



DGAP-News: PIERER Mobility AG / Announcement of the Convening of the General Meeting

04.02.2021 / 15:19

Announcement of the Convening of the General Meeting, transmitted by DGAP - a service of EQS Group AG.

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PIERER Mobility AG

FN 78112 x

with its registered office in Wels

ISIN: AT0000KTM02

Invitation to the

Extraordinary General Meeting

to be held on the **Friday, February 26, 2021** at **11:00 a.m.**
in the KTM Motohall, KTM Platz 1, 5230 Mattighofen

I. VIRTUAL GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF SHAREHOLDERS

1. COVID-19 Corporate Law Act (COVID-19-GesG) and COVID-19 Ordinance under company law (COVID-19-GesV)

The Executive Board has decided, in order to protect shareholders and other participants, to make use of the option of a virtual general meeting also for this extraordinary general meeting.

The general meeting of PIERER Mobility AG on **February 26, 2021** will be held as a 'virtual general meeting' in accordance with the § 1 para. 2 COVID-19-GesG in the current version, taking into account the interests of both the company and the participants.

This means that the **shareholders and their representatives will not be able to be physically present** at the general meeting of PIERER Mobility AG on February 26, 2021, in order not to endanger the health of the participants. We expressly point out that it is not possible for shareholders to come to the venue of the general meeting themselves.

The general meeting will be held in the physical presence of the chairman of the Supervisory Board, the chairman of the Executive Board and other members of the Executive Board, the certifying notary and the four special proxies designated by the company at 5230 Mattighofen, KTM Platz 1.

The holding of the extraordinary general meeting as a virtual general meeting in accordance with the COVID-19-GesV leads to modifications in the otherwise usual course of the general meeting and in the exercise of shareholders' rights. Voting rights, the right to submit motions and the right to raise objections shall be exercised exclusively by granting power of attorney and issuing instructions to one of the special proxies proposed by the company pursuant to § 3 para. 4 of the COVID 19-GesV.

The right to information may be exercised during the virtual general meeting by the shareholders themselves by way of electronic communication, exclusively in text form by e-mail directly to the e-mail address fragen.pierermobility@hauptversammlung.at.

2. Webcast of the General Meeting

Pursuant to § 3 para. 4 COVID-19-GesV in conjunction with § 102 para. 4 Austrian Stock Corporation Act, the general meeting will be broadcasted in full on the Internet in real time in audio and video form.

This is allowed under data protection law with regard to the legal basis of § 3 para. 4 COVID-19-GesV and § 102 para. 4 Austrian Stock Corporation Act.

All shareholders of the company will be able to follow the general meeting on **February 26, 2021** from around 11:00 a.m. using appropriate technical aids on the internet at www.pierermobility.com (under Investor Relations / General Meeting) as a virtual general meeting. No registration or login is required to follow the general meeting.

By broadcasting the general meeting on the Internet, all shareholders who so wish have the opportunity to follow the proceedings of the general meeting in real time through this acoustic and visual link and to follow the presentation by the Executive Board and the answers to shareholders' questions.

It is pointed out that this live transmission as a virtual general meeting does not enable remote participation (§ 102 para. 3 no. 2 Austrian Stock Corporation Act) and remote voting (§ 102 para. 3 no. 3 and § 126 Austrian Stock Corporation Act) and that the transmission on the Internet is not a two-way connection.

It is also pointed out that the company is only responsible for the use of technical means of communication to the extent that these are attributable to its sphere.

In addition, reference is made to the information on the organizational and technical requirements for participation pursuant to § 3 para. 3 in connection with § 2 para. 4 COVID-19-GesV ('**Participation Information**'). This will be made available on the website of the company at www.pierermobility.com by February 5, 2021 at the latest.

II. AGENDA

1. Resolution on the amendment of the Articles of Association in § 8

2. Resolution on the amendment of the Articles of Association by adding a new § 17 with regard to an opting-out clause in accordance with Swiss takeover law

III. DOCUMENTS FOR THE GENERAL MEETING; AVAILABILITY OF INFORMATION ON THE INTERNET PAGE

The following documents will be available on the internet by no later than **February 5, 2021** at www.pierermobility.com under Investor Relations / General Meeting:

- information on the organizational and technical requirements for participation pursuant to § 3 para. 3 in connection with § 2 para. 4 COVID-19-GesV ('**Participation Information**')
- Proposed resolutions by the Executive Board and Supervisory Board regarding the agenda items

- Articles of Association in amendment mode
- Forms for granting a power of attorney for the special proxy
- Forms for revoking a power of attorney for the special proxy
- Question form
- Full text of this invitation

IV. 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 according to the COVID-19-GesV 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 **Tuesday, February 16, 2021, midnight (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 virtual general meeting.

