

CONVENIENCE TRANSLATION OF THE GERMAN LANGUAGE VERSION OF THE DOCUMENT. ONLY THE GERMAN VERSION OF THE CONVOCAATION OF THE 24th ANNUAL GENERAL MEETING OF KONTRON AG IS LEGALLY BINDING.

Kontron AG

Linz

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ISIN AT0000A0E9W5, Securities Identification Number A0X9EJ

**Convocation
of the 24th Annual General Meeting**

We hereby invite our shareholders to the Annual General Meeting of **Kontron AG** on **Monday, 22 May 2023, at 9:30 a.m.**, in the ballroom of Hagenberg Castle in 4232 Hagenberg im Mühlkreis, Kirchenplatz 5a.

I. AGENDA

1. Presentation of the annual financial statements including the management report and the Corporate-Governance-report, the consolidated financial statements including the Group management report, the proposal for the appropriation of profits and the report for the financial year 2022 submitted by the Supervisory Board.
2. Resolution on the appropriation of net profit for the financial year 2022.
3. Resolution on the discharge of the members of the Executive Board for the financial year 2022.
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2022.
5. Election of the auditor and Group auditor for the financial year 2023.
6. Resolution on the amendment of the remuneration policy regarding the basic principles for the remuneration of the members of the Supervisory Board.
7. Resolution on the remuneration report.
8. Resolution on the authorisation of the Executive Board, with the consent of the Supervisory Board, to increase the capital pursuant to Section 169 of the Stock Corporation Act (authorised capital) against cash and/or non-cash contributions by up to EUR 6,363.056.00, together with the authorisation of the Executive Board to exclude subscription rights, as well as the authorisation of the Supervisory Board to make the corresponding amendment to the Articles of Association (“Authorised Capital 2023”), cancelling the “Authorised Capital 2017” in accordance with the resolution of the Annual General Meeting of 27 June 2017 on the 7th item on the agenda and the resolution on the corresponding amendment to the Articles of Association in Article 5 Paragraph 5.
9. Resolution on the cancellation of the conditional capital in accordance with the resolution of the Annual General Meeting of 25 June 2015 on the 8th item on the agenda and resolution on the corresponding amendment of the Articles of Association in Article 5 Paragraph 8.
10. Election of a member to the Supervisory Board.

II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVIDING INFORMATION ON THE WEBSITE

In particular, the following documents shall be accessible on the website of the Company registered in the Company Register at www.kontron.ag or <https://ir.kontron.com> as of **1 May 2023** at the latest:

- Annual financial statements with management report
- Corporate-Governance-report
- Consolidated financial statements with Group management report
- Proposal for the appropriation of profits
- Separate non-financial report (sustainability report)
- Supervisory Board report

each for the 2022 financial year;

- Proposed resolutions on agenda items 2 to 10
- (Amended) remuneration policy
- Remuneration report
- Declaration of the candidate for election to the Supervisory Board on agenda item 10 pursuant to Section 87 Paragraph 2 of the Stock Corporation Act including CV/resume
- Written report on the exclusion of subscription rights
- Form for granting power of attorney
- Form for granting power of attorney and instructions to a proxy
- Form for revoking power of attorney
- Full text of this convocation

III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights to be asserted in the context of the Annual General Meeting shall be based on the shareholding at the end of **12 May 2023** (24:00, Vienna time) (record date).

Only persons who are shareholders on the record date and can prove this to the Company shall be entitled to attend the Annual General Meeting.

For proof of shareholding on the record date, a safe custody receipt pursuant to Section 10a of the Stock Corporation Act must be submitted, which must be received by the Company no later than **16 May 2023** (24:00, Vienna time) exclusively by one of the following communication channels and addresses:

(i)	for the transmission of the safe custody receipt in text form, which is sufficient under the Articles of Association pursuant to Article 15 Paragraph 3
	by e-mail anmeldung.kontron@hauptversammlung.at (Please send safe custody receipts in PDF format)
(ii)	for the transmission of safe custody receipt in writing
	by post or courier Kontron AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen am Wechsel
	by SWIFT GIBAATWGGMS (Message Type MT598 or MT599, you MUST add ISIN AT0000A0E9W5 and A0X9EJ in the Specify text)

Shareholders are requested to contact their custodian bank and arrange for the issue and transmission of a safe custody receipt.

