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## Publication pursuant to Section 5 of the Austrian Takeover Act

### Voluntary public takeover offer aimed at control by Dai Nippon Printing Co., Ltd to the shareholders of AUSTRIACARD HOLDINGS AG

Dai Nippon Printing Co., Ltd (the "**Bidder**") hereby announces that its board of directors has today resolved to make a voluntary public takeover offer aimed at control to all shareholders of AUSTRIACARD HOLDINGS AG ("**AUSTRIACARD**" or the "**Target Company**") in accordance with Sections 25a et seq. of the Austrian Takeover Act (*Übernahmegesetz*) ("**Offer**").

The Offer is aimed at the acquisition of all outstanding ordinary shares in AUSTRIACARD, i.e. up to 36,353,868 ordinary bearer shares (*Stammaktien*). Pursuant to Section 25a paragraph 2 of the Austrian Takeover Act, the Offer is legally conditional upon the Bidder receiving declarations of acceptance with respect to the Offer that comprise more than 50% of the shares with permanent voting rights that are the subject of the Offer. The Bidder intends that the Offer will be subject to an (increased) minimum acceptance threshold of 75% of the shares with permanent voting rights.

Shareholders are to be offered EUR 10 in cash per AUSTRIACARD share (ISIN AT0000A325L0) on a *cum* dividend basis; this corresponds to a premium of approximately 23.8 % on the closing price of the AUSTRIACARD share traded on 12 May 2026 on the Vienna Stock Exchange, or a premium of approximately 46.1 % compared to the volume-weighted 6-month average price of the AUSTRIACARD share traded on the Vienna Stock Exchange prior to that date.

The Bidder and Mr. Nikolaos Lykos, who holds a total of 27,114,422 AUSTRIACARD shares (the "**Lykos Shares**"), corresponding to a participation of approximately 74.58% in the total registered nominal share capital (*Grundkapital*) and voting rights of the Target Company, have today entered into an agreement under the terms of which Mr. Lykos has irrevocably undertaken to accept the Offer in respect of all Lykos Shares.

The completion of the transaction in accordance with this agreement, and thus the sale and transfer of the Lykos Shares to the Bidder, is subject to the acceptance of the Offer and the terms and conditions thereof. Further details will be set out in the Offer document.

Furthermore, the Bidder and the Target Company have today signed a memorandum of understanding ("**Memorandum of Understanding**"). The Memorandum of Understanding sets out certain details of the Offer (including the Offer price and the terms of the Offer) as well as certain mutual obligations of the Bidder and the Target Company in connection therewith.

In the Memorandum of Understanding, the management board of the Target Company has undertaken – subject to their statutory obligations – to support the Offer.

In the course of the negotiations leading to the conclusion of the Memorandum of Understanding, the Bidder was finally informed that the members of the Target Company's management board who hold AUSTRIACARD shares intend to accept the Offer during the (initial) acceptance period.

The Offer will be subject to customary conditions precedent, such as regulatory approvals and an increased minimum acceptance threshold. Details will be set out in the Offer document.

Subject to the Takeover Commission's review of the Offer document and non-prohibition of its publication, the Offer document and further information regarding the Offer will be made available on the websites of the Bidder ([www.global.dnp/index.html](http://www.global.dnp/index.html)), AUSTRIACARD ([www.austriacard.com](http://www.austriacard.com)) and the Takeover Commission ([www.takeover.at](http://www.takeover.at)). In addition, the Offer document will be available free of charge in printed form at the registered office of Raiffeisen Bank International AG, which will act as payment and settlement agent, at the address Am Stadtpark 9, 1030 Vienna, during its regular business hours.

The Offer will not be a delisting offer.

### **Enquiries & Contact**

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### **IMPORTANT INFORMATION**

This announcement is for information purposes only and does not constitute an offer to purchase or a solicitation to sell securities. The terms and conditions of the voluntary public takeover offer are governed exclusively by the Offer document. The Offer is being conducted exclusively in accordance with the applicable provisions of Austrian law.