

**Kontron AG**  
**Linz, FN 190272 m**

**Proposed Resolutions by the Executive Board and Supervisory Board**  
**for the 25th Annual General Meeting**  
**on 06 May 2024**

- 1. Presentation of the annual financial statements including the management report and corporate governance report, the consolidated financial statements including the group management report, the proposal for the distribution of profits, the report for the financial year 2023 submitted by the Supervisory Board**

In accordance with applicable law, no resolution is planned for this agenda item.

- 2. Resolution on the distribution of balance sheet profit for the financial year 2023**

The Executive Board and the Supervisory Board propose to the Annual General Meeting that the balance sheet profit of EUR 206,558,633.12 shown in the adopted annual financial statements as of 31 December 2023 shall be used as follows:

1. Distribution of a dividend of EUR 0.50 per dividend-bearing share;
2. Carrying forward the remaining balance sheet profit to new account (taking into account the number of treasury shares on the record date of dividends).

The dividend is payable on 16 May 2024.

On the basis of a distribution of a dividend of EUR 0.5 per dividend-bearing share, the total dividend amount would be EUR 30,833,228.5 at the end of the day on 12 April 2024 based on a number of 2,194,111 treasury shares of Kontron AG on which no dividend is paid.

- 3. Resolution on the discharge of the members of the Executive Board for the financial year 2023**

The Executive Board and the Supervisory Board propose that the members of the Executive Board in office in the financial year 2023 shall be discharged for their actions during this period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2023**

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board in office in the financial year 2023 shall be discharged for their actions during this period.

## **5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the financial year 2024**

The Supervisory Board proposes to appoint KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, FN 269873y, with its registered office at Porzellangasse 51, 1090 Vienna, as the auditor of the financial statements and the consolidated financial statements for the financial year from 01 January 2024 to 31 December 2024. The Supervisory Board bases its proposed resolution on the recommendation of the Audit Committee.

## **6. Appointment of the auditor for sustainability reporting for the financial year 2024**

The EU Directive 2022/2464 (Corporate Sustainability Reporting Directive, "CSRD"), adopted in December 2022, requires listed companies to conduct an external audit of the sustainability report. The CSRD had not yet been transposed into national law by the Austrian legislature on the date of submission of this proposed resolution. In order to avoid a later Extraordinary General Meeting to appoint an auditor of the sustainability report for the financial year 2024, a "preliminary resolution" shall be passed at the upcoming Annual General Meeting in case of a future legal requirement.

The Supervisory Board proposes to appoint KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, FN 269873y, with its registered office at Porzellangasse 51, 1090 Vienna, as auditor of the sustainability report for the financial year 2024, provided that an audit of the sustainability report 2024 by an external auditor is required under applicable law. The Supervisory Board bases its proposed resolution on the recommendation of the Audit Committee.

## **7. Resolution on the Remuneration Report**

The remuneration policy on the principles for the remuneration of the members of the Executive Board was submitted to the 22<sup>nd</sup> Annual General Meeting of Kontron AG on 8 June 2021 for resolution and approved by it. The remuneration policy on the principles for the remuneration of the members of the Supervisory Board was submitted to the 24<sup>th</sup> Annual General Meeting of Kontron AG on 22 May 2023 for resolution and approved by it. Subsequently, the Supervisory Board implemented the contents of the amended remuneration policy in each case.

The remuneration report 2023, which must be prepared in a clear and comprehensible form, provides an overview of the remuneration granted and owed to the members of the Executive Board and Supervisory Board in the course of the financial year 2023 as part of the remuneration policy, including all benefits, and is made available on Kontron AG's website that is registered with the commercial register under <http://www.kontron.ag> or <https://ir.kontron.com/>. The remuneration report will remain publicly available on the website free of charge for ten years.

The Executive Board and the Supervisory Board propose that the Annual General Meeting approves the remuneration report regarding the remuneration of the Executive Board and the Supervisory Board for the financial year 2023 with a recommendatory character in accordance with Section 78d (1) of the Austrian Stock Corporation Act (*Aktiengesetz*) in conjunction with Section 98a of the Austrian Stock Corporation Act (*Aktiengesetz*).

**8. Resolution on the revocation of the Executive Board's authorization to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (*Aktiengesetz*) and the Conditional Capital 2023 pursuant to the resolution of the Annual General Meeting of 8 November 2023 on the 1<sup>st</sup> and 2<sup>nd</sup> agenda items as well as resolution on the corresponding amendment of the Articles of Association in Section 5 (5)**

Section 5 (5) of the Articles of Association currently reads as follows:

