

***** This document is to be regarded as a non-binding convenience-translation. The binding version in German language is also available on the homepage of the Company. *****

**Joint proposed resolutions of the Management Board and the Supervisory Board
for the
2nd Annual General Meeting to be held on April 10, 2026**

Agenda item 1:

Presentation of the approved annual financial statements and the management report of the Management Board, the proposal for the appropriation of profits for the 2025 financial year, together with the report of the Supervisory Board on the 2025 financial year.

A resolution on this agenda item is not required.

Agenda item 2:

Resolution on the appropriation of the balance sheet profit shown in the annual financial statements of December 31, 2025.

The Management Board and the Supervisory Board jointly propose to distribute a dividend of EUR 0.25 per share, i.e. a total of EUR 8.116.308,21, to the shareholders and to carry forward the remaining amount to new account.

Agenda item 3:

Resolution on the discharge of the sole member of the Management Board of Steyr Motors AG for the 2025 financial year.

The Management Board and the Supervisory Board jointly propose to pass a resolution to discharge the sole member of the Management Board Julian Cassutti for the 2025 financial year.

Agenda item 4:

Resolution on the discharge of the members of the Supervisory Board of Steyr Motors AG for the 2025 financial year.

The Management Board and the Supervisory Board jointly propose to pass a resolution to discharge the members of the Supervisory Board for the 2025 financial year.

Agenda item 7:*Elections to the Supervisory Board.²*

In accordance with section 7.2. of the Articles of Association, the Supervisory Board is composed of at least three and no more than seven members elected by the General Meeting and as many employee representatives as required in accordance with § 110 (1) of the Labour Constitution Act (*ArbVG*). The Supervisory Board currently consists of three members elected by the General Meeting and two employee representatives.

Pursuant to § 87 (9) Austrian Stock Corporation Act (*AktG*), the appointment of the first Supervisory Board is valid until the end of the first General Meeting, which takes place one year after the registry of the company in the commercial register (*Firmenbuch*) for the purpose of adopting a resolution on the discharge of the Supervisory Board. This provision also applies to the first Supervisory Board appointed in the course of a conversion from a limited liability company (*GmbH*) to a stock corporation (*AG*). Thus, in the case of Steyr Motors AG, until the 2nd Annual General Meeting. Furthermore, the provision also applies to members of the Supervisory Board who are elected shortly after such a process as successors to the members of the first Supervisory Board.

There is no established case law on the question of whether the provisions on the first Supervisory Board are to be applied to newly elected members in any case or whether this only applies shortly after the formation or conversion.

Both the Chairman of the Supervisory Board, Dr Christian Klingler, and the member of the Supervisory Board, Fabian Schlegel, were elected to the Supervisory Board shortly after the transformation of the company and are therefore to be treated as members of the first Supervisory Board. Dr Christian Klingler and Fabian Schlegel have announced that they will not be available for re-election and will therefore step down from the Supervisory Board with effect from the end of the 2nd Annual General Meeting to be held on April 10, 2026.

The Deputy Chairman of the Supervisory Board, Mr. Alexander Fitzka, was elected to the company's Supervisory Board at the Extraordinary General Meeting on August 19, 2025, and thus significantly after the conversion, and will remain in office until the General Meeting that decides on the discharge for the 2029 financial year. In order to create legal certainty against the background of the provisions governing the term of office of the first Supervisory Board pursuant to § 87 (9) AktG and to align the term of office of Mr. Alexander Fitzka with that of the other members, the Supervisory Board proposes that his appointment shall be confirmed at this 2nd Annual General Meeting and that his term of office be aligned with that of the other members.

Hence, three members are to be elected to the Supervisory Board at the upcoming Annual General Meeting:

The Supervisory Board proposes to elect,

- Dr. Rolf Wirtz
- Mag. Gerhard Schwartz
- Mr. Alexander Fitzka

² Only the Supervisory Board has to propose a resolution on this agenda item.

each with effect as of the end of the 2nd Annual General Meeting on April 10, 2026 until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the election, not including the financial year in which the respective Supervisory Board member was elected, i.e. the discharge for the 2030 financial year.

The proposed persons have each submitted a declaration pursuant to § 87 (2) AktG, which is available on the Company's website together with their curriculum vitae.

Agenda item 8:

Resolution on the spin-off for absorption (Abspaltung zur Aufnahme) of the operations of Steyr Motors AG as transferring company (übertragende Gesellschaft) to Steyr Motors Operations GmbH as acquiring company (aufnehmende Gesellschaft) pursuant to §§ 1 (2) Nr. 2 in conjunction with 17 of the Austrian Demerger Act (Spaltungsgesetz) by way of universal succession, and approval of the Demerger and Acquisition Agreement (Spaltungs- und Übernahmevertrag) as of the spin-off date (Spaltungstichtag) December 31, 2025.

The Management Board and the Supervisory Board propose to adopt the spin-off for absorption of the operations of Steyr Motors AG as transferring company to Steyr Motors Operations GmbH as acquiring company and to approve the related Demerger and Acquisition Agreement. With regard to the reasons for this proposed resolution, reference is made to the joint spin-off report of the Management Board of Steyr Motors AG and the Management of Steyr Motors Operations GmbH dated February 27, 2026 and to the report of the Supervisory Board dated March 5, 2026.

Steyr, March 2026

**Management Board and Supervisory Board
of
STEYR MOTORS AG**