

EQS-News: Kontron AG / Announcement of the Convening of the General Meeting

Kontron AG: Convocation of the 26th Annual General Meeting

14.05.2025 / 09:00 CET/CEST

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

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Kontron AG

Linz

FN 190272 m

ISIN AT0000A0E9W5, Securities Identification Number A0X9EJ

**Convocation
of the 26th Annual General Meeting**

We hereby invite our shareholders to the Annual General Meeting of **Kontron AG** on **Wednesday, 11 June 2025**, at **10:00 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 corporate governance report, the consolidated financial statements including the Group management report and consolidated non-financial statement, the proposal for the appropriation of profits, and the report prepared by the Supervisory Board for the financial year 2024
2. Resolution on the appropriation of net profits for the financial year 2024
3. Resolution on the discharge of the members of the Executive Board for the financial year 2024
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2024
5. Election of the auditor and Group auditor for the financial year 2025
6. Election of the auditor for the sustainability reporting for the financial year 2025
7. Resolution on the remuneration report
8. Elections to the Supervisory Board
9. Resolution on the amendment of the remuneration policy with regard to the basic principles for the remuneration of the members of the Executive Board
10. Resolution on the authorization of the Executive Board, with the approval of the Supervisory Board, to increase the share capital in accordance with Section 169 Austrian Stock Corporation Act (authorized capital) by up to EUR 2,000,000 in exchange for cash and/or non-cash contributions, including the authorization of the Executive Board to exclude subscription rights, as well as the authorization of the Supervisory Board to adopt the corresponding amendment to the Articles of Association (Authorized Capital 2025) and resolution on the corresponding amendment to the Articles of Association in Section 5 (Share Capital).
11. Resolution on the authorization of the Executive Board to buy back and sell treasury shares of the Company, including by means other than via the stock exchange or public offer, also in connection with the authorization of the Executive Board to exclude shareholders' general tender and purchase rights (exclusion of subscription rights) together with the authorization to withdraw shares and the authorization of the Supervisory Board to adopt amendments to the Company's Articles of Association resulting from the redemption of shares.

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

In particular, the following documents will be available on the Company's website registered with the commercial register under **www.kontron.ag** and **https://ir.kontron.com** as of **21 May 2025** at the latest:

- Annual financial statements with management report,
- Corporate governance report,
- Consolidated financial statements with Group management report,
- Non-financial statement,
- Proposal for the appropriation of profits,
- Report of the Supervisory Board,

each for the financial year 2024;

- Proposed resolutions on agenda items 2 to 11,
- Remuneration report,
- Declaration of the candidates for the election to the Supervisory Board under agenda item 8 pursuant to Section 87 Paragraph 2 Austrian Stock Corporation Act, including curriculum vitae,
- Remuneration policy with regard to the basic principles for the remuneration of the members of the Executive Board,
- Written report of the Executive Board on the exclusion of subscription rights under agenda item 10,
- Written report of the Executive Board on the exclusion of subscription rights under agenda item 11,
- Form for granting a power of attorney,
- Form for granting a power of attorney and issuing instructions to a representative,
- Form for the revocation of a power of attorney,
- Information on the integration of ISO 20022 SWIFT messages in the delivery logic of deposit confirmations and powers of attorney,
- Full text of this convocation.

III. RECORD DATE AND REQUIREMENTS FOR THE 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 at the Annual General Meeting is based on the share ownership at the end of **1 June 2025** (24:00h, midnight, Vienna time) (record date).

