Mandatory publication pursuant to Sections 39, 27 para. 3 sentence 1, 14 para. 3 sentence 1 of the German Securities Acquisition and Takeover Act ("WpÜG")

Joint Reasoned Statement of the Executive Board and the Supervisory Board of

Kontron AG

Industriezeile 35, 4020 Linz, Austria

on the

mandatory takeover offer (cash offer)

by

Ennoconn Corporation

3F-6F, No. 10, Jiankang Rd., Zhonghe Dist., New Taipei City, Taiwan,

to the shareholders of

Kontron AG

for the acquisition of their no-par value bearer shares in Kontron AG

against payment of cash consideration

dated 29 June 2026

Shares of Kontron AG:

ISIN AT0000A0E9W5 / WKN A0X9EJ

Summary of the Recommendation of the Executive Board and Supervisory Board of Kontron AG

The Executive Board and Supervisory Board of Kontron AG recommend that the shareholders of Kontron AG reject the mandatory takeover offer (cash offer) by **Ennoconn Corporation,** 3F-6F, No. 10, Jiankang Rd., Zhonghe Dist., New Taipei City, Taiwan, to acquire their no-par value bearer shares in **Kontron AG** against payment of cash consideration dated 29 June 2026, in particular for the following reasons (for details, see section XI of this statement):

- the offer price corresponds only to the lowest offer price that the bidder was able to offer under the statutory minimum price rules on the basis of a prior acquisition price of EUR 23.50, and the expenses, fees and charges of custodian banks connected with acceptance of the offer are to be borne by the Kontron shareholders;

- the offer price of EUR 23.50 is EUR 0.26 below the average price of the Kontron Share over the last twelve months;

- the offer price is significantly below the most recent average analyst price targets for the Kontron Share of EUR 30.29 per Kontron Share;

- the fairness opinion commissioned by the Executive Board and Supervisory Board concludes that the offer price is significantly below an appropriate range and that the consideration offered is not adequate from a financial point of view;

- and the settlement of the offer may be delayed until 13 January 2027, or may not occur at all, because official approvals may still have to be obtained.

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I. General Information

1. General

Ennoconn Corporation, incorporated in Taiwan with its registered business address at 3F–6F, No. 10, Jiankang Rd., Zhonghe Dist., New Taipei City, Taiwan (the "**Bidder**"), published on 29 June 2026 an offer document within the meaning of Section 11 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, "**WpÜG**") (the "**Offer Document**"). The Offer Document was published on 29 June 2026 in accordance with Sections 35 (2), 39, 14 (2), and 14 (3) WpÜG in the German language by announcement on the internet at https://www.ennoconn.com/public-purchase/ and by making copies of the Offer Document available for free distribution at the Central Settlement Office, Small & Mid Cap Investmentbank AG, Barer Str. 7, 80333 Munich (order by email to kontakt@smc-investmentbank.de providing a full postal address, or collection in person at Barer Straße 7, 80333 Munich) (the "**Central Settlement Office**"). The notice announcement pursuant to Section 14 (3) sentence 1 no. 2 WpÜG regarding (i) the availability of the Offer Document for free distribution at the Central Settlement Office and (ii) the internet address at which the Offer Document is published was published on 29 June 2026 in the Federal Gazette (Bundesanzeiger) (http://www.bundesanzeiger.de). No further publication of the Offer Document, in particular outside Germany, has been made or is intended by the Bidder.

In the Offer Document, the Bidder makes an offer (the "**Mandatory Takeover Offer**") pursuant to statutory obligation to the shareholders of Kontron AG (hereinafter also "**Kontron**" or the "**Target Company**"). The subject matter of the Mandatory Takeover Offer is the acquisition of all bearer shares (no-par value shares) of the Target Company (International Securities Identification Number ["ISIN"] AT0000A0E9W5, German Securities Identification Number ["WKN"] A0X9EJ) not already held directly by the Bidder and not already held by Kontron itself, each participating in the share capital to the same extent, including all related ancillary rights at the time of settlement of the Mandatory Takeover Offer, in particular including associated profit entitlement rights (hereinafter the "**Kontron Shares**" or individually a "**Kontron Share**"). As consideration, the Bidder offers payment of a cash amount of EUR 23.50 (the "**Offer Price**") per Kontron Share (the "**Cash Offer**"). The Kontron Shares already held directly by the Bidder at the time of publication of the Offer Document are not subject to the Offer. The Kontron Shares held by Kontron AG itself are also generally not subject to the Mandatory Takeover Offer. However, 657,500 treasury Kontron Shares which Kontron used after publication of the Offer Document to satisfy the entitlements of members of the Executive Board and employees under share options, and 6,000 treasury Kontron Shares which Kontron transferred to employees at German locations after publication of the Offer Document under a share transfer programme, are subject to the Offer (see Section III 9 below).

The Offer is a public mandatory takeover offer for the acquisition of securities pursuant to Section 35 WpÜG. Since Kontron AG has its registered office in Linz, Austria, but the Kontron Shares are admitted to trading exclusively on an organised market in Germany, the public mandatory takeover offer is made and conducted partly in accordance with the provisions of Austrian law, for example in relation to questions concerning the acquisition of control (Sections 22 et seq. of the Austrian Takeover Act (hereinafter "**ÜbG**"), in conjunction with Section 27b (2) ÜbG), and partly in accordance with the provisions of the law of the Federal Republic of Germany, in particular the WpÜG and the statutory instruments enacted on the basis of the WpÜG, in particular the WpÜG Offer Regulation (hereinafter "**WpÜG-AngebV**").

