

Kontron AG
Linz
FN 190272 m
ISIN AT0000A0E9W5, Securities Identification Number A0X9EJ

**Convocation
of Extraordinary General Meeting**

We hereby invite our shareholders to the Extraordinary General Meeting of **Kontron AG** on **Wednesday, 8 November 2023, at 10:00 a.m.**, in the Park Inn by Radisson Linz Hotel in 4020 Linz, Hessenplatz 16/18.

I. AGENDA

1. Resolution on the authorisation of the Executive Board to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act, with the consent of the Supervisory Board, in particular convertible bonds, profit participation bonds or profit participation rights, which may also provide for subscription and/or conversion rights for the acquisition of shares in the Company, excluding the shareholders' subscription rights to these financial instruments (direct exclusion).
2. Resolution on
 - a) the conditional increase of the share capital of the Company pursuant to Section 159 Paragraph 2 (1) of the Austrian Stock Corporation Act for the issuance to creditors of financial instruments (Conditional Capital 2023)
 - b) revoking the authorisation of the Executive Board granted at the Annual General Meeting of 21 May 2019 pursuant to Section 169 of the Austrian Stock Corporation Act (Authorised Capital 2019) and
 - c) the corresponding amendments to the Articles of Association, Article 5 Share Capital (including striking the Authorised Capital 2017, which has expired).
3. Resolution on authorisations of the Executive Board to buy back and sell treasury shares of the Company also by means other than via the stock exchange or public offer, also in connection with the exclusion of general tender and purchase rights of the shareholders (exclusion of subscription rights) together with the authorisation to withdraw shares.

II. DOCUMENTS FOR THE 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 **18 October 2023** at the latest:

- Proposed resolutions on Agenda items 1 until 3
- Written report on the exclusion of subscription rights on Agenda item 1 (financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act)
- Written report on the exclusion of subscription rights on Agenda item 3 (treasury shares)
- Form for granting power of attorney
- Form for granting power of attorney and instructions to a voting proxy
- Form for revoking power of attorney
- Full text of this convocation

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

The entitlement to participate in the General Meeting and to exercise voting rights and other shareholder rights to be asserted in the context of the General Meeting shall be based on the shareholding at the end of **29 October 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 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 **3 November 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 Section 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 Supervision Act 2018 (*Wertpapieraufsichtsgesetz*) 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 **29 October 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 come to the 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 General Meeting and who has provided evidence thereof to the Company in accordance with the provisions of section III of this Convocation shall be entitled to appoint a proxy to attend the 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 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 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 **06 November 2023**, unless they are handed over at the entrance and exit checkpoint of the General Meeting on the day of the 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 depositary bank (Section 10a Stock Corporation Act), it shall be sufficient if, in addition to the safe custody receipt, the depositary 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 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 (a body representing investor interests) is available to shareholders as an independent voting proxy to exercise voting rights at the 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 AUSTRIAN 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 **20 October 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 **20 October 2023 (24:00, Vienna time)** to the e-mail address ir@kontron.com,
- or
- by SWIFT to the address GIBAATWGGMS no later than **20 October 2023 (24:00, Vienna time)**.

“In writing” means signed by hand or by corporate signature by each applicant or, if by e-mail, by qualified electronic signature or, if by SWIFT, by Message Type MT598 or Type MT599, and ISIN AT0000A0E9W5 and A0X9EJ must be quoted explicitly 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 (Article III. of this convocation).

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 **27 October 2023 (24:00, Vienna time)** either to Kontron AG, 4020 Linz, Industriezeile 35, 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.

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 (Article III. of this convocation).

3. 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 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 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.

4. Motions by shareholders at the 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.

5. Information on data protection for shareholders

Kontron AG processes personal data of the shareholders in connection with the 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 General Meeting (Article 6 (1c) and Article 6 (1f) GDPR). Insofar as Kontron AG uses external service providers to organise the 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 convening the General Meeting, the share capital of the Company amounts to EUR 63,860,568.00 and is divided into 63,630,568 no-par value bearer shares. Each share grants one vote.

At the time the General Meeting was convened, the Company held a total of 727,403 treasury shares. The Company is not entitled to any rights from treasury shares. The total number of voting rights at the time of convening the General Meeting amounts to 63,133,165 voting rights. Any change in the number of treasury shares before the General Meeting and thereby in the total number of voting rights will be announced at the General Meeting.

There are not several classes of shares.

VII. MISCELLANEOUS

This Extraordinary General Meeting is expected to have a short duration and so we ask for your understanding that the only refreshments provided will be in the form of drinks.

October 2023, Linz

The Executive Board