*"The share capital of the Company shall be conditionally increased pursuant to Section 159 Paragraph 2 (1) of the Austrian Stock Corporation Act by up to EUR 3,616,000 by issuing up to 3,616,000 new no-par value bearer shares for issuance to creditors of financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act, which the Executive Board was authorized to issue at the Extraordinary General Meeting of 8 November 2023 with the consent of the Supervisory Board (Conditional Capital 2023). The conditional capital increase shall only be implemented to the extent that the creditors of the financial instruments exercise their subscription and/or conversion rights or are obliged to subscribe or convert. The issue amount and the exchange ratio shall be determined in a recognized pricing procedure, taking into account customary market calculation methods and the stock exchange price of existing shares, and may not be lower than the pro rata amount of the share capital. The new shares issued from the Conditional Capital 2023 shall carry the same dividend rights as the existing shares of the Company. The Executive Board is authorized to determine the further details of the implementation of the Conditional Capital increase. The Supervisory Board is authorized to resolve on amendments to the Articles of Association resulting from the issue of shares from conditional capital."*

As the 9<sup>th</sup> agenda item of this Annual General Meeting, a new authorized capital (Authorized Capital 2024) shall be introduced. The Conditional Capital 2023 and the authorization of the Executive Board to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (*Aktiengesetz*) shall be revoked so that the sum of contingent and authorized capital available after the resolution on the Authorized Capital 2024 does not exceed 10% of the Company's share capital..

The Conditional Capital 2023 is therefore no longer required to secure subscription and/or conversion rights under financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (*Aktiengesetz*), as the authorization to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (*Aktiengesetz*), for the purpose of which the Conditional Capital was adopted, shall be revoked. No financial instruments were issued on the basis of the issuance authorization dated 8 November 2023, which is why the Conditional Capital is no longer required to secure subscription and/or conversion rights under any financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (*Aktiengesetz*). The revocation of the Conditional Capital does not impair or impede any subscription and/or conversion rights, so that the Conditional Capital may be revoked. The Articles of Association are therefore to be amended in Section 5 (5), so that this provision is omitted without replacement.

The Executive Board and the Supervisory Board propose that the Annual General Meeting passes the following resolutions:

1. *"The authorization of the Executive Board to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (Aktiengesetz) adopted by the Extraordinary General Meeting on 8 November 2023 is hereby revoked.*
  2. *The conditional capital increase pursuant to Section 159 paragraph 2 no. 1 of the Austrian Stock Corporation Act (Aktiengesetz) by up to EUR 3,616,000 resolved by the Extraordinary General Meeting on 8 November 2023 for the issuance of up to 3,616,000 new no-par value bearer shares to creditors of financial instruments within the meaning of section 174 of the Austrian Stock Corporation Act (Aktiengesetz) is revoked.*
  3. *The Articles of Association are amended in Section 5 (5) in such a way that the provision is omitted, but the paragraph is kept free."*
9. **Resolution on the authorization of the Executive Board to increase the share capital pursuant to Section 169 of the Austrian Stock Corporation Act (Aktiengesetz) (authorized capital), with the consent of the Supervisory Board, by an amount of up to EUR 4,386,056 against contributions in cash and/or in kind, including the authorization of the Executive Board to exclude subscription rights, as well as the authorization of the Supervisory Board to make the corresponding amendment to the Articles of Association (Authorized Capital 2024), together with the cancellation of the "Authorized Conditional Capital 2019" according to the resolution of the Annual General Meeting dated 21 May 2019 as the 8<sup>th</sup> agenda item and the resolution of the Annual General Meeting dated 16 June 2020 as the 9<sup>th</sup> agenda item in the unused amount and resolution on the amendment of the Articles of Association in Article 5 (4)**

The authorization of the Executive Board pursuant to Section 159 paragraph 3 of the Austrian Stock Corporation Act (Aktiengesetz), which was resolved by the Annual General Meeting on 21 May 2019 as the 8<sup>th</sup> agenda item and partly revoked by the Annual General Meeting on 16 June 2020 as the 9<sup>th</sup> agenda item, to increase the share capital of the Company by an amount up to EUR 1,000,000, with the consent of the Supervisory Board, for the period up to five years after the registration of the corresponding amendment to the Articles of Association with the commercial register for the purpose of granting stock options to employees, senior executives and members of the Executive Board of the Company or an affiliated company (Authorized Conditional Capital 2019) expires in June 2024 (Article 5 (4) of the Articles of Association) and shall be revoked in the unused amount and the corresponding Article 5 (4) shall be replaced by the Authorized Capital 2024.

The authorization of the Executive Board to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (Aktiengesetz) and thus the Conditional Capital 2023 in accordance with the resolution by the General Meeting of 8 November 2023 on the 1<sup>st</sup> and 2<sup>nd</sup> agenda items (Conditional Capital 2023) shall be revoked as the 8<sup>th</sup> agenda item of this Annual General Meeting and the corresponding provision in Section 5 (5) of the Articles of Association shall be deleted.

