



PIERER MOBILITY AG

PIERER Mobility AG
FN 78112 x
with its registered office in Wels
ISIN: AT0000KTM102

**Invitation to the
Extraordinary General Meeting**

to be held on **Monday, January 27, 2025** at 10:00 a.m. (CET)
in the House of Brands, Gewerbegebiet Nord 20, 5222 Munderfing, Austria

I. AGENDA

1. Elections to the Supervisory Board.
2. Resolution on the authorisation of the Executive Board to issue financial instruments within the meaning of § 174 of the Austrian Stock Corporation Act ("AktG"), in particular convertible bonds, profit participation bonds and participation rights, which may also grant subscription and/or conversion rights for the acquisition of shares in the Company, with the exclusion of shareholders' subscription rights to these financial instruments, alongside the revocation of the existing authorisation of the Annual General Meeting held on April 21, 2023.
3. Resolution on the conditional increase of the Company's share capital in accordance with § 159 (2) (1) AktG for issuance to creditors of financial instruments in accordance with § 174 AktG, alongside the revocation of the existing conditional increase of the share capital in accordance with § 159 (2) (1) AktG pursuant to the resolution of the Annual General Meeting held on April 21, 2023 and the corresponding amendment to the Articles of Association in Section 5a.

II. DOCUMENTS FOR THE GENERAL MEETING, AVAILABILITY OF INFORMATION ON THE HOMEPAGE

The following documents will be available on the internet by no later than January 6, 2025 at www.pierermobility.com under Investor Relations / General Meeting:

- Proposed resolutions of the Supervisory Board regarding the agenda items 1. - 3.
- Proposed resolutions of the Executive Board regarding the agenda items 2. - 3.
- Declarations pursuant to § 87 (2) AktG regarding agenda item 1.
- Articles of Association in redline-version.
- Report of the Executive Board on agenda item 2.
- Form for granting a power of attorney pursuant to § 114 AktG.
- Form for granting a power of attorney and instructions to an independent proxy holder (IVA).

- Form for revoking a power of attorney pursuant to § 114 AktG.
- Information on shareholders' rights pursuant to §§ 109, 110, 118 and 119 AktG.
- Full text of this invitation.

III. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING

The entitlement to participate in the General Meeting and to exercise the voting right and other shareholder rights to be asserted during the course of the General Meeting is based on the shareholding at the end of the tenth day prior to the date of the General Meeting, i.e. the shareholding on **January 17, 2025 at midnight (CET) (record date)**.

Only persons who are shareholders on this date and who provide evidence of this to the Company are entitled to participate in the General Meeting.

Bearer shares held in custody:

In the case of bearer shares held in custody, a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG) shall suffice as evidence of share ownership on the record date, and this must be received by the Company no later than **January 22, 2025** exclusively at one of the addresses listed below:

By fax: +43 (0) 1/8900-500-50
 Per mail: PIERER Mobility AG
 c/o HV-Veranstaltungsservice GmbH
 Köppel 60
 8242 St. Lorenzen am Wechsel, Austria
 per E-Mail: anmeldung.pierermobility@hauptversammlung.at, whereby the safe custody receipt must be attached to the e-mail, for example as a PDF file.
 per SWIFT: GIBAATWGGMS; Message Type MT598 or MT599, it is essential to specify ISIN AT0000KTMIO2 in the text

Safe custody receipt pursuant to § 10a AktG:

The safe custody receipt must be issued by the custodian bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information:

- information about the issuer: name/company name and address or a code commonly used in transactions between banks (SWIFT code),
- information about the shareholder: name/company name, address, date of birth in the case of natural persons, register and register number in the case of legal entities, if applicable,
- information about the shares: number of shares (ISIN AT0000KTMIO2) of the shareholder,
- securities account number or other designation,
- time/period to which the safe custody receipt relates.

The safe custody receipt as evidence of the shareholding for participation in the General Meeting must refer to the above-mentioned record date **January 17, 2025 at midnight (CET)**. The safe custody receipt will be accepted in German or English.

Shareholders are requested to contact their custodian bank and arrange the issue and transmission of a safe custody receipt. Shareholders will not be blocked by registering for the General Meeting or by sending a safe custody receipt; shareholders may therefore continue to freely dispose of their shares even after registering or sending a safe custody receipt.

Safe custody receipts from investment firms (*Wertpapierfirma*) within the meaning of the Austrian Securities Companies Act (*Wertpapierfirmengesetz*) authorised to hold and manage securities will also be accepted.

Proof of identity:

Shareholders and their proxies are requested to have a valid official photo ID ready for identification at registration. If you come to the General Meeting as a proxy, please take the power of attorney with you in addition to the official photo ID. If the original of the power of attorney has already been sent to the Company, you will facilitate admission if you present a copy of the power of attorney. The Company reserves the right to verify the identity of persons attending the meeting. If it is not possible to establish the identity, admission may be refused.

