

**JOINT RESOLUTION PROPOSALS BY THE MANAGEMENT  
BOARD AND SUPERVISORY BOARD**

**pursuant to § 108 AktG  
on the items on the agenda of the  
extraordinary general meeting of  
Steyr Motors AG  
on August 19, 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. Elections to the Supervisory Board.**

Only the Supervisory Board has to make a proposal regarding this agenda item.

Mr. Philipp Viktor Berghofer has resigned from the Supervisory Board of the Company with effect from the end of the next General Meeting. This resignation will take effect at the end of the Extraordinary General Meeting on August 19, 2025.

In accordance with the Company's Articles of Association, the Supervisory Board consists of at least three and at up to seven members elected by the General Meeting. The Supervisory Board previously consisted of three members elected by the General Meeting and two employee representatives.

At the upcoming Extraordinary General Meeting, one member has to be elected in order to maintain the number of three members elected by the General Meeting.

The Supervisory Board therefore proposes that Mr. Alexander Fitzka shall be appointed to the Supervisory Board with effect from the end of this Extraordinary General Meeting and until the end of the Annual General Meeting that approves 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. until the discharge for the 2029 financial year.

Mr. Alexander Fitzka has submitted a declaration in accordance with § 87 (2) AktG, which is available on the Company's website together with his curriculum vitae.

**2. Resolution on the stock option program 2025.**

To incentivize the members of the Management Board (currently only the sole member Julian Cassutti), the stock option program 2025 (Annex ./A) developed by the Supervisory Board is to be created.

The Management Board and Supervisory Board propose that the following resolutions be adopted:

The stock option program 2025 prepared by the Supervisory Board (Annex ./A) is hereby approved.

**3. Resolution on the conditional increase of the Company's share capital pursuant to § 159 (2) (3) of the Austrian Stock Corporation Act (AktG) for the purpose of granting stock options to members of the Management Board (Conditional Capital 2025).**

With reference to the report submitted by the Supervisory Board on this agenda item, the Management Board and Supervisory Board propose that the following resolutions be adopted:

- a) The share capital of the Company is conditionally increased by up to EUR 80,000 (eighty thousand euros) by issuing up to 80,000 no-par value shares for issue to the sole member of the Management Board, Julian Cassutti, in accordance with §159 (2) (3) AktG, provided that Mr. Cassutti exercises the stock options granted to him in accordance with the stock option agreement dated today. The issue price per no-par value share to be issued is EUR 46.00 (exercise price of the stock options). The newly issued shares from the conditional capital increase are entitled to dividends in the same proportion as the existing shares of the Company.
- b) The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issuance of shares on the basis of the conditional capital.

**4. Resolution on authorizing the Management Board to acquire treasury shares in accordance with § 65 (1) (4) and (1a) and (1b) AktG, both on the stock exchange and outside the stock exchange up to a maximum of 10% of the share capital, even if this involves**

**the exclusion of the proportional right of sale that may be associated with such an acquisition (reverse exclusion of subscription rights).**

The Management Board and Supervisory Board propose that the following resolution be adopted:

The Management Board is authorised in accordance with § 65 (1) (4) and (1a) and (1b) AktG to acquire up to 520,000 of the Company's own shares (corresponding to up to 10% of the share capital) both on the stock exchange and outside the stock exchange, including by way of exclusion of the pro rata right of sale that may be associated with such acquisition (reverse exclusion of subscription rights).

The acquisition of treasury shares may be carried out for the purpose of offering them to members of the Company's Management Board, in particular to service stock options from the stock option program 2025.

This authorization is valid for a period of 30 months from the date of the resolution by the General Meeting and thus expires on February 19, 2028, whereby the acquisition of treasury shares is in any case limited to the maximum number of treasury shares permitted by law in accordance with Section 65 (2) 1 sentence 1 AktG. The authorization may be exercised in whole or in part or in several installments.

The equivalent value per share to be acquired may not deviate by more than 20% from the average stock market price weighted according to the respective trading volumes on the last 30 trading days, whereby the date of the announcement of the repurchase is decisive for determining the repurchase price. If no announcement of the repurchase is made, the 30 trading days prior to the date of acquisition shall be decisive. Both the listing in Frankfurt and in Vienna are relevant.

**5. Resolution on the pervasive amendment and revision of the Articles of Association.**

The Management Board and Supervisory Board propose that the following resolution be adopted:

The Articles of Association of Steyr Motors AG shall be amended and revised in accordance with the enclosed revised version of the Articles of Association. The enclosed revised version of the Articles of Association (Annex ./B) forms an integral part of this resolution.

**6. Election of the auditor for the consolidated financial statements 2025**

Only the Supervisory Board has a resolution proposal to submit on this agenda item.

The Supervisory Board proposes that, in the event that the Company is required to prepare consolidated financial statements for the 2025 financial year, Grant Thornton ALPEN-ADRIA Wirtschaftsprüfungs GmbH, FN 580703 a, 9020 Klagenfurt am Wörthersee, August-Jaksch-Straße 2, also be appointed as the auditor for the consolidated financial statements of the Company for the financial year from January 1, 2025 to December 31, 2025. August-Jaksch-Straße 2, also be appointed as the auditor of the consolidated financial statements of the Company for the fiscal year from January 1, 2025, to December 31, 2025.

The Management Board

The Supervisory Board

**ANNEX ./A regarding agenda item 2 – stock option program 2025**

**ANNEX .B regarding agenda item 4 – Revised Articles of Association**