved by 100% of the valid votes cast. The Remuneration Policy may be retrieved from <https://www.austriacard.com/investor-relations-ac/policies-reports-ac/>.

This 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 7 May 2026. In accordance with the applicable legal requirements, this remuneration report will be presented to the Annual General Meeting to be held on 22 June 2026 and put to a respective vote.

This Remuneration Report describes the basic features of the remuneration system for the members of the Management Board and the Supervisory Board of AUSTRIACARD HOLDINGS AG and provides information on the (i) remuneration awarded and 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 2025. 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

After 4 years of consecutive growth (2021 to 2024), during which the AUSTRIACARD-Group achieved a revenue compound annual growth rate (CAGR) of 30%, an adjusted EBITDA CAGR of 37%, and a Net Profit CAGR of 24%, AUSTRIACARD-Group’s performance in 2025 faced significant challenges due to two main factors:

- The normalization of the Turkish payment card market negatively impacted group revenues by €22.2m, due to ongoing macroeconomic volatility and uncertainty, as well as cyclicity and normalization of paid customer stock levels, following several years of substantial growth (5-year CAGR of 52.0%), and
- the reduction in 2025 in metal card sales contributing to the Fintech sector in Europe, following a strong performance in 2024. This was primarily due to the timing of metal card campaign launches from the Group’s Fintech clients in Europe, leading to a total revenue impact of €26.0m for the Group in 2025.

These factors adversely impacted Group Revenues (8.2% decline vs. 2024), adjusted EBITDA (6.7% reduction vs. 2024) and ultimately Net Profit (15.6% decline vs. 2024). After excluding the above mentioned adverse negative effects, Group Revenues in the financial year 2025 increased by 4.1% compared to the financial year 2024, which corresponds to an increase of €16.0m. It is worth noting that in the second half of 2025 AUSTRIACARD-Group successfully reversed the profitability trends witnessed in the first half of the year. After an EBITDA shortfall of approximately €9.5m (or 33.6%) in first half of the year, the AUSTRIACARD-Group outperformed in the second half of the year, reducing the EBITDA gap compared to the financial year 2024 to only 6.7%. The primary growth drivers in the second half of the year 2025 included:

- Digitization projects in the Greek public sector,
- Security printing orders from African markets (national examinations and election materials),

- Payment solutions in the US market and planned card renewals in the CEE region, and
- ID solutions in the MEA region.

By mid-2025 AUSTRIACARD-Group successfully completed the renegotiation of its contractual obligation with chip suppliers, resulting in reduced purchase obligations and improved purchase prices for the future. As a result Group Cash flows from operating activities improved substantially in the second half of 2025, increasing by 16.7% compared to the financial year 2024 reaching €39.7m. This improvement was supported by a slower pace of the working capital build-up. The Group's Free Cash Flow (FCF) (Operating Cash Flow minus Capital Expenditures (CAPEX)), increased by 55.9% (or €8.4m) compared to the financial year 2024 to €22.5m, driven by higher Operating Cash Flow generation. CAPEX as percentage of revenues slightly decreased to 4.8% vs. 5.1% in the financial year 2024.

3. REMUNERATION OF THE MANAGEMENT BOARD

The results achieved by AUSTRIA CARD HOLDINGS AG in the financial year 2025 are reflected in the remuneration of the Management Board members.

In the following, both the remuneration awarded and 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 24 June 2025:

Management Board member	Function	Fixed base remuneration (in €)	STI (in €)	LTI (in €)	Share option program (in €)	Total (gross, in €)
Emmanouil Kontos	Chairman of the Management Board and Group CEO	509,522	42,201	0	940,663	1,492,386
Mohamed Chemloul ¹	Deputy-Chairman of the Management Board and Group CTO	120,863	9,828	0	0	130,691
Burak Bilge	Executive Vice President Türkiye, Middle East and Africa	263,810	14,445	0	0	278,255
Jon Neeraas	Executive Vice President Western Europe, UK, Nordics and Americas	276,046	36,141	0	940,663	1,252,850

¹ Mohamed Chemloul was appointed as Management Board member as of 15 July 2025. The presented remuneration refers to the period from 15 July 2025 till 31.12.2025.