Since Kontron AG has its registered office in Linz, Austria, but the Kontron Shares are admitted to trading exclusively on an organised market in Germany, the provisions of the WpÜG apply with respect to the consideration, the content of the Offer Document, and the offer procedure (Section 1 (3) WpÜG in conjunction with Section 2 of the WpÜG Applicability Regulation (hereinafter

"**WpÜG-AnwendV**")), compliance with which is supervised by the Federal Financial Supervisory Authority (hereinafter also "**BaFin**"). The question of acquisition of control, the notification of employees by the Target Company, and matters of corporate law — in particular measures by Kontron AG that could serve to defend against the Mandatory Takeover Offer — are subject to Austrian law. The Bidder is not conducting a mandatory takeover offer under any law other than the law of the Federal Republic of Germany and the law of Austria. Any contract concluded as a result of acceptance of the Mandatory Takeover Offer is subject exclusively to German law and shall be interpreted exclusively in accordance with that law. Kontron shareholders may therefore not rely on being able to invoke investor protection provisions of any legal system other than that of the Federal Republic of Germany and Austria (to the extent applicable). With the exception of the measures listed under the relevant section of the Offer Document, no announcement, registration, admission, or authorisation of the Offer Document and/or the Offer outside the Federal Republic of Germany has been applied for or arranged, nor is any such action planned.

The Bidder transmitted the Offer Document to the Executive Board of Kontron (the "**Executive Board**") on 29 June 2026. The Executive Board forwarded it on the same day to the Takeover Committee of the Supervisory Board established by the Supervisory Board and to the employees of Kontron. No group works council or works council of Kontron AG exists.

The Executive Board and Supervisory Board of the Target Company have carefully examined the Mandatory Takeover Offer and obtained advice from Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Linz/Austria ("**Ernst & Young**") in assessing the financial adequacy of the consideration under the Mandatory Takeover Offer. In this context, Ernst & Young was commissioned to prepare a statement on the adequacy of the consideration from a financial perspective (the "**Fairness Opinion**").

2. Legal Basis of the Statement of the Executive Board and the Supervisory Board

The Executive Board and Supervisory Board of Kontron are legally obliged under Section 39 WpÜG in conjunction with Section 27 (1) WpÜG to issue a reasoned statement on the Mandatory Takeover Offer and on each of its amendments, while observing the prohibition on frustration and the requirement of objectivity (Section 12 in conjunction with Section 27b (2) ÜbG); furthermore, the Executive Board and Supervisory Board of the Target Company must act in the interests of all shareholders and other holders of participation securities, as well as in the interests of the employees, creditors, and the public interest (Section 3 no. 3 in conjunction with Section 27b (2) ÜbG). The Executive Board and Supervisory Board must publish the reasoned statement without undue delay following transmission of the Offer Document and its amendments by the Bidder pursuant to Section 39 WpÜG in conjunction with Sections 27 (3) sentence 1 and 14 (3) sentence 1 WpÜG.

For the purpose of avoiding any potential conflicts of interest, the Supervisory Board has delegated certain advisory and decision-making functions in connection with the Mandatory Takeover Offer — in particular the task of resolving on the statement to be issued by the Supervisory Board — to a Takeover Committee established for this purpose (the "**Takeover Committee**"). Where this statement refers to statements, assessments, or assumptions of the Supervisory Board, these were, unless otherwise stated herein, made by the Takeover Committee on behalf of the Supervisory Board.

The members of the Takeover Committee are the Supervisory Board members Ms Claudia Badstöber and Mr Bernhard Chwatal.

Pursuant to Section 27 (1) WpÜG, the statement must address in particular the following aspects:

- the nature and amount of the consideration offered;
- the expected consequences of the Offer for Kontron AG as the Target Company, its employees and their representatives, the conditions of employment, and the locations of the Target Company;
- the objectives pursued by the Bidder with the Offer; and
- the intentions of the members of the Executive Board and Supervisory Board, insofar as they themselves hold Kontron Shares, to accept the Offer.

3. Statement of the Employees of Kontron AG

The employees of Kontron AG have not submitted their own statement on the Offer to the Executive Board.

4. Factual Basis of this Statement

The information, expectations, assessments, and forward-looking statements and intentions contained in this joint statement are based on information available to the Executive Board and Supervisory Board at the time of publication of this statement or reflect the assessments and intentions existing at that time. Should these change after publication of the statement, the Executive Board and Supervisory Board will provide an update only in accordance with the obligations existing under German law.

Furthermore, the information on the Bidder, its intentions, persons acting in concert with it, and the Mandatory Takeover Offer itself is based on information provided by the Bidder in the Offer Document and other publicly available information, as well as statements and communications of the Bidder, unless expressly stated otherwise herein. No guarantee is given for the completeness or accuracy of this information or of the statements and communications of the Bidder.