IV. REPRESENTATION THROUGH PROXY HOLDERS

Each shareholder who is entitled to participate in the General Meeting and who has proven this to the Company in accordance with the stipulations in item III of this invitation, has the right to appoint a representative who will participate in the General Meeting on behalf of the shareholder and who will have the same rights as the shareholder he/she represents.

The proxy must be granted to a specific person (a natural person or a legal entity) in text form (§ 13 (2) AktG), whereby several persons may also be authorised.

The granting of a proxy is possible both before and during the General Meeting.

The proxy must be received by the Company exclusively at one of the following addresses:

By fax: +43 (0) 1/8900-500-50
Per mail: PIERER Mobility AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen am Wechsel, Austria
per E-Mail: anmeldung.pierermobility@hauptversammlung.at, whereby the power of attorney must be attached to the e-mail, for example as a PDF file.
per SWIFT: GIBAAWGGMS; Message Type MT598 or MT599, it is essential to specify ISIN AT0000KTMI02 in the text

Unless the proxy is delivered in person at the registration desk on the day of the Annual General Meeting, the proxy must be received by the Company no later than **4:00 p.m. on January 23, 2025**

Form for granting a power of attorney and a form for revoking the power of attorney are available on the Company's website at www.pierermobility.com/en/investor-relations/general-meeting. It is requested to use the forms provided. Details on the authorisation, in particular on the text form and the content of the proxy, can

be found in the form for granting a power of attorney provided to the shareholders. The above provisions on the granting of proxy apply mutatis mutandis to the revocation of the proxy.

If a shareholder has granted a power of attorney to his custodian bank, it shall be sufficient if the latter, in addition to the deposit confirmation, issues a declaration that it has been granted a power of attorney.

Shareholders may exercise their rights in person at the General Meeting even after granting a power of attorney. Appearance in person shall be deemed a revocation of a previously granted proxy.

Independent proxy:

As a special service, a representative of the Austrian Shareholders' Association (IVA), Feldmühlgasse 22, 1130 Vienna, is available to shareholders as an independent proxy to exercise voting rights at the General Meeting in accordance with instructions; a special power of attorney form is available for this purpose on the Company's website at www.pierermobility.com/en/investor-relations/general-meeting. In addition, it is possible to contact Dr. Michael Knap of the IVA directly by phone +43-1-8763343-30, fax +43-1-8763343-39 or by e-mail knap.pierermobility@hauptversammlung.at.

In case of power of attorney granted to IVA, Dr. Michael Knap will exercise the voting right exclusively on the basis of the instructions given by the shareholder, which can be ticked on the special power of attorney form. Please note that the proxy will not accept instructions to speak, to object to resolutions of the General Meeting or to ask questions or propose motions.

V. REFERENCE TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 AKTG

Additions to the agenda by shareholders pursuant to § 109 AktG:

Shareholders who individually or jointly hold shares which amount to at least **5% of the share capital**, and who have held these shares for at least three months prior to making this request, are entitled to submit a request in written form **in order to add additional items to the agenda** of this General Meeting and be published, provided that the request is received by the Company no later than **January 8, 2025, at midnight (CET)**, exclusively at the address Edisonstraße 1, 4600 Wels, FAO Investor Relation. The application must be submitted to the Company in written form, i.e. by enclosing a signature in a legally binding manner. Each agenda item must include a proposal for a resolution and a statement of reasons. For bearer shares held in safe custody, the submission of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG) confirming that the applying shareholders have been the holders of the shares for at least three months prior to the submission of the application and which must not be older than seven days at the time of submission to the Company shall suffice as evidence of the shareholding. With regard to the other requirements for the safe custody receipt, please refer to the statements made on the right to participate (item III of this invitation notice).

Proposed resolutions on the agenda pursuant to § 110 AktG:

Shareholders whose shares individually or jointly amount to **1% of the share capital** may submit **proposals for resolutions** on any item on the agenda in text form, together with a statement of reasons, and may request that these proposals, together with the names of the shareholders concerned, the statement of reasons to be attached and any statement by the Executive Board or the Supervisory Board, be made available on the Company's website, provided that this request is made in text form no later than **January 16, 2025 at midnight (CET)**, either by fax to +43 (0) 1/8900-500-50, by mail to PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Upper Austria, FAO Investor Relations, or by e-mail to anmeldung.pierermobility@hauptversammlung.at, whereby the request must be attached to the e-mail in text form, for example as a PDF.

In case of a proposal for the election of a member of the Supervisory Board, the statement of the proposed person in accordance with § 87 (2) AktG shall take the place of the statement of reasons. Any election proposals must be received by the Company in the manner described above no later than **January 16, 2025** (the seventh working day before the Extraordinary General Meeting). Each nomination must be accompanied by a declaration pursuant to § 87 (2) AktG from the proposed person regarding their professional qualifications, their professional or comparable functions, and any circumstances that could give rise to concerns about bias. Pursuant to § 87 (6) AktG, the proposals for the election of Supervisory Board members, including the statements pursuant to § 87 (2) AktG for each proposed person, must be published on the Company's website no later than the fifth working day prior to the General Meeting (i.e. on **January 20, 2025**), otherwise the person concerned may not be included in the vote.

