

Agenda item 10

The Management Board and Supervisory Board propose that the Annual General Meeting adopts the following resolution:

RESOLUTION

Sections 19.15 and 19.16 of the Articles of Association will be renamed "19.16" and "19.17".

A new section 19.15 is inserted, which reads as follows:

<p>19.15</p>	<p>Der Vorstand entscheidet über die Form der Durchführung der Hauptversammlung. Sie kann (i) in physischer Anwesenheit der Teilnehmer (<i>Präsenzversammlung</i>) (ii) ohne physische Anwesenheit der Teilnehmer (<i>virtuelle Hauptversammlung</i>), entweder als einfache oder als moderierte virtuelle Versammlung, oder (iii) als Hauptversammlung, bei der sich jeder Teilnehmer zwischen physischer und virtueller Teilnahme entscheiden kann (<i>hybride Hauptversammlung</i>), durchgeführt werden. Die Durchführung der Hauptversammlung in virtueller Form (Fall (ii)) bedarf der Zustimmung des Aufsichtsrats. Wird die Hauptversammlung vom Aufsichtsrat einberufen, ist diesem die Entscheidung über die Form der Durchführung überlassen.</p> <p>Der Vorstand ist ermächtigt vorzusehen, dass die Aktionäre ihre Stimmen schon bis zu einem festzusetzenden Zeitpunkt vor der virtuellen oder hybriden Hauptversammlung auf elektronischem Weg abgeben können. Die Aktionäre können ihre Stimmabgabe bis zur Abstimmung in der Hauptversammlung widerrufen und neu abstimmen. Im Übrigen gilt § 126 AktG sinngemäß.</p> <p>Die Geltung dieses Punkts 19.15 ist bis 31. Dezember 2028 befristet.</p>	<p>The Management Board decides on the form of the shareholders' meeting. It can be held (i) in the physical presence of the participants (<i>physical shareholders' meeting</i>), (ii) without the physical presence of the participants (<i>virtual shareholders' meeting</i>), either as a simple or a moderated virtual meeting, or (iii) as a shareholders' meeting in which each participant can choose between physical and virtual participation (<i>hybrid shareholders' meeting</i>). A virtual shareholders' meeting (item (ii)) requires the approval of the Supervisory Board. If the shareholders' meeting is convened by the Supervisory Board, the Supervisory Board is authorized to decide on the form in which it is held.</p> <p>The Management Board is authorized to permit the shareholders to cast their votes prior to the virtual or hybrid shareholders' meeting by electronic means up to a point in time which it can determine. Shareholders may revoke their votes until voting takes place in the shareholders' meeting and may vote again. Otherwise, section 126 AktG applies accordingly.</p> <p>The validity of this section 19.15 expires on 31 December 2028.</p>
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Section 25.1 of the Articles of Association is amended and now reads as follows:

<p>25.1</p>	<p>Die nach Gesetz und Satzung erforderlichen Bekanntmachungen der Gesellschaft erfolgen entsprechend den anzuwendenden Rechtsvorschriften auf der Webseite der Gesellschaft, in einem allgemein erhältlichen Bekanntmachungsblatt oder über "EVI", der Elektronischen Verlautbarungs- und Informationsplattform des Bundes (www.evi.gv.at).</p>	<p>Announcements of the Company which are required by law and the Articles of Association are made in accordance with applicable legal provisions on the Company's website, in a generally available announcement journal or via "EVI", the federal electronic announcement and information platform (www.evi.gv.at).</p>
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Only the German version of the Articles of Association is binding.

RATIONALE

The Annual General Meeting on 22 May 2024 is to be used as an opportunity to adapt the Articles of Association to the latest modernization of Austrian corporate law. The newly created section 19.15 governs the possibility of holding General Meetings in virtual and hybrid form. Section 25.1 adapts the company's publications to the new legal requirements.

Virtual and hybrid general meeting

With the entry into force of the federal act on virtual general meetings (VirtGesG) on 14 July 2023, a permanent legal basis for virtual and hybrid meetings was created. This enables listed stock corporations to hold general meetings without or with partial physical presence of the participants. Shareholders in Austria and abroad can thus be offered the opportunity to participate in general meetings (also) using technical means of communication and to exercise their shareholder rights digitally.

The holding of the General Meeting as a virtual or hybrid meeting is only permitted by law if this form of holding is provided for in the Articles of Association. The new provision of section 19.15 contains provisions corresponding to the provisions of the VirtGesG on the holding of virtual and hybrid general meetings. It is in line with the practice of listed stock corporations to provide the convening body with such options regarding the form in which general meetings are held.

If the Management Board, as the convening body, decides to hold a virtual General Meeting, the decision requires the approval of the Supervisory Board.

Federal electronic announcement and information platform

The federal act on Wiener Zeitung GmbH and the Establishment of an Electronic Publication and Information Platform of the Federal Government (WZEVI-Gesetz) entered into force on 1 July 2023. It replaced the printed Official Gazette of the Wiener Zeitung as the publication medium with an electronic federal announcement and information platform ("EVI"). The updated provision of section 25.1 of the Articles of Association replaces the no longer existing Official Gazette of the Wiener Zeitung with the digital Official Gazette as the publication medium. Furthermore, the anachronistic notice in the cashier's office will be deleted.