Unless otherwise stated, time references in this statement relate to the local time in Munich, Germany. Where terms such as "at present", "currently", "momentarily", "now", "presently", "today", or similar terms are used in this statement, these refer — unless expressly stated otherwise — to the time of publication of this statement.

5. Independent Decision of the Shareholders of the Target Company

The Executive Board and Supervisory Board point out that the description of the Offer in this statement does not claim to be exhaustive, and that the provisions of the Offer Document, including its annexes and any amendments, are exclusively authoritative for the content and settlement of the Offer. The assessments of the Executive Board and Supervisory Board contained in the statement are not binding on the Kontron shareholders. Rather, it is the responsibility of each Kontron shareholder, acting on their own, to make their own assessment — having regard to all circumstances, their individual situation (including their personal tax position), the legal provisions applicable to them personally, and their personal assessment of the future development of the stock exchange price and trading volume of the Kontron Share — as to whether, and if so to what extent, they accept the Offer. Kontron shareholders who wish to accept the Offer should examine whether acceptance of the Offer is compatible with any legal obligations arising from their personal circumstances (for example, security interests in the shares or restrictions on sale). The Executive Board and Supervisory Board are neither able to assess such individual obligations nor to take them into account in their recommendation.

The Executive Board and Supervisory Board recommend in particular that all persons who receive the Offer Document outside the Federal Republic of Germany or who wish to accept the Offer but are subject to the securities laws or other applicable provisions of a jurisdiction other than the Federal Republic of Germany, should inform themselves about and comply with those laws. Kontron shareholders should therefore read the Offer Document carefully, as it contains important information for them. The Executive Board and Supervisory Board accept no liability for the decision of any Kontron shareholder with regard to the Offer and recommend that Kontron shareholders obtain individual tax and legal advice as appropriate.

6. Publication of this Statement and any Additional Statements on Possible Amendments to the Mandatory Takeover Offer

This statement, as well as any statement on possible amendments to the Mandatory Takeover Offer pursuant to Sections 39, 27 (3) sentence 1, and 14 (3) sentence 1 WpÜG, will be published by announcement on the internet on the Target Company's website at https://www.kontron.com/de/konzern/investoren/pflichtangebot and made available for free distribution or collection at Kontron AG, Industriezeile 35, A-4020 Linz, and at Kontron Europe GmbH, Gutenbergstr. 2, 85737 Ismaning (email: ir@kontron.com). The Target Company has pointed to this by publishing a notice in the Federal Gazette. Statements on any amendments to the Mandatory Takeover Offer will be published on the internet at the above-mentioned address of the Target Company. The Target Company will also announce this by publication in the Federal Gazette.

This statement and, if applicable, all additional statements on the Mandatory Takeover Offer will be published in the German language.

II. Information on the Target Company

1. Legal Basis

Kontron AG is a joint stock company (Aktiengesellschaft) incorporated and existing under Austrian law, with its statutory registered office in Linz, Austria, registered in the commercial register (Firmenbuch) of the Regional Court (Landesgericht) Linz under commercial register number 190272m. The business address is: Industriezeile 35, 4020 Linz, Austria. The financial year is the calendar year.

The share capital of the Target Company as registered in the commercial register amounts to EUR 63,860,568.00 and is divided into 63,860,568 bearer shares (no-par value shares), each participating in the share capital to the same extent. No different classes of shares exist. As of 10 June 2026, Kontron held 2,499,051 treasury shares and, after 10 June 2026, acquired a further 20,000 Kontron Shares under a share buyback programme. As of 29 June 2026, Kontron therefore held 2,519,051 treasury Kontron Shares (the "**Treasury Shares**"). Kontron AG has no rights attached to treasury shares. At the time of publication of the Offer Document, of the share capital of EUR 63,860,568.00, therefore 61,341,517 Kontron Shares were entitled to vote and receive dividends.

The Offer Document describes in Section 6.1 in summary and correctly the existing authorised and conditional capital of Kontron AG.

All Kontron Shares are admitted to trading on the Regulated Market of the Frankfurt Stock Exchange (Prime Standard) under ISIN AT0000A0E9W5 / WKN A0X9EJ and are tradeable via the electronic trading system (hereinafter also **"XETRA**") of Deutsche Börse AG, Frankfurt am Main. In addition, the Kontron Shares are traded in Germany on the Stuttgart, Berlin, Düsseldorf, Munich, Hanover, and Hamburg stock exchanges as well as via Tradegate Exchange. The Kontron Shares are included in the open market (*Freiverkehr*) there.

2. Executive Board and Supervisory Board

Members of the Executive Board of the Target Company are Mr Dipl.-Ing. Hannes Niederhauser (CEO), Mr Dr. Clemens Billek (CFO), Mr Dipl.-Ing. Michael Riegert (COO IoT Europe), and Mr Mag. Philipp Schulz (EVP Aerospace & Defence and North America).

Members of the Supervisory Board are:

- Ms Claudia Badstöber (Chairwoman of the Supervisory Board)
- Mr Bernhard Chwatal (First Deputy Chairman of the Supervisory Board)
- Mr Fu-Chuan (alias) Steve Chu (Second Deputy Chairman of the Supervisory Board)
- Mr Joseph (alias) John Fijak
- Ms Mavis Hong

Mr Steve Chu (Second Deputy Chairman of the Supervisory Board) is also Chairman of the Board of Directors of the Bidder.