Markus Kirchmayr	Group CFO	257,089	21,100	0	470,331	748,520
Nikolaos Lykos ²	(Former Chairman of the Management Board)	413,600 ³	0	0	0	413,600
	Total	1,840,930	123,715	0	2,351,657	4,316,302

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 base remuneration of the Management Board members 2025 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 financial year 2025 is set out in the table below.

² Nikolaos Lykos stepped down from the Management Board as of 24 June 2025.

³ The fixed remuneration granted to Mr. Nikolaos Lykos as disclosed includes a severance payment in the amount of € 141,000.

Management Board member	Fixed remuneration (in €)	Benefits in kind (in €)	Additional insurance (in €)	Pension funds contributions (in €)	Total fixed base remuneration (in €)
Emmanouil Kontos	500,000	9,522	0	0	509,522
Mohamed Chemloul	116,438	4,425	0	0	120,863
Burak Bilge	250,000	11,204	2,606	0	263,810
Jon Neeraas	250,000	0	5,419	20,627	276,046
Markus Kirchmayr	250,000	7,089	0	0	257,089
Nikolaos Lykos	413,600 ⁴	0	0	0	413,600

3.2.2. Variable Remuneration

According to the currently applicable remuneration policy for the members of the Management Board and the Supervisory Board adopted by the Annual General Meeting on 24 June 2025, the variable remuneration may comprise of the following elements: (i) short-term incentive (STI) and (ii) long-term incentive (LTI).

Furthermore, certain members of the Management Board were granted variable remuneration components (in particular in the form of participation in share option programs) before the current remuneration policy for the members of the Management Board and the Supervisory Board, which was adopted by the Annual General Meeting on 24 June 2025, came into force; these are also described in more detail in the following.

The agreements with the members of the Management Board provide for the Company's right to demand return of the variable remuneration elements, in whole or in part, within three years from their payment. Subject to the provisions of applicable laws, the Company may decide to apply clawback provisions up to 100% of the variable remuneration elements in case of: (i) preparation of inaccurate financial statements or other financial and non-financial information by the Covered Person, on which the payment of the bonus or other variable remuneration was based; (ii) regulatory sanctions imposed to the Company, to the extent attributable to an act or omission of the member of the Management Board; (iii) fraudulent inducement of the bonus criteria by the member of the Management Board; and (iv) criminal offenses pursuant to any applicable criminal laws against the assets of the Company. No use was made of this right to demand return of the variable remuneration elements in the financial year 2025.

3.2.2.1. Short-term Incentive (STI)

The STI is designed as a target bonus plan with a one-year assessment period, aimed at rewarding contributions made in the fiscal year to the operational execution of the business strategy and the sustainable development of the company. The STI is a performance-based variable remuneration component and includes both financial and non-financial criteria. The weighting of the financial criteria is 75%, while the weighting of the non-financial criteria (Strategy / ESG) is 25%.

Financial performance criteria

This component of the STI is measured based on the achievement of the three financial performance criteria of revenue, adjusted EBITDA, and operating cash flow. The Supervisory Board determines the weighting of each financial criteria annually between 15% and 35%, based on the strategic priorities within the respective year. The Supervisory Board may decide to use different KPIs, if deemed more suitable, and/or set regional KPIs for certain participating members of the Management Board (e.g.,

⁴ The fixed base remuneration shown as having been paid to Nikolaos Lykos includes a severance payment of € 141.000.

segment revenue for Segment EVPs).