It must be clearly expressed that the intention of the shareholders is to inform not only the Company, but also their fellow shareholders in advance of an intended motion and its reasons via the Company's website. In case of bearer shares deposited with a custodian, the presentation of a safe custody receipt pursuant to § 10a AktG shall suffice as proof of the shareholder status for exercising this shareholder right; such receipt shall not be older than seven days at the time of its presentation to the Company. The proposed resolution must relate to a specific agenda item. It must be substantiated and must not lead to a resolution of the General Meeting that contravenes the law or the articles of association. The proposed resolution must also not be published on the website if, among other things, it contains an insult (§ 115 Austrian Criminal Code) or similar. With regard to the other requirements for the safe custody receipt, please refer to the statements made on the right to participate (item III of this invitation notice).

Right to information pursuant to § 118 AktG:

Information on matters concerning the Company is to be given to every shareholder on demand at the General Meeting, insofar as such information is necessary for the factual assessment of an item on the agenda. Information need not be provided if, according to reasonable commercial judgment, it is of a nature that may cause substantial harm to the Company or an affiliated company, or if providing it would be a criminal offense. Further, information need not be provided where it has been constantly available in question-and-answer form on the Company's website for at least seven days before the start of the General Meeting.

Shareholders are requested to submit all **questions in advance in text form by e-mail** to the address fragen.pierermobility@hauptversammlung.at in good time for them to reach the Company no later than **January 23, 2025**. This will enable the Executive Board to prepare as accurately as possible and to respond quickly to the raised questions.

Right to propose motions pursuant to § 119 AktG:

Every shareholder is entitled to submit motions at the General Meeting on any item on the agenda. The prerequisite for this is proof of the right to participate in accordance with item III of this convening notice. If there are several motions on one item of the agenda, the chairman shall determine the order of voting in accordance with § 119 (3) AktG.

Information on the website:

Further information on these rights of shareholders pursuant to §§ 109, 110, 118 and 119 AktG will be available on the Company's website at www.pierermobility.com/en/investor-relations/general-meeting by **January 6, 2025**.

VI. INFORMATION ON DATA PROTECTION FOR SHAREHOLDERS

PIERER Mobility AG processes personal data of shareholders or their proxies and other persons participating in the General Meeting (the "participants"), in particular name, address, date of birth, number of securities account, number of shares, class of shares, if applicable, number of voting card, on the basis of the applicable data protection laws and the AktG, in order to enable them to exercise their rights in the context of the General Meeting.

PIERER Mobility AG receives this data, among other things, from the depositary bank forms or from the participants themselves on the occasion of registration for the General Meeting and/or granting of proxies. Participants are generally obliged to provide PIERER Mobility AG with the required information. The processing of personal data of participants is necessary for the participation in the General Meeting as well as for its proper preparation, execution and follow-up. PIERER Mobility AG is the responsible entity for the processing. The legal basis for the processing is compliance with legal obligations pursuant to Article 6 para. 1 lit. c) of the General Data Protection Regulation or the protection of legitimate interests of the Company or a third party within the meaning of Article 6 para. 1 lit. f) of the General Data Protection Regulation. The service providers and processors of PIERER Mobility AG, which are commissioned for the purpose of organizing the General Meeting, shall receive from PIERER Mobility AG only such personal data as are necessary for the performance of the commissioned service and shall process the data exclusively in accordance with the instructions of PIERER Mobility AG. In fulfilment of the legal obligation, PIERER Mobility AG also transmits personal data of shareholders and their proxies to public authorities, the Company Register, etc.

The data of the participants will be deleted after the end of the respective applicable statutory periods. In addition to statutory retention and documentation periods, the statutory limitation periods, in particular under the Austrian General Civil Code (ABGB), which in certain cases can be up to 30 years, must be taken into account in the storage period.

Each participant has a right of access, rectification, restriction, objection and deletion at any time regarding the processing of personal data concerning him or her, as well as a right to data transfer in accordance with chapter III of the General Data Protection Regulation.

Participants may assert these rights free of charge against PIERER Mobility AG using the following contact details:

PIERER Mobility AG

Edisonstraße 1
4600 Wels, Österreich
E-Mail: privacy@pierermobility.com

In addition, participants have a right of appeal to the data protection supervisory authority pursuant to article 77 of the General Data Protection Regulation. Further information on data protection can be found on the website of PIERER Mobility AG www.pierermobility.com.

VII. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING

At the time of convening of this General Meeting, the Company's share capital of EUR 33,796,535.00 is divided into 33,796,535 no-par value bearer shares. Each share confers one vote. The Company holds no treasury shares at the time the General Meeting is convened. There is only one class of shares.

Wels, January 2025

Executive Board

Disclaimer

This is a working translation from the German language provided for purposes of convenience only. In case of any inconsistency, the German version shall prevail.