Through the newly created authorized capital (Authorized Capital 2024), the Executive Board of the Company shall in particular be able to react flexibly to future business and acquisition opportunities in addition to the authorized capital of EUR 2,000,000 pursuant to Section 5 (7) of the Articles of Association (Authorized Capital 2020), still fully available to the Executive Board. Furthermore, there are non-securitized stock options for the Executives Board and senior executives of Kontron group (stock option program 2018 with the 2018 tranche and

2019 tranche) as well as the stock option program 2024/2025 with the 2024 tranche and the 2025 tranche, for which purposes the Authorized Capital 2024 shall also be available.

For further justification and explanation of the proposed resolution on agenda item 9, in particular in connection with cash capital increases, reference is also made to the report of the Executive Board published on the Company's website ([www.kontron.com](http://www.kontron.com)) in accordance with Section 170 paragraph 2 in conjunction with Section 153 paragraph 4 of the Austrian Stock Corporation Act (*Aktiengesetz*) on the authorization to exclude subscription rights in connection with the authorization of the Executive Board to increase capital in accordance with Section 169 of the Austrian Stock Corporation Act (*Aktiengesetz*) against contributions in cash and/or in kind.

The Authorized Capital 2024 authorizes the Executive Board to increase the Company's share capital by up to EUR 4,386,056 by issuing up to 4,386,056 new no-par value bearer shares of the Company. This corresponds to approximately 6.87% of the Company's share capital. Taking into account the Authorized Capital 2020 with a possible extent of up to 2,000,000 new shares (Section 5 (7) of the Articles of Association), the total amount of authorized and contingent capital available to the Executive Board after the resolution on the Authorized Capital 2024 and the revocation of the Conditional Capital 2023 according to agenda item 8 would not exceed 10% of the Company's share capital.

The Executive Board and the Supervisory Board propose the following resolutions:

1. The authorization of the Executive Board pursuant to Section 159 paragraph 3 of the Austrian Stock Corporation Act (*Aktiengesetz*), which was resolved by the Annual General Meeting on 21 May 2019 and partly revoked by the Annual General Meeting on 16 June 2020, to increase the share capital of the Company by an amount up to EUR 1,000,000, with the consent of the Supervisory Board, for the period up to five years after the registration of the corresponding amendment to the Articles of Association with the commercial register for the purpose of granting stock options to employees, senior executives and members of the Executive Board of the Company or an affiliated company (Authorized Conditional Capital 2019) is hereby cancelled in the unused amount.
2. *For a period of five years after the registration of the corresponding amendment to the Articles of Association with the commercial register, the Executive Board is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company pursuant to Section 169 of the Austrian Stock Corporation Act (Aktiengesetz) by an amount up to EUR 4,386,056 by issuing up to 4,386,056 new no-par value bearer shares of the Company in one or more tranches against contributions in cash and/or in kind and to determine the issue price, which may not be less than the pro rata amount of the share capital, as well as the terms and conditions of the issue and all further details of the implementation of the capital increase in agreement with the Supervisory Board. The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the subscription rights of shareholders in whole or in part. The Supervisory Board is authorized to approve amendments to the Articles of Association resulting from the issuance of shares from the authorized capital ("Authorized Capital 2024").*
3. *The Articles of Association are amended in Section 5 (Share Capital) in such a way that (4) is worded as follows: "(4) The Executive Board is authorized to increase the share capital pursuant to Section 169 of the Austrian Stock Corporation Act (Aktiengesetz), with the consent of the Supervisory Board, by an amount of up to EUR 4,386,056 by issuing up to*

*4,386,056 no-par value bearer shares of the Company in one or more tranches against contributions in cash and/or in kind for a period of five years after the registration of this amendment to the Articles of Association and to determine the issue price, which may not be less than the pro rata amount of the share capital, as well as the terms and conditions of the issue and the further details of the implementation of the capital increase in agreement with the Supervisory Board. The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the subscription rights of shareholders in whole or in part. The Supervisory Board is authorized to approve amendments to the Articles of Association resulting from the issuance of shares from the authorized capital (Authorized Capital 2024)."*

**10. Resolution on the amendment of the Articles of Association in Section 3 "Publications/Announcements"**

Section 3 of the Articles of Association (Publications / Announcements) shall be adapted to the requirements of the Federal Act on the Wiener Zeitung GmbH and the establishment of an electronic announcement and information platform of the Federal Government (WZEVI Act).

The Executive Board and the Supervisory Board propose that the Annual General Meeting passes the following resolution:

*"Section 3 of the Articles of Association shall be amended in such a way that the provision is worded as follows:*

*§ 3 Publications/Announcements*

*To the extent and for as long as it is required under the Austrian Stock Corporation Act (Aktiengesetz), the Company's publications shall be made on the Federal Government's electronic announcement and information platform (Elektronische Verlautbarungs- und Informationsplattform des Bundes; EVI). In all other respects, the Company's publications shall be made in accordance with applicable law, whereby all announcements of the Company, for which no mandatory form is required by law, shall be made exclusively on the Company's website [www.kontron.com](http://www.kontron.com)."*