For the financial year 2025, the Supervisory Board has determined the following weightings for the individual financial criteria:

- Revenue (Group Revenue for the CEO and CFO respectively segment revenue for segment-EVPs): 30%
- Adjusted EBITDA: 30%
- Operating cash flow: 15%

To assess the degree of target achievement for the three financial performance criteria – revenue, adjusted EBITDA, and operating cash flow – actual performance in the fiscal year is compared to the target value set by the Supervisory Board. The range of possible target achievement for these financial performance criteria in the STI spans from 0% to 200%. When the actual value meets the target value defined by the Supervisory Board, the degree of target achievement for that performance criteria is 100%. When the actual value lies between the lower threshold and the target value, or between the target value and the upper threshold, linear interpolation is applied. The ranges for the lower and upper threshold may vary depending on the performance criteria and are monitored and set by the Supervisory Board.

For the financial year 2025, the following targets have been achieved in terms of financial performance criteria:

Financial performance criteria	Upper/lower bandwidth (in %)	Lower threshold (0% target achievement) (in mn €)	Target value (100% target achievement) (in mn €)	Upper threshold (200% target achievement) (in mn €)	Value achieved (in mn €)	Target achievement (in %)	Weightened target achievement (in %)
Group Revenue	+/- 15%	350.2	412.0	473.8	360.2	16.1%	4.8%
Revenue segment WEST	+/- 15%	112.4	132.2	152	122.8	52.6%	15.8%
Revenue segment MEA	+/- 15%	69.2	81.4	93.6	61.6	0.0%	0.0%
Adjusted EBITDA	+/- 20%	48.7	60.9	73.1	51.8	25.1%	7.5%
Operating cash flow	+/- 20%	37.8	47.3	56.8	39.7	19.9%	3.0%

Non-financial performance criteria

In addition to financial development, the sustainable non-financial development of AUSTRIACARD is also of decisive importance for its long-term success. In total, non-financial criteria account for 25% of the STI, with a maximum of three non-financial performance criteria to be selected by the Supervisory Board. This part of the STI may include strategic priorities related to business development, or key ecologic (E), social (S) and governance (G) – i.e., ESG – objectives. Strategy and ESG criteria will be defined by the Supervisory Board for each fiscal year. Strategic and ESG criteria can be derived by the Supervisory Board on the basis of AUSTRIACARD’s priorities.

At the beginning of each fiscal year, the Supervisory Board not only determines the non-financial performance criteria but also defines the method for measuring performance, the target value, as well as an upper and lower threshold value. Target achievement can range from 0% to 200%. Moreover, the Supervisory Board ensures that they are both measurable and transparent.

For the financial year 2025, the Supervisory Board has established the following non-financial performance criteria with the following weighting:

- Proportion of revenues from the Digital Transformation business segment as a percentage of the total revenues: 25%

For the financial year 2025, the following targets have been achieved in terms of non-financial performance criteria:

Non-financial performance criteria	Upper/lower bandwidth	Lower threshold (0% target achievement)	Target value (100% target achievement)	Upper threshold (200% target achievement)	Value achieved	Target achievement	Weightened target achievement
Proportion of revenues from the Digital Transformation business segment as a percentage of the total revenues	+/- 15%	10.5%	12.3%	14.1%	9.5%	0.0%	0.0%

Total STI Target Achievement

Based on the agreed STI target figures and the target achievement shown above, the target achievement for each member of the Management Board for the financial year 2025, as well as the payout amounts listed below, are as follows:

Member of the Management Board	STI target value (in €)	Target Achievement (in %)	Payout amount (in €)
Emmanouil Kontos	275,000	15.35%	42,201
Mohamed Chemloul	64,041	15.35%	9,828
Burak Bilge	137,500	10.51%	14,445
Jon Neeraas	137,500	26.28%	36,141
Markus Kirchmayr	137,500	15.35%	21,100
Total	n.a.	n.a.	123,715

3.2.2.2. Long-term Incentive (LTI)

Starting from the fiscal year 2025, the Supervisory Board – with the Nomination and Remuneration Committee in the lead – implemented a new remuneration system for the members of the Management Board that considers the Company’s status as a publicly listed company explicitly, e.g., by aligning remuneration with the Austrian Corporate Governance Code (ÖCGK). The LTI is intended to encourage Management Board members to act in alignment with the interests of the sustainable and long-term development of AUSTRIACARD HOLDINGS AG. Linking the performance of AUSTRIACARD’s share price to the incentive contributes to a stronger link between shareholder interests and the promotion of AUSTRIACARD’s long-term growth.