Safe custody receipts from investment firms as defined by the Austrian Securities Companies Act (Wertpapierfirmengesetz) authorised to hold and manage securities will also be accepted.

The record date has no effect on the saleability of the shares and has no significance for dividend entitlement.

Safe custody receipt pursuant to Section 10a of the Stock Corporation Act

The safe custody receipt shall be issued by the depositary bank having its registered office in a member state of the European Economic Area or in a full member state of the OECD and shall contain the following information (Section 10a Paragraph 2 Stock Corporation Act):

- Information on the issuer: Name/company and address or a code commonly used between credit institutions (SWIFT code)

- Information on the shareholder: Name/company name and address, in the case of natural persons also the date of birth, in the case of legal entities if applicable the register and number under which the legal entity is registered in its home country
- Information on the shares: Number of shares held by the shareholder, ISIN AT0000A0E9W5 or A0X9EJ (international securities identification number)
- Custody account number, securities account number or other designation
- Time or period to which the safe custody receipt refers

The safe custody receipt as proof of shareholding for participation in the general meeting must refer to the end of the record date **12 May 2023** (24:00, Vienna time).

The safe custody receipt will be accepted in German or in English.

Proof of identity

Shareholders and their proxies are requested to present a valid official photo ID at registration.

If you attend the Annual General Meeting as a proxy or authorised representative, please bring 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.

Kontron AG reserves the right to verify the identity of persons attending the meeting. Should it not be possible to establish the identity, admission may be refused.

IV. OPTION TO APPOINT A REPRESENTATIVE AND THE PROCEDURE TO BE FOLLOWED IN DOING SO

Any shareholder who is entitled to attend the Annual General Meeting and who has provided evidence thereof to the Company in accordance with the provisions of section III of this convocation of the Annual General Meeting shall be entitled to appoint a proxy to attend the Annual General Meeting on his or her behalf and to have the same rights as the shareholder whom he or she represents.

The power of attorney must be granted to a specific person (a natural person or a legal entity) in text form (Section 13 Paragraph 2 Stock Corporation Act), whereby several persons may also be authorised.

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

We offer the following communication channels and addresses for the transmission of powers of attorney:

by e-mail	anmeldung.kontron@hauptversammlung.at (powers of attorney in PDF format please)
by post or courier	Kontron AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen am Wechsel
by credit institutions pursuant to Section 114 Paragraph 1 (4) Stock Corporation Act also possible via SWIFT:	GIBAATWGGMS (Message Type MT598 or MT599, you MUST add ISIN AT0000A0E9W5 and A0X9EJ in the Specify text)
in person	when registering for the Annual General Meeting at the place of assembly

Proxies must be received at one of the aforementioned addresses no later than 4:00 p.m., Vienna time, on **19 May 2023**, unless they are handed over at the entrance and exit check-point of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for revoking the proxy are available on the Company's website at **www.kontron.ag** and **https://ir.kontron.com**. In the interest of smooth processing, we ask that you always 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 proxy form made available to the shareholders.

If the shareholder has granted a proxy to his or her depository bank (Section 10a Stock Corporation Act), it shall be sufficient if, in addition to the safe custody receipt, the depository bank submits a declaration in the manner provided for its transmission to the Company that it has been granted a proxy.

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

The above provisions on the granting of proxy shall apply mutatis mutandis to the revocation of proxy.

Independent proxy

As a special service, Dr. Verena Brauner from the Interessenverband für Anleger (IVA - a body representing investor interests) is available to shareholders as an independent proxy to exercise voting rights at the Annual General Meeting in accordance with instructions; a special proxy form is available for this purpose on the Company's website at <http://www.kontron.ag> and <https://ir.kontron.com>.