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

For proof of share ownership on the record date, a deposit confirmation pursuant to Section 10a Austrian Stock Corporation Act must be submitted, which must be received by the Company no later than **5 June 2025** (24:00h, midnight, Vienna time) exclusively via one of the following communication channels and addresses:

- i. for the transmission of the deposit confirmation in text form, which is sufficient according to § 15 Paragraph 3 of the Articles of Association

By e-mail **anmeldung.kontron@hauptversammlung.at**

(Please send deposit confirmations in PDF format)

By fax +43 (0) 1 8900 500 - 50

- ii. for the transmission of the deposit confirmation in writing

By mail or **Kontron AG**

courier c/o HV-Veranstaltungsservice GmbH

Köppel 60

8242 St. Lorenzen am Wechsel

Per SWIFT ISO 15022: GIBAATWGGMS

(Message type MT598 or MT599,

ISIN AT0000A0E9W5 or A0X9EJ must be stated

within the text)

Per SWIFT ISO 20022: ou=gms,o=gibaatwg,o=swift - seev.003.001.XX or seev.004.001.XX in the version containing the minimum required fields. A detailed description is available for download under **www.kontron.ag** or **https://ir.kontron.com**

Shareholders are requested to contact their depositary bank and arrange for the issuance and transmission of a deposit confirmation.

Deposit confirmations from investment firms within the meaning of the Securities Supervision Act 2018, which are authorized to hold and manage securities, are also accepted.

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

Deposit confirmation pursuant to Section 10a Austrian Stock Corporation Act

The deposit confirmation must be issued by the depositary 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 (Section 10a Paragraph 2 Austrian Stock Corporation Act):

- Information on the issuer: name/company name and address or a code commonly used in transactions 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 registry and number under which the legal entity is registered in its country of origin,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000A0E9W5 or A0X9EJ (international securities identification number),
- Deposit number, securities account number or other designation,
- Time or period to which the deposit confirmation refers.

The deposit confirmation as proof of the share ownership for the participation in the Annual General Meeting must refer to the end of the record date **1 June 2025** (24:00h, midnight, Vienna time).

The deposit confirmation will be accepted in German or English.

Proof of identity

Shareholders and their proxies are requested to have a valid official photo ID ready for identification purposes at the registration.

If you are attending the Annual General Meeting as a representative, please take the power of attorney with you in addition to your 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. If it is not possible to prove identity, admission may be refused.

IV. POSSIBILITY OF APPOINTING A REPRESENTATIVE AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the Annual General Meeting and has provided evidence of this to the Company in accordance with the provisions of Section III. of this convocation is entitled to appoint a representative who will participate in the Annual General Meeting on behalf of the shareholder and has 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 Austrian Stock Corporation Act), whereby also several persons may be authorized.

The granting of a power of attorney 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**

(Please provide powers of attorney in PDF format)

By fax +43 (0) 1 8900 500 - 50

By mail or **Kontron AG**

courier c/o HV-Veranstaltungsservice GmbH

Köppel 60

8242 St. Lorenzen am Wechsel

Credit institutions may also use SWIFT in accordance with Section 114 Paragraph 1 Sentence 4 Austrian Stock Corporation Act:

ISO 15022: GIBAAWGGMS

(Message type MT598 or MT599,

ISIN AT0000A0E9W5 or A0X9EJ must be stated

within the text)

ISO 20022: ou=gms,o=gibaawg,o=swift - seev.003.001.XX or seev.004.001.XX in the version containing the minimum required fields. A detailed description is available for download under **www.kontron.ag** or **https://ir.kontron.com**

In person When registering for the Annual General Meeting

at the place of assembly

The powers of attorney must be received at one of the aforementioned addresses by **10 June 2025**, 4:00 p.m., Vienna time, at the latest, unless they are handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

A powers of attorney form and a form for revoking the powers of attorney are available on the Company's website under **www.kontron.ag** and **https://ir.kontron.com**. In the interest of a smooth process, we ask you to always use the forms provided.

Details on the authorization, in particular the text form and content of the powers of attorney, can be found in the powers of attorney form provided to shareholders.

If the shareholder has granted power of attorney to his or her depositary bank (Section 10a Austrian Stock Corporation Act), it is sufficient for the depositary bank to declare that it has been granted power of attorney in addition to the deposit confirmation, in the manner intended for its transmission to the Company.

Shareholders may exercise their rights in person at the Annual General Meeting even after granting a power of attorney. Personal attendance is deemed to be a revocation of a previously granted power of attorney.