The LTI is designed as a virtual Performance Share Plan (vPSP) with a three-year performance period (on a revolving basis), i.e. plan participants are conditionally granted an amount of performance share units. To determine the number of conditionally granted performance share units, the target value for each participating member of the Management Board is divided by the weighted average closing share

price over the 60 trading days prior to the grant date. The final number of performance share units is calculated by multiplying the number of performance share units at the start of the program with the degree of target achievement within financial and non-financial performance criteria, which can range from 0% to 200%. The payout amount is calculated by multiplying the final number of performance share units with the average closing share price of the 60 trading days prior to the end of the LTI plus the dividends paid per share during the performance period. The payout amount of the LTI is limited to 200% of the target value.

The LTI incorporates two financial performance criteria with a total weighting of 70%, while the weighting of the non-financial performance criteria is 30%. The total LTI target achievement and the amount paid out are determined by the Supervisory Board after the end of the performance period based on the target achievement regarding the financial and non-financial performance criteria and the respective weighting, as well as the share price and dividends paid during the performance period.

If program participants leave the Group as defined ‘Bad Leaver’ before the end of the program, all performance share units of all outstanding LTI tranches granted to the beneficiary will forfeit automatically and immediately without replacement. If program participants leave the Group as ‘Good Leaver’, the number of the performance share units granted to this beneficiary will be reduced pro-rated on monthly basis. If a beneficiary leaves the company before the Start date of the performance period, then the respective beneficiary is not entitled to any benefits from the relevant LTI.

In accordance with IFRS 2, share-based payments are measured at fair value at the grant date and at every balance sheet date. The expense is recognized over the vesting period. Due to the Supervisory Board’s decision to settle virtual performance shares granted in the course of the long-term incentive program in cash, the program was classified as cash-settled and, accordingly, the share-based payments are recorded as a liability.

Long-term incentive plan 2025 (LTI 2025)

Given that the legacy Management participation program 2022-2025 matured end of financial year 2025, a LTI 2025, which was approved by the Supervisory Board in December 2024, was implemented with a reduced and delayed performance period of two years starting on 1 January 2026 until 31 December 2027.

The following table summarizes the significant terms and conditions for the LTI 2025:

Grant date	1 January 2025
Start of Vesting Period	1 January 2026
End of Vesting Period	31 December 2027
Performance Targets	aTSR, adjusted EBT, two non-financial targets: % of revenues in “new countries (segment MEA) in total revenues % of revenues in “new markets” (segment WEST) in total revenues
Total virtual performance share units at grant date	135,450
Fair value liability as of 31 December 2025 (in €)	0
Fair value of the total program (in € thousand)	565

The LTI 2025 incorporates two financial performance criteria with a total weighting of 70%, while the weighting of the non-financial criteria is 30%. The relevant financial performance targets for the LTI 2025 are the absolute total shareholder return (aTSR) and adjusted EBT. The weighting of the aTSR is set at 15%, while the weighting of the adjusted EBT is set at 55%. The assessment of aTSR performance is based on the Compound Annual Growth Rate (CAGR) of the aTSR over the respective performance period. For determining aTSR performance, the following inputs are used:

- aTSR start value: the company's share price at the beginning of the performance period; and
- aTSR end value: the company's share price at the end of the performance period plus the sum of gross dividends paid per common share of the company during the performance period.

Adjusted EBT is defined as profit before income taxes, excluding special items. The assessment of adjusted EBT performance is based on the level of adjusted EBT achieved in the last year of the performance period.

As the performance period for the LTI 2025 does not begin until 1 January 2026, no progress towards the target could be measured as at 31 December 2025.

3.2.2.3. Management Participation Programs (management participation program 2022 - 2025)

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.