In addition, it is possible to contact Dr. Verena Brauner directly by phone +43 1 876 33 43 or by e-mail at brauner.kontron@hauptversammlung.at

V. NOTES ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT

1. Additions to the agenda by shareholders in accordance with Section 109 Stock Corporation Act

Shareholders whose shares individually or collectively amount to **5% of the share capital** and who have been holders of such shares for at least three months prior to the filing of the motion may request in writing that **additional items be placed on the agenda** of this general meeting and be announced, provided that such request is acceptable to the company. This is to be done:

- in writing by post or messenger no later than **28 April 2023** by the end of normal business hours (**no later than 4:00 p.m. Vienna time**) exclusively to the address Kontron AG, 4020 Linz, Industriezeile 35, FAO Investor Relations,
- or
- by e-mail, with a valid electronic signature, no later than **1 May 2023 (24:00, Vienna time)** to the e-mail address ir@kontron.com,
- or
- by SWIFT to the address GIBAATWGGMS no later than **1 May 2023 (24:00, Vienna time)**.

“In writing” means signed by hand or by corporate signature by each applicant or, if by e-mail, by valid electronic signature or, if by SWIFT, by Message Type MT598 or Type MT599, and ISIN AT0000A0E9W5 and A0X9EJ must be quoted in the text.

Each agenda item so requested must be accompanied by a proposal for a resolution and the reasons for this. The agenda item and the proposed resolution, but not its justification, must in any case also be given in German. The shareholder status shall be proven by the submission of a safe custody receipt pursuant to section 10a of the Stock Corporation Act

confirming that the shareholders submitting the motion have continuously held the shares for at least three months prior to the submission of the motion and that the safe custody receipt shall not be older than seven days at the time of submission to the Company. Several safe custody receipts for shares, which only together convey the shareholding of 5%, must refer to the same point in time (day, time).

With regard to the other requirements for the safe custody receipt, reference is made to the explanations on the right to participate (item III. of this convocation).

Note: As the 21st day before the Annual General Meeting falls on the public holiday of 1 May 2023, the Company cannot receive a shareholder request by post or messenger on this day. In order to exercise this shareholder right in due time, the shareholder request must be received by mail or messenger no later than on the preceding business day, which is Friday, 28 April 2023, 4:00 p.m., Vienna time. A timely transmission by e-mail with a qualified electronic signature or by SWIFT on 1 May 2023, no later than 24:00 hrs, Vienna time, shall not be affected.

2. Proposed resolutions by shareholders on the agenda pursuant to Section 110 of the Stock Corporation Act

Shareholders whose combined shareholdings amount to **1% of the share capital** may submit **proposals in text form for resolutions** on any item on the agenda, together with their reasons, and may request that these proposals, together with the names of the shareholders concerned, the reasons to be given and any comments by the Executive Board or the Supervisory Board, be made available on the Company's website entered in the commercial register, provided that this request is made in text form no later than **10 May 2023 (24:00, Vienna time)** either to Kontron AG, 4020 Linz, Industriezeile 35, FAO Investor Relations, or by e-mail to the e-mail address ir@kontron.com, whereby the request is to be attached to the e-mail in text form, for example as a PDF. If text form is required for declarations in the sense of Section 13 Paragraph 2 of the Stock Corporation Act, the declaration must be made in a document or in another manner suitable for permanent reproduction in written form, the person making the declaration must be named, and the conclusion of the declaration must be made recognisable by reproduction of the name signature or otherwise. The proposed resolution, but not its justification, must in any case also be written in German.

In the case of a **proposal for the election of a Supervisory Board member**, the statement of the proposed person pursuant to Section 87 Paragraph 2 of the Stock Corporation Act shall replace the statement of justification.

The shareholder status shall be proven by the submission of a safe custody receipt pursuant to Section 10a of the Stock Corporation Act, which must not be older than seven days at the time of submission to the Company. Several safe custody receipts for shares, which

only together convey the participation level of 1%, must refer to the same point in time (day, time).

With regard to the other requirements for the safe custody receipt, reference is made to the explanations on the right to participate (item III. of this convocation).