The above provisions on the granting of the power of attorney apply mutatis mutandis to the revocation of the power of attorney.

Independent representative

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

In addition, it is possible to contact Dr. Verena Brauner directly under +43 (0) 1 876 33 43 or by e-mail under brauner.kontron@hauptversammlung.at.

V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT

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

Shareholders whose shares individually or collectively amount to **5% of the share capital** and who have held these

shares for at least three months prior to submitting the motion may request in writing that **additional items be placed on the agenda** of this Annual General Meeting and published if this request is made to the Company

- in writing by mail or courier no later than **21 May 2025** by the end of normal business hours (**which is no later than 4:00 p.m., Vienna time**) exclusively to the address Kontron AG, 4020 Linz, Industriezeile 35, Attn: Investor Relations,

or

- by e-mail with a qualified electronic signature no later than **21 May 2025 (24:00h, midnight, Vienna time)** to the e-mail address ir@kontron.com,

or

- via SWIFT ISO 15022 not later than **21 May 2025 (24:00h, midnight, Vienna time)** to the address GIBAATWGGMS.

"In writing" means signed by hand or by corporate signature by each applicant or, if by e-mail, with a qualified electronic signature or, if transmitted by SWIFT ISO 15022, with message type MT598 or type MT599, whereby ISIN AT0000A0E9W5 or AOX9EJ must be stated in the text.

Each agenda item requested in this way must be accompanied by a proposed resolution together with a statement of reasons. The agenda item and the proposed resolution, but not the reasons for it, must also be written in German. Proof of shareholder status must be provided by submitting a deposit confirmation in accordance with Section 10a Austrian Stock Corporation Act, which confirms that the shareholders submitting the motion have held the shares continuously for at least three months prior to submitting the motion and which must not be older than seven days at the time of submission to the Company. Multiple deposit confirmations for shares that only together represent the shareholding of 5% must refer to the same date (day, time).

With regard to the other requirements for the deposit confirmation, please refer to the information on the right to participate (Section III. of this convocation).

2. Resolution proposals by shareholders on the agenda in accordance with Section 110 Austrian Stock Corporation Act

Shareholders whose shares together amount to **1% of the share capital** may submit **proposals for resolutions** on each item on the agenda in text form, together with a statement of reasons, and 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 Supervisory Board, be made available on the Company's website registered with the commercial register, provided that this request is submitted in text form no later than **30 May 2025 (24:00h, midnight, Vienna time)** either to Kontron AG, 4021 Linz, Industriezeile 35, Attn: Investor Relations, or by e-mail to the e-mail address ir@kontron.com, whereby the request is to be attached in text form, for example as a PDF, to the e-mail. If text form within the meaning of Section 13 Paragraph 2 Austrian Stock Corporation Act is required for declarations, the declaration must be made as a deed 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 recognizable by reproducing the signature of the name or otherwise. The proposed resolution, but not the reasons for it, must 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 Austrian Stock Corporation Act replaces the statement of reasons.

Proof of shareholder status must be provided by submitting a deposit confirmation in accordance with Section 10a Austrian Stock Corporation Act, which must not be older than seven days at the time of submission to the Company. Multiple deposit confirmations for shares that only together represent the shareholding of 1% must refer to the same date (day, time).

With regard to the other requirements for the deposit confirmation, please refer to the information on the right to participate (Section III. of this convocation).

3. Disclosures pursuant to Section 110 Paragraph 2 Sentence 2 in conjunction with Section 86 Paragraph 7 and 9 Austrian Stock Corporation Act

The Company provides the following information on agenda item 8 "Election of three persons to the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders in accordance with Section 110 Austrian Stock Corporation Act:

In accordance with Section 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 Austrian Stock Corporation Act do not apply to **Kontron AG**.

4. Shareholders' right to information in accordance with Section 118 Austrian Stock Corporation Act

Each shareholder shall, upon request, be provided with information on the affairs of the Company at the Annual General Meeting, to the extent that this is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the Company's legal relationships with an affiliated company and 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 judgment, it is likely to cause a significant disadvantage to the Company or an affiliated company, or its provision would be punishable by law.