The Supervisory Board of Kontron AG consists of three to five members to be elected by the Annual General Meeting. Since the last election by the Annual General Meeting, the Supervisory Board has comprised five members elected by the Annual General Meeting.

3. Shareholder Structure

According to the Offer Document, the Bidder holds directly 55,726 Kontron Shares. 1,524,863 Kontron Shares are held by a subsidiary of the Bidder, Ennoconn International Investment Co., Ltd., with its registered office at 3-6F, No. 10, Jiankang Road, Zhonghe District, New Taipei City 235045, Taiwan (**"EI**"). 16,835,008 Kontron Shares are held by a further subsidiary of the Bidder, Ennoconn Investment Holdings Co., Ltd., with its registered office at 3-6F, No. 10, Jiankang Road, Zhonghe District, New Taipei City 235045, Taiwan (**"EIH**").

Based on the participation notifications received pursuant to Sections 130 to 134 of the Austrian Stock Exchange Act 2018 and the additional information provided by the Bidder in the Offer Document, the shareholder structure of Kontron at the time of publication of the Offer Document, as seen from Kontron's perspective, is as follows:

Name	**Shares**	**Voting Interest**[1]
Ennoconn Corporation (Bidder)	55,726	0.09%[2]

[1] The basis of assessment is the total number of shares of 63,860,568 less 2,519,051 treasury shares at the time of publication of the Offer Document on 29 June 2026, i.e., 61,341,517.
[2] All percentage figures rounded to two decimal places.

Ennoconn International Investment Co., Ltd.	1,524,863	2.49%
Ennoconn Investment Holdings Co., Ltd.,	16,835,008	27.44%
Shareholders below notification threshold	42,925,920	69.98%
Kontron AG (treasury shares)	2,519,051	0.00%
Total	63,860,568	100%

4. Structure and Business Activities of the Kontron Group

a) Introduction

Kontron AG is the parent company of the Kontron Group, an international provider of hardware and software products as well as solutions for the Internet of Things (IoT) and Industry 4.0 applications. Kontron's offering includes the associated implementation and operating services in the vertical markets of Industrial Automation, Railway Infrastructure, Communications Infrastructure, Aerospace and Defence, and Green Technology and Environmental Engineering. Most of the underlying technologies are developed in Europe and distributed and implemented through subsidiaries in Europe, North America, and Asia.

The Kontron Group generated revenues of EUR 1,607.3 million (prior year: EUR 1,684.8 million) and EBITDA of EUR 237.4 million (prior year: EUR 191.8 million) in the financial year 2025, as reported in the consolidated financial statements as of 31 December 2025.

b) Business Activities

The Kontron Group is an international provider of Industry 4.0 and Internet of Things ("IoT") technologies. The Kontron Group is primarily active in the core markets of the DACH region, Eastern Europe, North America, and Asia. The Kontron Group develops secure, state-of-the-art solutions consisting of a combination of hardware, software, and services. Its strategy is the development of proprietary technologies in both the software and hardware sectors. As at 31 December 2025, Kontron was represented through 53 active direct and indirect fully consolidated subsidiaries in 23 countries and employed 6,696 employees as at 31 December 2025.

The business segments of the Kontron Group are structured as follows:

"Smart IoT“: The "Smart IoT“ segment bundles the activities for the in-house development of secure solutions for the networking of machines through a combined portfolio of hardware, software, and Internet of Things services (IoT services) in Europe, North America, and Asia. The focus of the business segment is on the proprietary technologies and solutions of the Kontron Group, divided into the divisions Industrial Automation, Communication Solutions — which encompass the areas of 5G connectivity, medical technology, and smart energy — as well as the ODM ("Original Design & Manufacturing“ — development and manufacturing of electronic components and control parts) and the remaining IT services business of Kontron.

"Software + Solutions“: The "Software + Solutions“ segment bundles the group-wide software portfolio as well as the business with automation and connectivity solutions for rail transport and for Defence and Aerospace. The focus is on software solutions for industrial automation, Kontron's proprietary operating system KontronOS, as well as specialised solutions for applications in the areas of rail transport, aerospace and defence, and green technology and environmental engineering. The segment focuses on high-margin and growth-oriented business areas and supports the strategic development of the Group towards integrated, software-based solutions.

c) Business Relationships with the Bidder and the Ennoconn Group

Kontron has business relationships with the Ennoconn Group. The business relationships concern EIH and the Bidder and Hon Hai Precision Industry Co. Ltd., Taiwan (hereinafter **"Foxconn**“), which, to Kontron's knowledge, holds an interest in the Bidder. Foxconn is the world's largest electronics manufacturer. The business relationships predominantly comprise deliveries of goods. In terms of content, the supplies and services procured from Ennoconn and Foxconn comprise the contract manufacturing of electronic products such as embedded boards, industrial PCs, or embedded systems for the "Europe" and "Global" business segments. The principal purchasing entities within the Kontron Group are Kontron Europe GmbH and its subsidiaries in North America and Canada.

d) Selected Financial Key Figures of the Kontron Group

The consolidated financial information summarised below is taken from the annual report of Kontron AG for the financial year ending 31 December 2025. The annual report is available on the website of Kontron AG (www.kontron.com) under the Investor Relations section.

