

KONTRON AG

Linz, FN 190272 m

**Proposed Resolutions by the Executive Board and Supervisory Board
for the Extraordinary General Meeting
on 8 November 2023**

- 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).**

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

- a) The Executive Board is authorised, with the consent of the Supervisory Board and for a period of five years from the date of the resolution being passed, to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act, in particular convertible bonds, profit participation bonds or profit participation rights, which carry a subscription and/or conversion right or a subscription or conversion obligation for a total of up to 6,386,056 new bearer shares of the Company along with a pro rata amount of the share capital of the Company; the Executive Board may issue or provide for the issuance of new bearer shares of the Company with a pro rata amount of the share capital of up to EUR 6,386,056 in total, also in several tranches, against cash contributions and determine all other terms and conditions of the financial instruments. The financial instruments may be issued against cash contributions and also against contributions in kind. The financial instruments may be structured in such a way that they can be recognised as debt or equity.
- b) The authorisation to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act may also be utilised multiple times. In this case, the sum of (i) the shares already delivered to holders of financial instruments in accordance with this authorisation and (ii) the shares for which conversion and/or subscription rights or conversion or subscription obligations from financial instruments already issued and to be issued within the framework of exercising the re-utilisation may not exceed the maximum number determined in this resolution.
- c) The subscription and/or conversion rights from the financial instruments may be serviced by Conditional Capital, in particular the new Conditional Capital 2023 to be

created in accordance with item 2 of the Agenda, treasury shares, delivery by third parties, or a combination thereof.

- d) The issue amount and the issue conditions of the financial instruments, in particular interest rate, term, ranking (including subordination), denomination, protection against dilution, conversion modalities (in particular conversion rights and/or obligations, conversion price, exchange ratio as well as exchange and/or subscription conditions) as well as the possibility of cash compensation, shall be determined by the Executive Board with the consent of the Supervisory Board. The price of the financial instruments shall be determined by the Executive Board taking into account customary market calculation methods as well as the stock exchange price of existing shares of the Company using a recognised pricing procedure.
- e) The shareholders' subscription rights to the financial instruments pursuant to Section 174 Paragraph 4 of the Austrian Stock Corporation Act are excluded (direct exclusion).

In addition, reference is made to the written report of the Executive Board pursuant to Section 174 Paragraph 4 in connection with Section 153 Paragraph 4 of the Austrian Stock Corporation Act on item 1 of the Agenda.

2 Resolution on 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); 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 the corresponding amendments to the Articles of Association, Article 5 Share Capital (including striking the Authorised Capital 2017, which has expired).

With regard to this Agenda item, reference is essentially made to the implementation of the resolution on the authorisation of financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act under item 1 of the Agenda and the written report of the Executive Board pursuant to Section 174 Paragraph 4 in conjunction with Section 153 Paragraph 4 of the Austrian Stock Corporation Act.

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

- a) The authorisation of the Executive Board pursuant to Section 169 of the Austrian Stock Corporation Act, passed at the Annual General Meeting of 27 June 2017, to increase the share capital within five years after registration of the corresponding amendment to the Articles of Association in the commercial register, with the consent of the Supervisory Board, by up to EUR 10,000,000, by issuing up to 10,000,000 new no-par value bearer shares with voting rights in one or more tranches against contributions in cash and/or in kind, also by way of indirect subscription rights pursuant to Section 153 Paragraph 6 of the Austrian Stock Corporation Act, and to determine the issue price and the terms and conditions of the issue in agreement with the Supervisory Board, and, with the approval of the Supervisory Board, to exclude the statutory subscription

rights of the shareholders (Authorised Capital 2017), has been revoked.

The following authorisation is stated now in Article 5 Paragraph 5: 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 shall be authorised 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 recognised pricing procedure, considering calculation methods customary in the market 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 authorised to determine the further details of the implementation of the Conditional Capital increase. The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from the issue of shares from conditional capital.

b) Article 5 Paragraph 5 of the Articles of Association shall be amended to read as follows:

(5) 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 authorised 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 recognised 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 authorised to determine the further details of the implementation of the Conditional Capital increase. The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from the issue of shares from conditional capital.

c) The authorisation of the Executive Board pursuant to Section 169 Austrian Stock Corporation Act granted at the Annual General Meeting of 21 May 2019 to increase the share capital – in several tranches of necessary – by up to EUR 6,600,000 by issuing up

to 6,600,000 new bearer voting shares in one or more tranches in exchange for cash and/or contributions in kind within five years of registering the corresponding amendment to the Articles of Association in the commercial register and subject to the approval of the Supervisory Board, also by way of indirect subscription rights pursuant to Section 153 Paragraph 6 Austrian Stock Corporation Act, and to determine the issue price and the terms and conditions of the issue in agreement with the Supervisory Board (Authorised Capital 2019), including the direct exclusion of the shareholders' statutory subscription rights, along with the authorisation to exclude the shareholders' statutory subscription rights, shall be revoked to the extent not yet utilised.