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

Questions that require longer preparation to be answered should be submitted to the Executive Board in text form in good time before the Annual General Meeting in order to ensure the efficiency of the meeting. Questions may be sent to the Company by e-mail to **ir@kontron.com**.

5. Motions by shareholders at the Annual General Meeting in accordance with Section 119 Austrian Stock Corporation Act

Each shareholder - irrespective of a specific shareholding - is entitled to submit motions at the Annual General Meeting on any item on the agenda. If several motions are submitted for an item on the agenda, the chairperson determines the order of voting in accordance with Section 119 Paragraph 3 Austrian Stock Corporation Act.

However, a **motion by a shareholder for the election of a Supervisory Board member** requires the timely submission of a proposal for a resolution in accordance with Section 110 Austrian Stock Corporation Act: Persons for the "Election of three persons to the Supervisory Board" (agenda item 8) 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 **30 May 2025** in the manner specified above (Section V. Sub-Section 2.). Each nomination must be accompanied by a declaration pursuant to Section 87 Paragraph 2 Austrian Stock Corporation Act from the proposed person regarding their professional qualifications, their professional or comparable functions and any circumstances that could give rise to concerns of bias.

If this is not the case, the shareholder's motion for the election of a Supervisory Board member may not be considered in the vote.

6. Information on data protection for shareholders

Kontron AG processes personal data of shareholders in connection with the Annual General Meeting to the extent necessary and on the basis of the applicable European and national data protection regulations, to fulfill the mandatory legal obligations and for the proper conduct of the Annual General Meeting (Article 6 Paragraph 1 Litera c and Article 6 Paragraph 1 Litera f General Data Protection Rules). Insofar as Kontron AG uses external service providers to organize the Annual General Meeting (such as notaries, lawyers or IT service providers), the data of shareholders will only be processed to the extent necessary, on the instructions of Kontron AG and on the basis of corresponding data protection agreements.

Kontron AG takes data protection very seriously. You can find more information in our privacy policy under **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 Annual General Meeting, the Company's share capital amounts to EUR 63,860,568.00 and is divided into 63,860,568 no-par value bearer shares. Each share grants one vote.

At the time of convening the Annual General Meeting, the Company held a total of 2,474,610 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 Annual General Meeting is 61,385,958 voting-rights. Any change in the number of treasury shares until the Annual General Meeting and thus the total number of voting rights will be announced at the Annual General Meeting.

There are not several classes of shares.

Journey

The organization of this event strives to comply with the criteria of the Austrian Ecolabel for Green Meetings/Events.

We strive to make your arrival by public transport easier. If possible, please opt for an environmentally friendly journey and use the current timetable information at www.oebb.at or www.westbahn.at.

We also offer a free shuttle bus service from Linz Central Station to the venue of the Annual General Meeting and back.

The shuttle bus will depart from Linz main railway station 50 minutes before the start of the Annual General Meeting and return to Linz main railway station 1.5 hours after the end of the Annual General Meeting.

Registration for using the shuttle bus is required and must be made by **4 June 2025**, prior to the Annual General Meeting, by e-mail to **ir@kontron.com**.

The chairperson will start the Annual General Meeting at 10:15 a.m. at the latest, even if the trains are delayed.

Linz, May 2025 The Executive Board

14.05.2025 CET/CEST

Language:	English
Company:	Kontron AG Industriezeile 35 4020 Linz Austria
Phone:	+43 (732) 7664 - 0
E-mail:	ir@kontron.com
Internet:	https://www.kontron.com
ISIN:	AT0000A0E9W5
WKN:	A0X9EJ
Listed:	Regulated Market in Frankfurt (Prime Standard); Regulated Unofficial Market in Berlin, Dusseldorf, Hamburg, Munich, Stuttgart, Tradegate Exchange; BX, Vienna Stock Exchange (Vienna MTF)

End of News

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