Key Figures (in EUR million)	Financial Year 2024	Financial Year 2025
Revenue	1.684,8	1.607,3
EBITDA	191,8	237,4
EBITDA margin in %	11,5	14,8
EBIT	86,5	114,2
Earnings per share (in EUR)	1,47	2,29
Equity	652,3	746,1
Employees	7.263	6.696

e) Persons Acting in Concert with Kontron

The companies listed in Annex 2 to the Offer Document are direct and indirect subsidiaries of Kontron AG which, according to the Bidder, are therefore deemed to be persons acting in concert with each other and with Kontron pursuant to Section 1 no. 6 ÜbG in conjunction with Section 27b (2) ÜbG and Section 2 (5) sentence 3 WpÜG.

Furthermore, according to the Bidder, the Bidder itself and the companies listed in Annex 1 to the Offer Document are to be regarded as persons acting in concert with Kontron pursuant to Section 1 no. 6 ÜbG in conjunction with Section 27b (2) ÜbG and Section 2 (5) sentence 3 WpÜG, because Kontron is a subsidiary of the Bidder. Beyond this, according to the Bidder, there are no persons acting in concert with the Target Company within the meaning of Section 1 no. 6 ÜbG in conjunction with Section 27b (2) ÜbG and Section 2 (5) WpÜG.

III. Information on the Bidder and Persons Acting in Concert with It

The following information is taken from the Offer Document of the Bidder. The Executive Board and Supervisory Board have not verified the accuracy of this information.

1. Legal Basis of the Bidder

The Bidder, operating under the English name Ennoconn Corporation, is a joint stock company under Taiwanese law with its statutory registered office in New Taipei City, Taiwan, and its business address at 3F-6F, No. 10, Jiankang Rd., Zhonghe Dist., New Taipei City, Taiwan, stock code 6414, and Taiwanese company ID 70380046.

The financial year of the Bidder corresponds to the calendar year.

The Bidder is the ultimate parent company of the Ennoconn Group and has no controlling shareholder. Section 5.1.1 of the Offer Document contains a table showing the 10 largest shareholders of the Bidder and their respective shareholdings.

The statutory corporate purpose of the Bidder is as follows:

- Wholesale of information software
- Retail of information software
- International trade
- Import of telecommunications control radio-frequency equipment
- Manufacturing of electronic components
- Manufacturing of computers and peripheral equipment
- Manufacturing and reproduction of data carriers
- Information software services
- Data processing services
- Electronic information supply services
- In addition to the permitted businesses, the business may be conducted in any manner not prohibited or restricted by law

The share capital of the Bidder is set out in Section 5.1.2 of the Offer Document.

The governing bodies of the Bidder consist of the Board of Directors and the General Meeting of Shareholders.

Under the articles of association of the Bidder, the Bidder has seven to nine members of the Board of Directors, each elected for a term of three years. The Board of Directors must include at least three independent members. The Board of Directors is organised by the directors, who elect a chairman from among their number to represent the company externally.

At the time of this Mandatory Takeover Offer, the Board of Directors consists of the following seven members:

- Fu-Chuan (alias) Steve Chu (Chairman)
- Chuan-Wang Chang (Director)
- Guang-Yeu Fang (Director)
- Hsin-I Chan (Independent Director)
- Miao-Hsin Wen (Independent Director)
- Shui-En Lius (Independent Director)
- Chien-Hua Shao (Independent Director)

2. Business Activities of the Bidder

The Offer Document contains, among other things, the following information regarding the business activities of the Bidder under Section 5.3:

The Ennoconn Group is a professional provider of intelligent application solutions for industrial PCs (IPC), focusing from the perspective of interactive end products on four emerging product lines: Big Data, Internet of Things (IoT), Internet of Vehicles, and Robotics. The overall business is divided into three main development areas: Design and Manufacturing, Brand Channels, and System Integration. The company's main products include industrial embedded motherboards and modules, embedded computer systems, embedded box computers, 5G computing platforms, and 4K/8K displays, which are used in various areas such as intelligent industrial control, intelligent retail, intelligent gaming, network security, smart homes, intelligent transport, smart cities, and edge AI solutions. The principal customers are major international manufacturers of industrial computers.

In addition to its hardware expertise, the Bidder is also working on software solutions, in particular for the integration of embedded systems into cloud-based infrastructures and edge computing architectures.

Furthermore, the Ennoconn Group provides fully integrated information technology (IT)/operational technology (OT) solutions based on artificial intelligence and Internet of Things (AIoT) platforms, embedding both software and hardware components into an end-to-end cloud infrastructure.

This is complemented by the development of new platform solutions for smart devices and cloud-based applications, which are designed for security, scalability, and sustainability.

3. Persons Acting in Concert with the Bidder

Section 5.4 of the Offer Document sets out all persons acting in concert with the Bidder.

4. Kontron Shares currently held by the Bidder or Persons Acting in Concert with the Bidder or their Subsidiaries; Attribution of Voting Rights

According to Section 5.5 of the Offer Document, the Bidder holds directly 55,726 Kontron Shares at the time of the Offer Document.

