

**JOINT PROPOSALS FOR RESOLUTIONS OF THE
MANAGEMENT BOARD AND SUPERVISORY BOARD**

pursuant to § 108 AktG
on the items on the agenda of the
1st Annual General Meeting of the
Steyr Motors AG
on May 7, 2025

****** 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. ******

**1. Presentation of the adopted annual financial statements
including the management report and the report prepared by
the Supervisory Board for the 2024 financial year**

A resolution on this agenda item is not required.

The annual financial statements for the 2024 financial year were approved by the Supervisory Board at its meeting on March 12, 2025 in accordance with § 96 (4) AktG.

The annual financial statements including the management report and the report prepared by the Supervisory Board for the 2024 financial year can be obtained from the Company's registered office and on the company's website at <https://ir.steyr-motors.com/event/hauptversammlung-2025/>.

2. Resolution on the appropriation of the balance sheet profit

The Executive Board and the Supervisory Board propose that a dividend of EUR 0.55 per dividend-bearing share, totalling EUR 2,860,000.00, be distributed to shareholders from the net retained profits of EUR [XX] at December 31, 2024 and that the remaining amount be carried forward to new account.

3. Resolution on the discharge of the sole member of the Management Board of Steyr Motors AG for the (partial) financial year 2024

The Management Board and the Supervisory Board propose to pass a resolution to discharge the sole member of the Management Board Julian Cassutti, in office in the (partial) financial year 2024, from October 19, 2024 until December 31, 2024.

4. Resolution on the discharge of the members of the former management of Mutares Austria Holding-01 GmbH (now Steyr Motors AG) for the (partial) financial year 2024

Mutares Austria Holding-01 GmbH (now Steyr Motors AG) was converted into a stock corporation and entered in the commercial register on 19 October 2024.

The Management Board and the Supervisory Board propose to pass a resolution to discharge the Managing Directors, namely Andreas Walter Zopf and Julian Cassutti, for the (partial) financial year 2024, i.e. for Mr Andreas Walter Zopf the period from January 1, 2024 to the date of his dismissal, which was July 24, 2024, and for Mr Julian Cassutti the period from January 1, 2024 to October 18, 2024.

5. Resolution on the discharge of the Managing Director of the former Steyr Motors Betriebs GmbH for the (partial) financial year 2024

Steyr Motors Betriebs GmbH was merged with Mutares Austria Holding-01 GmbH as the transferring company in accordance with the merger agreement dated September 27, 2024. The merger was entered in the company register with effect from October 15, 2024.

The Management Board and the Supervisory Board propose to pass a resolution to discharge the Managing Director, namely Julian Cassutti, for the (partial) financial year 2024, i.e. the period from January 1, 2024 to October 18, 2024.

6. Resolution on the discharge of the members of the Supervisory Board of Steyr Motors AG for the 2024 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in the (partial) financial year 2024, since the conversion of the company into a stock corporation (Steyr Motors AG), be approved for the period from October 19, 2024 to December 31, 2024.

7. Election of the auditor for the 2025 financial year

Only the Supervisory Board is required to propose a resolution on this agenda item.

The Supervisory Board proposes that Grant Thornton ALPEN-ADRIA Wirtschaftsprüfungs GmbH, FN 580703 a, 9020 Klagenfurt am Wörthersee, August-Jaksch-Straße 2, be appointed as the auditor for the Company's annual financial statements for the financial year from January 1, 2025 to December 31, 2025.

**8. Resolution on the amendment of the Articles of Association
in items 8.1. sentence 1, 8.7., 8.9. and 9.5.**

Resolution 8 a)

The Executive Board and the Supervisory Board propose that item 8.1. of the Articles of Association be amended as follows:

Existing provision (point 8.1. sentence 1):

"Die Hauptversammlung der Gesellschaft findet grundsätzlich an ihrem Sitz oder an einem anderen vom Vorstand bestimmten Ort im Inland statt."

"The General Meeting of the company shall generally be held at its registered office or at another location in Austria determined by the Management Board."

New provision / amended text (point 8.1. sentence 1):

"Die Hauptversammlung der Gesellschaft findet grundsätzlich an ihrem Sitz oder in einer der österreichischen Landeshauptstädte (inkl. Wien) statt. Wo konkret an einem dieser Orte die Hauptversammlung stattfindet, bestimmt das einberufende Organ im Rahmen der Einberufung."