ROIC	Options (in % of share capital)
less than 8.40%	none
8.40% or more	1.60%
11.80% or more	3.20%
14.90% or more	4.80%
17.60% or more	6.40%
20.10% or more	8.00%

The participants in this program include Panagiotis Spyropoulos (former Group CEO) holding 12.7%, 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 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 2025 is set out in the table below:

Member of the Management Board	Amount of options vested in 2025 (in €)	Amount of total vested options as of 31 December 2025 (in €) ⁵
Emmanouil Kontos	940,663	3,762,651
Jon Neeraas	940,663	3,762,651
Markus Kirchmayr	470,331	1,881,325
Panagiotis Spyropoulos ⁶	0	2,557,427
Total	2,351,657	11,964,053

In March 2026, the ROIC was assessed to have reached more than 20.1% and thus the total number of the options to be granted to the beneficiaries of the program – considering the early exit of several leavers – amounts to 2.211.054 which correspond to 6.082% of the total number of issued shares of the Group as of 31 December 2025. The value of the call option per share, in case of a settlement in cash, was assessed to amount to € 6.38.

Pursuant to a resolution of the Management Board dated 22 April 2026, the Company decided to partially settle the option entitlements of active beneficiaries by using all available treasury shares (448,799 shares). All remaining option entitlements exceeding the available treasury shares, as well as all option entitlements of former beneficiaries, are to be settled in cash through the exercise of the Company's contractual call option.

The settlement values of the Share option plan of the Company, earned by the Management Board members of AUSTRIACARD HOLDINGS AG to be transferred during 2026 is set out in the table below:

Member of the Management Board	Number of earned share options	Number of share options to be settled with available treasury shares	Number of share options to be settled in cash at € 6.38 per option
Emmanouil Kontos	545,308	170,971	374,337
Jon Neeraas	545,308	170,971	374,337
Markus Kirchmayr	272,654	85,485	187,169
Panagiotis Spyropoulos ⁷	370,639	0	370,639
Total	1,733,909	427,427	1,306,482
Fair value in Euros at € 6.38 per option	11,067,980		

⁵ The total number of options granted as at 31 December 2025 is included in the provision for share-based payments within equity.

⁶ Panagiotis Spyropoulos has resigned from his role as Group CEO and Deputy Chairman of the Company's Management Board at the end of March 2024.

⁷ Panagiotis Spyropoulos has resigned from his role as Group CEO and Deputy Chairman of the Company's Management Board at the end of March 2024.

3.2.2.4. Share option program of a subsidiary

As a part of his remuneration package Mr. Burak Bilge, as the managing director of AUSTRIACARD's subsidiary Austria Card Turkey Kart Operasyonlari A.S. (ACT) is entitled to receive – assuming the budgeted targets for the respective financial year are achieved – one percent of the subsidiary's shares 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.

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 financial liabilities and is therefore allocated to level 3 of the fair value hierarchy.

For the financial year 2025, the following targets have been determined:

Target	Weighting (in %)	Achievement per target (in %)	Weighted achievement (in %)
Achievement of sales budget of ACT	30%	66.55%	19.96%
Achievement of budgeted EBITDA	70%	63.23%	44.26%
Total	100%		64.22%

As the targets for the 2025 financial year were not met, Mr Burak Bilge was not granted any shares in ACT. As at 31 December 2025, Mr Burak Bilge holds a total of 8.967% of ACT's share capital.

The fair value of the liability related to the put-option for the shares in the subsidiary of the beneficiary amounts to € 1,130,096.85 as of 31 December 2025. The fair value of the option earned in the period from 1 January to 31 December 2025 amounts to € 0. In 2025, Mr. Bilge received € 61,477.60 in dividends from the subsidiary ACT.