EIH, a subsidiary of the Bidder, holds 16,835,008 Kontron Shares at the time of the Offer Document.

EI, a subsidiary of the Bidder, holds 1,524,863 Kontron Shares at the time of the Offer Document.

The voting rights from the Kontron Shares held directly by EIH and EI are attributed to the Bidder pursuant to Section 23 ÜbG. By virtue of this attribution, the Bidder holds directly and indirectly 18,415,597 Kontron Shares at the time of the Offer Document (corresponding to 28.84 % of the share capital and, based on the treasury share holdings at the time of the Offer Document, 30.02 % of the voting rights in Kontron).

Furthermore, at the time of publication of the Offer Document, Kontron held 2,519,051 Kontron Shares as treasury shares (corresponding to 3.94 % of the share capital and 0 % of the voting rights in Kontron, since pursuant to Section 65 (5) of the Austrian Stock Corporation Act, Kontron has no voting rights attaching to treasury shares). After publication of the Offer Document, Kontron used 657,500 treasury shares to satisfy the entitlements of members of the Executive Board and employees under share options (for this, as well as for the further 6,000 treasury shares used to satisfy the entitlements of employees under a share transfer programme at German locations, see Section 9 below). The voting rights from treasury Kontron Shares are not attributed to the Bidder, even though the Target Company is a subsidiary of the Bidder.

Beyond this, according to the Offer Document, neither the Bidder nor persons acting in concert with it nor their subsidiaries hold Kontron Shares or voting rights from Kontron Shares, nor are any Kontron Shares or voting rights from Kontron Shares attributed to them pursuant to Section 23 ÜbG. They also do not hold any voting rights from instruments within the meaning of Section 26 (1) ÜbG or Sections 38, 39 WpHG.

5. Information on Securities Transactions in Kontron Shares

According to the Bidder's information in Section 5.7 of the Offer Document, the table attached as Annex 3 to the Offer Document shows all securities transactions of the Bidder, persons acting in concert with it, and their subsidiaries in Kontron Shares during the period between six months prior to the publication of the acquisition of control pursuant to Sections 35 (1), 10 (3) sentences 1 and 2 WpÜG until the publication of the Offer Document. In addition to the securities transactions listed in Annex 3 to the Offer Document, according to the Bidder, neither the Bidder nor persons acting in concert with it nor their subsidiaries acquired Kontron Shares during the period between six months prior to the publication of the acquisition of control pursuant to Sections 35 (1), 10 (3) sentences 1 and 2 WpÜG until the publication of the Offer Document, nor entered into contractual agreements for the acquisition of Kontron Shares, nor concluded transactions with similar instruments within the meaning of Section 26 (1) ÜbG or Sections 38, 39 WpHG.

6. Possible Parallel Acquisitions

According to Section 5.8 of the Offer Document, the Bidder has reserved the right to make possible parallel acquisitions.

7. Acquisition of a Controlling Interest in Kontron AG

According to the Offer Document, the Bidder acquired control of Kontron on 10 June 2026 by entering into a purchase agreement for the acquisition of 25,000 Kontron Shares including a voting rights proxy, pursuant to Sections 22 (1), (2) ÜbG, Section 23 ÜbG in conjunction with Section 27b (2) ÜbG, and published the acquisition of control pursuant to Section 35 (1) sentence 1 WpÜG in conjunction with Section 10 (3) sentences 1 and 2 WpÜG.

8. Authoritative Nature of the Offer Document

This statement summarises selected information about the Mandatory Takeover Offer of the Bidder which, in the view of the Executive Board and Supervisory Board, is relevant for the purposes of this joint statement. For further details (in particular regarding the offer conditions, the acceptance periods, the acceptance modalities, and the withdrawal rights), Kontron shareholders are referred to the provisions of the Offer Document. The following information merely summarises part of the information contained in the Offer Document. The description of the Offer in this statement does not claim to be exhaustive. The provisions of the Offer Document are exclusively authoritative for the content and settlement of the Mandatory Takeover Offer. It is the responsibility of each Kontron shareholder to take note of the Offer Document on their own responsibility and to take the measures necessary for them.

9. Addressees of the Mandatory Takeover Offer

The Mandatory Takeover Offer is addressed to all Kontron shareholders and is directed at the acquisition of all Kontron Shares not held directly by the Bidder, including all ancillary rights. The treasury shares held by Kontron AG are not subject to the Mandatory Takeover Offer. After 10 June 2026, Kontron received exercise notices from members of the Executive Board in respect of 350,000 share options and from employees in respect of 307,500 share options. These share options had been issued to members of the Executive Board and to employees under the share option programme 2024/2025 (tranches 2024 and 2025). The 657,500 formerly treasury Kontron Shares now used to satisfy the option entitlements have thereby become subject to the Offer; these shares have in the meantime also been tendered into the Mandatory Takeover Offer (for the acceptance of the Offer by the members of the Executive Board, see Section XI below). Furthermore, after publication of the Offer Document, Kontron used 6,000 treasury Kontron Shares to satisfy the entitlements of employees at German locations under a share transfer programme; these 6,000 shares have thereby also become subject to the Offer.