"The General Meeting of the company generally takes place at its registered office or in one of the Austrian provincial capitals (including Vienna). The specific location of the General Meeting at one of these places is determined by the convening body when the meeting is convened."

Resolution 8 b)

The Executive Board and the Supervisory Board propose that item 8.7 of the Articles of Association be amended as follows:

Existing regulation (point 8.7.):

"Jede Stückaktie gewährt eine Stimme. Sofern nicht das Gesetz oder die Satzung eine größere Mehrheit vorschreiben, beschließt die Hauptversammlung mit einfacher Mehrheit der abgegebenen Stimmen."

"Each no-par value share shall grant one vote. Unless a larger majority is required by law or the Articles of Association, the General Meeting shall adopt resolutions with a simple majority of the votes cast."

New provision or amended text (point 8.7.):

"Jede Stückaktie gewährt eine Stimme. Sofern nicht das Gesetz oder die Satzung eine größere Mehrheit vorschreiben, beschließt die Hauptversammlung mit einfacher Mehrheit der abgegebenen Stimmen. Das Stimmrecht kann auch durch Bevollmächtigte ausgeübt werden. Die Vollmacht muss einer bestimmten Person in Textform erteilt werden. Die Vollmacht muss der Gesellschaft übermittelt und von dieser aufbewahrt oder nachprüfbar festgehalten werden."

"Each no-part value share shall grant one vote. Unless a larger majority is required by law or the Articles of Association, the General Meeting shall adopt resolutions with a simple majority of the votes cast. Voting rights may also be exercised by authorized representatives. The authorization must be granted to a specific person in text form. The proxy authorization must be submitted to the company and retained by it or recorded in a verifiable manner."

Resolution 8 c)

The Management Board and the Supervisory Board propose that item 8.9. be added to the Articles of Association:

New provision (point 8.9.):

"Die Hauptversammlung kann gemäß den Bestimmungen des Virtuelle Geschaftersammlungen-Gesetzes auch als einfache virtuelle Versammlung, moderierte virtuelle Versammlung oder hybride Versammlung durchgeführt werden. Das einberufende Organ entscheidet einerseits, ob die Hauptversammlung als physische oder virtuelle Versammlung stattfindet, und andererseits, ob – wenn sie als virtuelle Versammlung stattfindet – sie als einfache virtuelle Versammlung, moderierte virtuelle Versammlung oder hybride Versammlung stattfindet. In der Einberufung einer virtuellen Versammlung ist anzugeben, welche organisatorischen und technischen Voraussetzungen für die Teilnahme an der virtuellen Versammlung bestehen."

"The General Meeting may also be held as a simple virtual meeting, moderated virtual meeting or hybrid meeting in accordance with the provisions of the Virtual Shareholders' Meetings Act. The convening body decides on the one hand whether the General Meeting will be held as a physical or virtual meeting and on the other hand whether – if it is held as a virtual meeting – it will be held as a simple virtual meeting, a

moderated virtual meeting or a hybrid meeting. When convening a virtual meeting, the organizational and technical requirements for participation in the virtual meeting must be specified."

Resolution 8 d)

The Executive Board and the Supervisory Board propose that item 9.5 of the Articles of Association be amended as follows:

Existing regulation (point 9.5.):

"Eine von der Hauptversammlung beschlossene Dividende ist, falls die Hauptversammlung nichts anderes beschließt, 30 Tage nach der Beschlussfassung durch die Hauptversammlung zur Zahlung fällig."

"Unless the General Meeting decides otherwise, a dividend resolved by the General Meeting is due for payment thirty days after the resolution is passed by the General Meeting."

New provision or amended text (point 9.5.):

"Eine von der Hauptversammlung beschlossene Dividende ist, falls die Hauptversammlung nichts anderes beschließt, 30 Tage nach der Beschlussfassung durch die Hauptversammlung zur Zahlung fällig. Die Hauptversammlung ist ermächtigt, die Dividendenzahlung insofern zu ändern, als sie eine Zahlung in zwei (2) Raten über einen Zeitraum von

maximal bis zum Ende des Geschäftsjahres, in dem die Dividende beschlossen wird, beschließen kann."

"Unless the General Meeting decides otherwise, a dividend resolved by the General Meeting is due for payment thirty days after the resolution is passed by the General Meeting. The General Meeting is authorized to change the dividend payment to the extent that it can decide on a payment in two (2) instalments over a maximum period up to the end of the financial year in which the dividend is declared."