

## **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 2025.**

No resolution is required on this agenda item. The 2025 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.**

In light of the takeover offer by Dai Nippon Printing Co., Ltd that has since been announced, the offer price of which is ten (10 €) Euro per share cum dividend, the management board and supervisory board, in deviation from the management board's proposal for the appropriation of profits as included in the Annual Financial Statements, propose that the general meeting adopt the following resolution:

*“The profit available for distribution shown in the annual financial statements of AUSTRIACARD HOLDINGS AG as of 31 December 2025 in the amount of EUR 8,854,357 shall be carried forward to new account in full.”*

### **Agenda item 3: Resolution on granting discharge to the members of the management board with regard to the financial year 2025.**

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

*“All members of the management board of AUSTRIACARD HOLDINGS AG incumbent in the financial year 2025 are granted discharge for their activity in the financial year 2025.”*

### **Agenda item 4: Resolution on granting discharge to the members of the supervisory board with regard to the financial year 2025.**

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

*“All members of the supervisory board of AUSTRIACARD HOLDINGS AG incumbent in the financial year 2025 are granted discharge for their activity in the financial year 2025.”*

### **Agenda item 5: Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2026.**

The supervisory board proposes that the general meeting adopt 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 2026.”*

**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 adopt 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 2025 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 7 May 2026.

**Agenda item 7: Resolution on the remuneration policy for the management board and supervisory board.**

The supervisory board proposes that the general meeting adopt 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 24 June 2025.

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