3.2.2.5. Remuneration awarded by affiliated companies

As disclosed above, in the financial year 2025, fixed and variable remuneration was awarded to Management Board members by affiliated companies of AUSTRIACARD HOLDINGS AG. 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 2025, the remaining terms of office of the current Management Board members are:

Member of the Management Board	Function	Initial appointment	(lastest) appointment	Re-	End of term
Emmanouil Kontos	Chairman of the Management Board and Group CEO	1 July 2023		n.a.	30 June 2027
Mohamed Chemloul	Deputy-Chairman of the Management Board and Group CTO	15 July 2025		n.a.	30 June 2027

Burak Bilge	Executive Vice President Türkiye, Middle East and Africa	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
Markus Kirchmayr	Group CFO	1 July 2023	n.a.	30 June 2027
Nikolaos Lykos	(Former Chairman of the Management Board)	10 March 2011	1 May 2020	24 June 2025

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 2025 below:

Supervisory member	Board	Fixed Remuneration supervisory board (in €)	Fixed remuneration committees (in €)	Attendance fees for meeting days (in €)	Total (in €)
John Costopoulos (Chairman; Chairman of the Nomination and Remuneration Committee; Member of the Audit Committee)		37,562	18,747	7,000	63,308
DDr. Martin Wagner (Deputy-Chairman; Chairman of the Audit Committee; Member of the Nomination and Remuneration Committee)		30,014	21,295	7,000	58,308
Dr. Stefano Brusoni (Member of the Audit Committee)		13,082	4,986	5,000	23,068
Nikolaos Lykos (Member of the Nomination and Remuneration Committee)		13,082	5,014	5,000	23,096
Petros Katsoulas (Former Chairman; former Chairman of the Nomination and Remuneration Committee; former Chairman of the Audit Committee) ⁸		14,384	9,589	2,000	25,973

⁸ Petros Katsoulas stepped down from the Supervisory Board as of 24 June 2025.

Michael Butz, MSc, MBA (Former Supervisory Board member, former member of the Audit Committee) ⁹	11,986	4,795	2,000	18,781
Anastasios Gabrielides (Former Supervisory Board member, former member of the Nomination and Remuneration Committee) ¹⁰	11,986	4,795	2,000	18,781

The remuneration awarded to the Supervisory Board members will be paid after the Annual General Meeting of AUSTRIACARD HOLDINGS AG, scheduled for 22 June 2026, in July 2026.

4.2. Remuneration Structure

4.2.1. Fixed base 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 22 June 2026).

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

⁹ Herr Michael Butz, MSc, MBA stepped down from the Supervisory Board as of 24 June 2025.

¹⁰ Herr Anastasios Gabrielides stepped down from the Supervisory Board as of 24 June 2025.

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 2025, the remaining terms of office of the current Supervisory Board members are:

Supervisory Board member	Initial appointment	Latest re-appointment	End of terms
John Costopoulos (Chairman)	06 July 2016	22 June 2022	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year
DDr. Martin Wagner (Deputy-Chairman)	30 November 2022	n.a.	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year
Dr. Stefano Brusoni	24 June 2025	n.a.	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year
Nikolaos Lykos	24 June 2025	n.a.	until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year


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Vienna, 07.05.2026

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Digitally signed by Emmanouil Kontos
Date: 07.05.2026 13:54:33

Emmanouil Kontos
Chairman of the Management Board
& Group CEO

	Unterzeichner	Mohamed ChemLoul
	Datum/Zeit-UTC	2026-05-07T13:55:55+02:00
	Prüfinformation	Informationen zur Prüfung der elektronischen Signatur finden Sie unter: https://www.signaturpruefung.gv.at
Hinweis	Dieses mit einer qualifizierten elektronischen Signatur versehene Dokument hat gemäß Art. 25 Abs. 2 der Verordnung (EU) Nr. 910/2014 vom 23. Juli 2014 ("eIDAS-V0") die gleiche Rechtswirkung wie ein handschriftlich unterschriebenes Dokument.	

Mohamed Chemloul
Deputy-Chairman of the Management Board
& Group CTO

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Digitally signed by jon.neeraas@tagsystems.net
Date: 07.05.2026 13:11:30

Jon Neeraas
Member of the Management Board

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Burak Bilge
Member of the Management Board

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Date: 07.05.2026 14:30:25

Markus Kirchmayr
Member of the Management Board