

POLYTEC Holding AG
Proposed resolutions of the Board of Directors and Supervisory Board
pursuant to § 108 of the Austrian Stock Corporation Act (AktG)
25. Ordinary Annual General Meeting

1. **Presentation of the adopted annual financial statements including management report and corporate governance report, the consolidated financial statements including the Group management report with sustainability statement, the proposal for the appropriation of profit, and the report by the Supervisory Board, for the 2024 financial year**

The aforementioned documents are available for perusal on the Group's website www.polytec-group.com in the Investor Relations section under the heading Annual General Meeting. A resolution regarding this agenda item is unnecessary.

2. **Resolution on the appropriation of the 2024 profit**

The Board of Directors and the Supervisory Board propose that the retained profit of EUR 193,893,133.79 (thereof a profit carry forward of EUR 186,841,667.56) reported in the annual financial statements of POLYTEC Holding AG as at 31 December 2024, to be carried forward to new account.

3. **Resolution on the discharge of the members of the Board of Directors for the 2024 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2024 financial year to the members of the Board of Directors holding office in the same period.

4. **Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2024 financial year to the members of the Supervisory Board holding office in the same period.

5. **Resolution on the remuneration for the members of the Supervisory Board for the 2024 financial year**

In accordance with the stipulations of the current POLYTEC Holding AG remuneration policy, the emoluments allocated to the members of the Supervisory Board currently include the following fixed payments per calendar year, whereby these are paid out on a pro-rata basis if a member joins or leaves during the year:

Chairman of the Supervisory Board	EUR 50,000.00
Deputy Chairman of the Supervisory Board	EUR 35,000.00
Member of the Supervisory Board	EUR 28,000.00

In accordance with Section 98 of the Austrian Stock Corporation Act and Section 16 of the Articles of Association, the Board of Directors and the Supervisory Board propose, that a total amount of EUR 169,000.00 be approved as emoluments to the members of the Supervisory Board for the 2024 financial year, whereby the distribution of this amount will be made in accordance with the details contained in the Remuneration Report for the 2024 financial year.

6. Resolution on the remuneration report for the members of the Board of Directors and the Supervisory Board for the 2024 financial year

The Board of Directors and the Supervisory Board propose that the remuneration report for the remuneration of the members of the Board of Directors and the Supervisory Board for the 2024 financial year be adopted, as made available on the website entered in the commercial register.

7. Resolution on the authorisation of the Board of Directors pursuant to Section 65 (1) 8 Austrian Stock Corporation Act (AktG) to acquire treasury shares in the Company and to withdraw treasury shares, and authorisation of the Supervisory Board to pass resolutions on amendments to the Articles of Association owing to the withdrawal of shares

The Board of Directors and the Supervisory Board propose the following resolution:

The Board of Directors is authorised by the Annual General Meeting pursuant to § 65 (1) 8 of the Austrian Stock Corporation Act (AktG) to buy back treasury bearer shares with no par value in an amount of up to 10% of the share capital during a period of 30 months following the day of the resolution by the Annual General Meeting for a minimum price per share of EUR 1.00 and a maximum price per share that may not exceed 10% of the average unweighted stock exchange closing price on the five stock exchange trading days preceding the buy-back. The purchase of treasury shares may occur via the stock exchange, by means of a public offering or in any other legally permissible manner and for any purpose permitted by law. The Board of Directors shall be further authorised to withdraw the acquired treasury shares without any further resolution by the Annual General Meeting. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association required upon the withdrawal of shares.

8. Resolution on the cancellation of the existing authorised capital in accordance with the resolution of AGM of 1 July 2022 and creation of new authorised capital (Section 169 Austrian Stock Corporation Act) for an increase in cash or in kind with option of excluding subscription rights and amendment to Item 4.4. of Articles of Association

The Board of Directors and the Supervisory Board propose to repeal the authorised capital in accordance with the Annual General Meeting resolution of 1 July 2022 and that

a) following the entry of the corresponding amendment to the Articles of Association in the company register and subject to the approval of the Supervisory Board, the Board of Directors again be authorised to increase the share capital of the company to EUR 29,028,460.00 (euro twenty nine million, twenty eight thousand, four hundred and sixty), at best in several tranches, within a maximum period of 3 (three) years against cash or a non-cash contribution of up to a nominal value of EUR 6,698,875.00 (euro six million, six hundred and ninety eight thousand, eight hundred and seventy five) through the issue of a maximum of 6,698,875 (six million, six hundred and ninety eight thousand, eight hundred and seventy five) new bearer shares with a nominal value of EUR 1.00 (euro one) at a minimum issuing price of EUR 1.00 (euro one) each, and to determine the issuing price and the issuing conditions in agreement with the Supervisory Board (authorised capital). In addition, subject to the consent of the Supervisory Board, the Board of Directors will also be authorised to exclude the subscription rights of shareholders if share capital is increased against a contribution in kind consisting of companies, operations, part-operations, or shares in one or several enterprises either in Austria or other countries.

b) In addition, the Board of Directors and the Supervisory Board propose that the Supervisory Board be empowered to amend the company Articles of Association, required owing to the issue of shares from authorised capital.

c) Furthermore, the Board of Directors and the Supervisory Board propose that clause 4.4. of the company Articles of Association be amended so that it will read as follows:

