

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

- 1. Presentation of the adopted annual financial statements, including the management report and the corporate governance report, the consolidated financial statements including the group management report, the proposal for the appropriation of profit, and the report prepared by the Supervisory Board report for the 2023 financial year**

The aforementioned documents are available for perusal on the Group's website [www.polytec-group.com](http://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 2023 profit**

The Board of Directors and the Supervisory Board propose that the retained profit of EUR 186,841,667.56 (thereof a profit carry forward of EUR 170,136,167.06) reported in the annual financial statements of POLYTEC Holding AG as at 31 December 2023, to be carried forward to new account.

- 3. Resolution on the discharge of the members of the Board of Directors for the 2023 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2023 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 2023 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2023 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 2023 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 2023 financial year, whereby the distribution of this amount will be made in accordance with the details contained in the Remuneration Report for the 2023 financial year.

## **6. Resolution on the remuneration report**

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 2023 financial year be adopted, as made available on the website entered in the commercial register.

## **7. Resolution on the remuneration policy**

In a listed company, the Supervisory Board must establish the principles for the remuneration of the members of the Board of Directors and of the Supervisory Board in accordance with Section 78a in conjunction with Section 98a of the Austrian Stock Corporation Act (Remuneration Policy). In accordance with Section 78b (1) of the Austrian Stock Corporation Act (AktG), this remuneration policy must be submitted to the Annual General Meeting for a vote at least every fourth financial year and in the event of any material change. The remuneration policy of the POLYTEC Holding AG was presented for resolution and adopted for the first time at the 20th Annual General Meeting on 7 August 2020.

The Supervisory Board revised the principles for the remuneration of the members of the Board of directors and the Supervisory Board and adopted the new remuneration policy at its meeting on 11 April 2024. The remuneration policy revised by the Supervisory Board will be made available on the [www.polytec-group.com](http://www.polytec-group.com) website in the Investor Relations section, Annual General Meeting, from 31 May 2024.

The Supervisory Board proposes that the remuneration policy be adopted, as made available on the website entered in the commercial register.

## **8. Election of the auditor and the group auditor as well as the auditor of the sustainability report for the 2024 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 2024 financial year, also as the auditor of the legally binding consolidated sustainability report for the 2024 financial year. In a letter dated 10 April 2024, 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 2024 financial year at all costs, a corresponding resolution is to be passed at this Annual General Meeting.