Deposited bearer shares

In the case of deposited bearer shares, a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act shall suffice as evidence of share ownership on the record date, and this must be received by the company no later than **February 23, 2021** exclusively at one of the addresses listed below:

By fax: +43 (0) 1/8900-500-76
 Per mail or PIERER Mobility AG
 courier: FAO Ms. Mag. Michaela Friepel
 Edisonstraße 1
 4600 Wels, Upper Austria

or
 by e-mail: anmeldung.pierermobility@hauptversammlung.at, whereby the safe custody receipt must be attached to the e-mail, for example as a PDF file.

by SWIFT: GIBAATWGGMS; Message Type MT598 or MT599, it is essential to specify ISIN AT0000KTM02 in the text

Link to the creation of a safe custody receipt according to § 10a of the Austrian Stock Corporation Act (only for custodian banks):

https://www.hauptversammlung.at/_hvatnew/coh.php?hv=5104&lang=e

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

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 AT0000KTM02) 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 of **February 16, 2021, midnight**.

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

The appointment of a special voting proxy cannot be validly made without a deposit confirmation being received by the company in due time. Shareholders are requested to contact their depository bank and arrange for the issue and transmission of a deposit confirmation. 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.

V. APPOINTMENT OF AN INDEPENDENT PROXY AS A SPECIAL CONDITION FOR THE RIGHT TO PARTICIPATE AND ASK QUESTIONS AND THE PROCEDURE TO BE FOLLOWED IN THIS RESPECT

Each shareholder who is entitled to attend the general meeting and has provided evidence of this to the company in accordance with the stipulations in this convening notice, Item IV, has the right to authorize a special proxy.

Pursuant to § 3 para. 4 COVID-19-GesV, the submission of a resolution, the casting of votes and the lodging of an objection at this virtual general meeting of PIERER Mobility AG on February 26, 2021 may only be made by one of the special proxies.

The following persons, who are suitable and independent of the company, are proposed as **special proxies**:

1. Notary **Dr. Claus Lumerding**

c/o Öffentliche Notare Mag. Huemer & Dr. Lumerding
 Stadtplatz 19, 5230 Mattighofen
 phone: +43 7742 2237
 e-mail: lumerding.pierermobility@hauptversammlung.at

2. **Dr. Michael Knap**

c/o IVA Interessenverband für Anleger
 Feldmühlgasse 22/4, A-1130
 phone: +43 664 213 87 40
 e-mail: knap.pierermobility@hauptversammlung.at

3. Lawyer **Mag. Philipp Stossier**

c/o Stossier Heitzinger Rechtsanwälte

Dragonerstraße 54, 4600 Wels
phone: +43 7242 42605
e-mail: stossier.pierermobility@hauptversammlung.at

4. Lawyer **Mag. Andreas Schütz, LL.M.**

c/o TaylorWessing e|n|w|c Natlacen Walderdorff Canola Rechtsanwälte GmbH
Schwarzenbergplatz 7, 1030 Wien
phone: +43 1 716 55 0
e-mail: schuetz.pierermobility@hauptversammlung.at

Each shareholder may select one of the above-mentioned persons as special proxy and grant this person power of attorney.

A **separate proxy form** can be downloaded from the company's website at www.pierermobility.com/investor-relations/hauptversammlung/ for granting power of attorney to the special proxies. It is requested to use this proxy form.

For the granting of proxy, the transmission options and deadlines provided for this purpose, the regulations contained in the **participation information** must be observed.

Personal delivery of the proxy at the place of the meeting is expressly excluded.

VI. REFERENCE TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT IN ACCORDANCE WITH COVID-19-GESV

Addition to the agenda pursuant to § 109 Austrian Stock Corporation Act:

Shareholders whose shares together amount to **5% of the share capital**, and who have held these shares for at least three months prior to making the request, may request in writing that **additional items be added to the agenda** of this general meeting and be published, provided that this request is received by the company in writing no later than **February 7, 2021** at the address Edisonstraße 1, 4600 Wels, FAO Ms. Mag. Michaela Friepeß. The application must be submitted to the company in writing, i.e. in signature form by enclosing a signature in a legally binding manner. Each agenda item must include a proposal for a resolution and a statement of reasons. In the case of deposited bearer shares, the presentation of a safe custody receipt in accordance with § 10a of the Austrian Stock Corporation Act, confirming that the shareholders making the request have held the shares for at least three months prior to making the request and that the receipt must not be older than seven days at the time of presentation to the company, shall suffice as proof of share ownership. With regard to the other requirements for the safe custody receipt, please refer to the statements made on the right to participate.