10. Legal Basis / Permission to Publish by the Federal Financial Supervisory Authority (BaFin)

BaFin reviewed the Offer Document under German takeover law and permitted its publication on 29 June 2026. The Offer Document and the Offer have not been registered, admitted, or approved under any law other than German takeover law, nor is this intended by the Bidder.

11. Offer Price

The Bidder offers the Kontron shareholders, in accordance with the terms and conditions of the Offer Document, to acquire their Kontron Shares at the Offer Price of EUR 23.50 per Kontron Share.

12. Acceptance of the Offer and Acceptance Period

The period for acceptance of the Mandatory Takeover Offer (including any extensions pursuant to the Offer Document) commenced with the publication of the Offer Document on 29 June 2026 and ends (subject to any extensions pursuant to the Offer Document) on 27 July 2026, 24:00 hours (CEST) (the "**Acceptance Period**").

For details on the acceptance and settlement of the Mandatory Takeover Offer, see Section 12 of the Offer Document.

13. Right of Withdrawal of Shareholders who have Accepted the Mandatory Takeover Offer

In addition to the statutory withdrawal rights in the event of an amendment to the Mandatory Takeover Offer pursuant to Section 21 (4) WpÜG or a competing offer pursuant to Section 22 (3) WpÜG, the Bidder has granted shareholders who have accepted the Mandatory Takeover Offer the right to withdraw from their acceptance during the period between the end of the Acceptance Period and the publication of the fulfilment or definitive non-fulfilment of the offer conditions pursuant to Section 11 of the Offer Document.

Withdrawal in the case of Section 16.1(a) and (b) of the Offer Document is effected by declaration in text form to the custodian bank of the withdrawing Kontron shareholder within the Acceptance Period and the release of the Kontron Shares tendered for sale in the custody account of the respective Kontron shareholder for which the withdrawal is declared by the custodian bank. A withdrawal is deemed to have been made in a timely manner if it was declared to the custodian bank within the Acceptance Period, as extended if applicable, and the Kontron Shares tendered for sale were released back into the custody account of the respective Kontron shareholder by 18:00 (6 p.m.) on the second banking day following the expiry of the Acceptance Period at the latest.

Withdrawal in the case of Section 16.1(c) of the Offer Document is effected by declaration in text form to the custodian bank of the withdrawing Kontron shareholder, which must be received by the custodian bank before the Bidder's publication of the fulfilment of the last offer condition pursuant to Section 11.1 of the Offer Document, and the release of the Kontron Shares tendered for sale in the custody account of the respective Kontron shareholder for which the withdrawal is declared by the custodian bank. A withdrawal is deemed to have been made in a timely manner if the release of the Kontron Shares tendered for sale in the custody account of the respective Kontron shareholder is effected by 18:00 hours on the second banking day after the day of publication of the fulfilment of the last offer conditions pursuant to Section 11.1 of the Offer Document or a waiver thereof.

Withdrawal in the cases of Section 16.1(a) to (c) of the Offer Document becomes effective upon the release of the Kontron Shares tendered for sale in the custody account of the respective Kontron shareholder. The custodian bank is required to arrange the release of the Kontron Shares tendered for sale in the custody account of the respective Kontron shareholder without undue delay after receipt of the declaration of withdrawal. Without undue delay after the release of the Kontron Shares tendered for sale in the custody account of the respective Kontron shareholder, the Kontron Shares may again be traded.

14. Costs and Expenses

Any taxes, expenses, fees, and charges levied by custodian banks in connection with acceptance of the Offer are to be borne by the Kontron shareholders accepting the Offer and will not be assumed by the Bidder. Kontron shareholders who wish to accept the Offer are therefore requested to enquire before acceptance about any taxes, expenses, fees, and charges associated with acceptance of the Offer and to obtain advice from their custodian bank in this regard.

15. Offer Conditions

In Section 10 of the Offer Document, the Bidder has set out the requirement for and status of regulatory approvals and proceedings, and in Section 11 of the Offer Document the offer conditions. The Mandatory Takeover Offer and the purchase agreements concluded with the Kontron shareholders as a result of their acceptance will only be completed if the offer conditions set out in Section 11.1 of the Offer Document have been fulfilled or the Bidder has validly waived them before the non-fulfilment of the respective offer condition. Against this background, according to the Bidder, the settlement of the Offer may be delayed until 13 January 2027 or may not take place at all.

The offer conditions each constitute individual offer conditions and may, subject to applicable law, be fulfilled independently of each other or waived.

The offer conditions can be summarised as follows:

a) Merger Control Offer Conditions

As described in more detail in Section 11.1.1 of the Offer Document, by 31 December 2026 the merger control clearance must have been granted by the competent authorities in the Federal Republic of Germany and the United States of America, or the relevant authority must have confirmed that the transaction does not fall within the scope of the applicable merger control law, or the clearance is deemed to have been granted (by expiry of the time limits available for its review).

b) Foreign Direct Investment Control Offer Conditions

As described in more detail in Section 11.1.2 of the Offer Document, by 31 December 2026 the foreign direct investment control clearance must have been granted by the competent authorities in the Federal Republic of Germany, France, Austria, and Taiwan, or the relevant authority must have confirmed that the transaction does not fall within the scope of the applicable foreign direct investment provisions, or the clearance is deemed to have been granted (by expiry of the time limits available for its review).

c) Fulfilment of Conditions

The respective clearances are also deemed to have been granted for the purposes of the offer conditions if the transaction is deemed to have been cleared under the respectively applicable law, if a certificate of non-objection has been issued, if the respectively competent authority has declared itself to lack jurisdiction or has decided or declared that a notification of the transaction to it is not required or that the transaction may be completed without its prior clearance, or if no foreign investment control clearance procedure is required for the transaction under the respectively applicable law, or if such a clearance procedure is otherwise terminated.