3. Information pursuant to Section 110 Paragraph 2 (2) in connection with Section 86 Paragraphs 7 and 9 Stock Corporation Act

With regard to agenda item 10 “Election of a member to the Supervisory Board” and the possible submission of a corresponding election proposal by shareholders pursuant to Section 110 of the Stock Corporation Act, the Company provides the following information:

Pursuant to Article 9 Paragraph 1 of the Articles of Association, the Supervisory Board consists of three to five members who are elected by the Annual General Meeting.

The Supervisory Board has so far consisted of five members elected by the Annual General Meeting. Therefore, the provisions on the minimum shareholding requirement pursuant to Section 86 Paragraph 7 Stock Corporation Act do not apply to **Kontron AG**.

4. Shareholder right to information pursuant to Section 118 Stock Corporation Act

Each shareholder shall, upon request, be provided with information at the general meeting on the affairs of the Company to the extent that such information is necessary for the proper evaluation of an item on the agenda. The duty to provide information shall also extend to the legal relationships of the Company with an affiliated company as well as to the situation of the Group and the companies included in the consolidated financial statements.

The information may be refused insofar as, according to reasonable business judgement, it is likely to cause significant disadvantage to the Company or an affiliated company, or its provision would be punishable by law.

Requests for information must generally be made orally at the Annual General Meeting but may also be made in writing.

Questions requiring longer preparation should be submitted to the Executive Board in text form in good time before the Annual General Meeting in order to preserve the flow of the meeting. The questions may be sent to the Company by e-mail to ir@kontron.com.

5. Motions by shareholders at the Annual General Meeting pursuant to Section 119 of the Stock Corporation Act

Every shareholder is entitled – irrespective of any specific shareholding – to submit motions on any item on the agenda at the general meeting. If there are several motions on one item of the agenda, the chairperson shall determine the order of voting in accordance with Section 119 Paragraph 3 of the Stock Corporation Act.

However, a **shareholder proposal for the election of a Supervisory Board member** requires the timely submission of a resolution proposal pursuant to Section 110 of the Stock Corporation Act: Persons for the “election of a member to the Supervisory Board” (item 10 of the agenda) may only be proposed by shareholders whose shares together amount to 1% of the share capital. Such nominations must be received by the Company no later than **10 May 2023** in the manner stated above (item V. para 2). Each nomination must be accompanied by a declaration pursuant to Section 87 Paragraph 2 of the Stock Corporation Act including the nominee’s professional qualifications, professional or comparable functions, and any circumstances that could give rise to concerns of partiality.

The shareholder proposal for the election of a Supervisory Board member may not otherwise be considered in the vote.

6. Information on data protection for shareholders

Kontron AG processes personal data of the shareholders in connection with the Annual General Meeting within the necessary scope and on the basis of the applicable European and national data protection provisions, for the fulfilment of the mandatory legal obligations as well as for the proper execution of the Annual General Meeting (Article 6 (1c) and Article 6 (1f) GDPR). Insofar as Kontron AG uses external service providers to organise the Annual General Meeting (e.g. notaries, lawyers or IT service providers), the data of the shareholders shall only be processed to the extent necessary, on the instructions of Kontron AG and on the basis of corresponding agreements under data protection law.

Kontron AG takes data protection very seriously. You can find more information in our data protection declaration at www.kontron.ag or <https://ir.kontron.com>.

VI. FURTHER INFORMATION AND NOTES

Total number of shares and voting rights

At the time of convocation of the Annual General Meeting, the share capital of the Company amounts to EUR 63,630,568.00 and is divided into 63,630,568 no-par value bearer shares. Each share grants one vote.

At the time of the convocation of the Annual General Meeting, the Company held a total of 309,486 treasury shares. The Company is not entitled to any rights from treasury shares. The total number of voting rights at the time of convocation of the Annual General Meeting amounts to 63,321,082 voting rights. Any change in the number of treasury shares before the Annual General Meeting and thereby in the total number of voting rights will be announced at the Annual General Meeting.

There are not several classes of shares.

April 2023, Linz

The Executive Board