Proposed resolutions on the agenda pursuant to § 110 Austrian Stock Corporation Act:

Shareholders whose shares together 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 **February 17, 2021**, either by fax to +43 (0) 1/8900-500-76, by mail to PIERER Mobility AG, Edisonstraße 1, 4600 Wels, Upper Austria, FAO Ms. Mag. Michaela Friepeß, 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. 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 the case of bearer shares deposited with a custodian, the presentation of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act 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 of the 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.

Right to information pursuant to § 118 Austrian Stock Corporation Act:

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. The duty to provide information also extends to the company's legal and business relationships with an affiliated company as well as to the position of the Group and the companies included in the consolidated financial statements. 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.

Express reference is made to the fact that the **right to information** pursuant to § 118 of the Austrian Stock Corporation Act can be exercised by the shareholders themselves **during the virtual general meeting** exclusively by sending questions by e-mail directly to the company exclusively at the e-mail address fragen.pierermobility@hauptversammlung.at.

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 **February 23, 2021**.

This will enable the Executive Board to prepare as accurately as possible and to respond quickly to the questions asked.

Please use the question form, which will be available on the company's website at www.pierermobility.com no later than **February 5, 2021**.

Once again, it is expressly pointed out that the right to information pursuant to § 118 Austrian Stock Corporation Act may be exercised by the shareholders themselves during the general meeting exclusively by sending questions by e-mail directly to the company at the e-mail address fragen.pierermobility@hauptversammlung.at.

Please note that appropriate time limits may be set by the Chairman for this during the general meeting.

More detailed information and modalities for exercising the shareholders' right to information pursuant to § 118 Austrian Stock Corporation Act will be set out in the **participation information**.

Right to propose motions pursuant to § 119 Austrian Stock Corporation Act:

Each shareholder is entitled to submit motions at the general meeting in accordance with the COVID-19-GesG and the COVID-19-GesV through his special voting proxy for each item on the agenda.

The requirement for this is proof of entitlement to attend in accordance with item IV. of this convocation and the granting of a corresponding power of attorney to the special voting proxy in accordance with item V. of this convocation.

Further information and modalities for exercising the shareholders' right to submit motions in accordance with § 119 Austrian Stock Corporation Act will be set out in the **participation information**.

VII. INFORMATION ON DATA PROTECTION FOR SHAREHOLDERS

PIERER MobilityAG 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 Austrian Stock Corporation Act, in order to enable them to exercise their rights in the context of the general meeting.

PIERER MobilityAG 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 MobilityAG 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 MobilityAG 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 MobilityAG, which are commissioned for the purpose of organizing the general meeting, shall receive from PIERER MobilityAG 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 MobilityAG. In fulfillment of the legal obligation, PIERER MobilityAG 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 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 MobilityAG 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 MobilityAG www.pierermobility.com.

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

At the time of convening of the general meeting, the company's share capital of EUR 22,538,674.00 is divided into 22,538,674 no-par value bearer shares. Each share confers one vote. The company holds 193,340 treasury shares at the time the general meeting is convened. The company has no rights arising from this. The total number of shares with entitlement to participate and vote at the general meeting is 22,345,334 at the time the general meeting is convened. There is only one class of shares.

With regard to the procedure for the general meeting, reference is made to the information on the organizational and technical requirements for participation in the virtual general meeting, which will be accessible on the company's website at www.pierermobility.com from February 5, 2021.

Wels, February 2021 The 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.

04.02.2021 The DGAP Distribution Services include Regulatory Announcements, Financial/Corporate News and Press Releases.
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Language:	English
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WKN:	A2JKHY
Listed:	Regulated Market in Frankfurt (General Standard); Regulated Unofficial Market in Berlin, Dusseldorf, Munich, Stuttgart, Tradegate Exchange

Valorennummer (Schweiz): 41860974 Wertpapierkürzel: PMAG, Bloomberg: PMAG SE, PMAG GY Reuters: PMAG.S

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