- d) The Articles of Association shall be amended in Article 5 Paragraph 6 in in such a way that the provision shall be omitted, but the paragraph shall be kept free.

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 the general tender and purchase rights of the shareholders (exclusion of subscription rights) together with the authorisation to withdraw shares.

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

a) The authorisation granted to the Executive Board at the 23rd Annual General Meeting on 6 May 2022 to acquire treasury shares shall be cancelled to the extent not yet utilised. In addition, the Executive Board shall be authorised pursuant to Section 65 Paragraph 1 (8) and Paragraph 1a and 1b of the Austrian Stock Corporation Act to acquire no-par value bearer shares of the Company in the amount of up to 10% of the share capital of the Company for a period of 30 months from the date of this resolution, both on the stock exchange and off-exchange, whereby the consideration may not be more than 10% below or above the average stock exchange price of the last five trading days prior to the acquisition of the shares. The relevant stock exchange price shall be the average closing price for shares of the Company in XETRA trading (or a successor system replacing the XETRA system) on the Frankfurt Stock Exchange. Trading in treasury shares is excluded as a purpose of the acquisition. The authorisation may be exercised in whole or in part or also in several instalments, once or several times and in pursuit of one or more purposes by the Company, by an affiliated Company (Section 189 a of the Austrian Commercial Code) or by third parties for the account of the Company, provided that the proportion of the share capital associated with the shares held by the Company on the basis of this authorisation or otherwise does not exceed 10% of the share capital at any time. The Executive Board may decide to acquire shares on the stock exchange, but the Supervisory Board must be informed of this decision afterwards. Off-market acquisition, including by way of a public buyback offer, is subject to the prior approval of the Supervisory Board. In the event of an off-exchange acquisition, this may also be carried out with the exclusion of the shareholders' pro-rata right to sell (reverse exclusion of subscription rights). If the Company sells and buys back its own shares in connection with financing transactions (such as buyback agreements or swap transactions) or securities lending or securities borrowing transactions, the sale price plus appropriate interest shall be deemed to be the highest consideration for the buyback.

b) The authorisation granted to the Executive Board at the 23rd Annual General Meeting on 6 May 2022 to sell treasury shares shall be cancelled to the extent not utilised and the Executive Board shall be authorised at the same time for a period of 5 years from this resolution pursuant to Section 65

Paragraph 1b Austrian Stock Corporation Act, with the approval of the Supervisory Board and without any new resolution of the General Meeting, to sell or use treasury shares of the Company also in a way other than via the stock exchange or by means of a public offer, in doing so also to exclude the pro rata purchase right of the shareholders (exclusion of subscription rights) and to determine the terms and conditions of sale. The authorisation may be exercised once or several times, in whole or in part or in several instalments and in pursuit of one or several purposes by the Company, by an affiliated Company (Section 189a (8) of the Austrian Commercial Code) or by third parties for the account of the Company. The provisions of this resolution apply to the treasury shares held by the company at the time the resolution is passed.

c) The shareholders' general right of repurchase (subscription right) is excluded when their own shares are used to back the financial instruments issued on the basis of today's authorization ("direct exclusion").

d) The authorisation of the Executive Board granted in the 23rd Annual General Meeting of 6 May 2022 to withdraw treasury shares shall be cancelled and the Executive Board shall at the same time be authorised, without further referral to the General Meeting, to withdraw treasury shares with the consent of the Supervisory Board. The Supervisory Board shall be authorised to resolve on amendments to the Articles of Association resulting from the withdrawal of shares.

For further justification and explanation of the proposed resolution on item 3 of the Agenda, reference is also made to the report of the Executive Board published on the Company's website (www.kontron.ag and <https://ir.kontron.com>) in connection with the authorisation of the Executive Board to exclude shareholders' quota tender rights in the case of off-market acquisition of treasury shares and to exclude shareholders' pro rata purchase rights (exclusion of subscription rights) in the case of sale of treasury shares other than via the stock exchange or by means of a public offer (Section 65 Paragraph 1b in conjunction with Section 153 Paragraph 4 of the Austrian Stock Corporation Act).

18 October 2023, Linz