“Following the entry of the corresponding amendment to the Articles of Association in the company register and subject to the approval of the Supervisory Board, the Board of Directors again be authorised to increase the share capital of the company to EUR 29,028,460.00 (euro twenty nine million, twenty eight thousand, four hundred and sixty), at best in several tranches, within a maximum period of 3 (three) years against cash or a non-cash contribution of up to a nominal value of EUR 6,698,875.00 (euro six million, six hundred and ninety eight thousand, eight hundred and seventy five) through the issue of a maximum of 6,698,875 (six million, six hundred and ninety eight thousand, eight hundred and seventy five) new bearer shares with a nominal value of EUR 1.00 (euro one) at a minimum issuing price of EUR 1.00 (euro one) each, and to determine the issuing price and the issuing conditions in agreement with the Supervisory Board (authorised capital). In addition, subject to the consent of the Supervisory Board, the Board of Directors will also be authorised to exclude subscription rights of shareholders if share capital is increased against a contribution in kind consisting of companies, operations, part-operations, or shares in one or several enterprises either in Austria or other countries. The Supervisory Board is empowered to amend the company Articles of Association, required owing to the issue of shares from authorised capital.”

9. Election of the auditor and the group auditor as well as the auditor of the sustainability reporting for the 2025 financial year

On the recommendation of its Audit Committee, the Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Kudlichstraße 41-43, 4020 Linz, Austria, be appointed as the auditor of the financial statements and the consolidated financial statements and, if necessary, to the extent that this results from the statutory provisions for the 2025 financial year, also as the auditor of the legally binding consolidated sustainability report for the 2025 financial year. In a letter dated 9 April 2025, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft provided the information required by section 270 (1a) of the Austrian Commercial Code (UGB) and declared that no circumstances exist, which could cast doubt upon its impartiality as an auditor.

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD for short) obliges listed companies to conduct external audits of the sustainability report. This EU Directive has not yet been transposed into national law by the Austrian legislator on the day this proposed resolution is submitted. In order to avoid a later Extraordinary General Meeting to appoint an auditor of the sustainability report for the 2025 financial year at all costs, a corresponding resolution is to be passed at this Annual General Meeting.

10. Elections to the Supervisory Board

The Supervisory Board proposes that the following resolutions be passed on this agenda item:

- 10.1. Mr. Friedrich Huemer, born on 5 August, 1957, Austria, will be re-elected to the Supervisory Board with effect from the resolution of the Annual General Meeting on 10 June 2025, for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2027 financial year.
- 10.2. Ms. Viktoria Kicking, born on 29 September 1952, Austria, will be re-elected to the Supervisory Board with effect from the resolution of the Annual General Meeting on 10 June 2025, for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2027 financial year.

- 10.3. Mr. Fred Duswald, born on 18 August 1967, Austria, will be re-elected to the Supervisory Board with effect from the resolution of the Annual General Meeting on 10 June 2025, for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2027 financial year.
- 10.4. Mr. Günther Apfalter, born on 21 August 1960, Austria, will be elected to the Supervisory Board with effect from the resolution of the Annual General Meeting on 10 June 2025, for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2027 financial year.
- 10.5. Mr. Bernhard Matzner, born on 13 April 1958, Austria, will be elected to the Supervisory Board with effect from the resolution of the Annual General Meeting on 10 June 2025, for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2027 financial year.

Notes:

In accordance with Section 9.1 of the Articles of Association, the Supervisory Board is composed of at least three and a maximum of six members. Until 16 December 2024, the Supervisory Board consisted of five members elected by the Annual General Meeting and, due to the resignation of Mr. Reinhard Schwendtbauer, currently consists of four members with effect from the same day.

At the end of the Annual General Meeting on 10 June 2025, the term of office of Ms. Viktoria Kicking and Mr. Fred Duswald, Mr. Manfred Trauth and Mr. Friedrich Huemer will end. A re-election of Mr. Manfred Trauth to the Supervisory Board is not possible due to the fact that he has reached the age limit of 75 years in accordance with Section 9.2 of the Articles of Association. On the recommendation of the Nomination Committee, the Supervisory Board is to continue to consist of five members. Due to the retirement of Mr. Manfred Trauth and the resignation of Mr. Reinhard Schwendtbauer due to his appointment as Managing Director of Raiffeisenlandesbank Oberösterreich, two further members are to be elected to the Supervisory Board.

The above nominations of the Supervisory Board are based on recommendations of the Supervisory Board's Nomination Committee. The recommendations were made on the basis of the requirements of the Austrian Corporate Governance Code.

POLYTEC Holding AG is not subject to the scope of application of § 86 (7) of the Austrian Stock Corporation Act (AktG) and does not have to take into account the requirement pursuant to § 86 (7) AktG.

Each of the proposed persons, some of whom are standing for re-election and some for the first time (Mr. Friedrich Huemer, Ms. Viktoria Kicking, Mr. Fred Duswald, Mr. Günther Apfalter and Mr. Bernhard Matzner) has submitted a declaration pursuant to § 87 (2) AktG, which will be made available on the Internet under www.polytec-group.com in the Investor Relations section, Annual General Meeting, in due course.

Other persons may only be included in the vote on the election of Supervisory Board members pursuant to § 87 (6) AktG if the proposals for the election of Supervisory Board members, including declarations pursuant to § 87 (2) AktG, are available for each proposed person no later than the fifth working day before the Annual General Meeting, i.e. on 2 June 2025, on the Internet under www.polytec-group.com in the Investor Relations section, Annual General Meeting. This also applies to nominations by shareholders pursuant to § 110 AktG.

It is planned that each of the five positions to be filled will be voted on separately at the upcoming Annual General Meeting in the order described above.