A clearance is also deemed to have been granted for the purposes of the offer condition referred to in Section 11.1.2(a) if the Kontron Shares tendered for sale together with the Kontron Shares held by the Bidder and the voting rights in Kontron Shares attributed to it in aggregate amount to less than 40% of the voting rights in the Kontron Shares issued at that time.

A clearance is also deemed to have been granted for the purposes of the offer conditions referred to in Sections 11.1.1(a) and (b) and Sections 11.1.2(b) and (c) if the Kontron Shares tendered for sale together with the Kontron Shares held by the Bidder and the voting rights in Kontron Shares attributed to it in aggregate amount to less than 50% of the voting rights in the Kontron Shares issued at that time.

d) Publication of the Fulfilment or Non-Fulfilment of the Offer Conditions

The Bidder will publish without undue delay on the internet at https://www.ennoconn.com/public-purchase/ and in the Federal Gazette if (i) the offer conditions have been fulfilled or (ii) the Offer will not be completed because the offer conditions will definitively not be fulfilled or have definitively lapsed and the Offer accordingly lapses pursuant to Section 11.3 of the Offer Document.

e) Non-Fulfilment of Conditions; Waiver of Offer Conditions

At the time of publication of the Offer Document, the Bidder has no intention of waiving one or more offer conditions.

If the offer conditions set out in Section 11.1 of the Offer Document have either not been fulfilled on or before 31 December 2026 or have definitively lapsed before that date, the Offer will lapse, unless the Bidder has previously validly waived the relevant offer condition. In that case, the contracts concluded as a result of acceptance of the Offer will not be performed and will cease to have effect (condition subsequent). In that case, the Bidder will not be obliged to acquire the Kontron Shares tendered for sale or to pay the Offer Price for them. Accordingly, the Central Settlement Office (as defined in Section 12.1 of the Offer Document) will without undue delay, and no later than within four banking days after the announcement of the lapse of the Offer, arrange for the release of the Kontron Shares tendered for sale in the custody account of the respective Kontron shareholder by the respective custodian bank. After the reversal, the Kontron Shares may again be traded under their original ISIN.

f) No Minimum Acceptance Threshold

A minimum acceptance threshold is not permitted in a mandatory takeover offer. The completion of the Mandatory Takeover Offer is therefore independent of how many shareholders actually accept the Bidder's Mandatory Takeover Offer.

IV. Financing of the Mandatory Takeover Offer

Prior to publication of the Offer Document, the Bidder was legally obliged to take the necessary measures to ensure that the funds required for the full performance of the Mandatory Takeover Offer are available to it at the time the claim to the consideration falls due.

1. Maximum Consideration

According to Section 13.1 of the Offer Document, the maximum offer costs amount to EUR 1,465,251,968.50.

On 22 June 2026, the Bidder entered into qualified non-tender agreements with EIH in respect of the 16,835,008 Kontron Shares held by it, with EI in respect of the 1,524,863 Kontron Shares held by it, and with the CEO of Kontron, Mr Hannes Niederhauser, in respect of 1,419,463 Kontron Shares held by him (EIH, EI, and Mr Niederhauser hereinafter the "**Committed Shareholders**"). In the respective qualified non-tender agreements, the Committed Shareholders irrevocably undertook vis-à-vis the Bidder not to (i) tender any of the Committed Shares held by them into the Offer and (ii) until the expiry of the period for tendering Kontron Shares in the context of any squeeze-out right pursuant to Section 39c WpÜG or a comparable applicable provision of Austrian law, sell, lend, or otherwise transfer them to third parties or assign the shareholder rights associated therewith (together the **"Stand-Still** Obligation"). To secure the Stand-Still Obligation, the Committed Shareholders, the Bidder, and the custodian banks of the Committed Shareholders at which the Committed Shares are held entered into depositary blocking agreements on 22 June 2026 and 25 June 2026, respectively. For details, reference is made to Section 13.2.1 of the Offer Document.

According to the Bidder, the total costs for the acquisition of all Kontron Shares, including transaction costs, amount to a maximum of EUR 1,000,437,619.50.

2. Financing Measures

Prior to publication of the Offer Document, the Bidder secured the financing, as set out in Section 13.2.2 of the Offer Document, by means of third-party funds available to it.

To finance the Mandatory Offer, the Bidder entered into a credit agreement (the "**Credit Agreement**") on 11 June 2026 for up to EUR 1,011,000,000.00 with DBS Bank Ltd. and DBS Bank Ltd., Taipei Branch as mandated lead arrangers and original lenders, DBS Bank Ltd., Taipei Branch as agent, and DBS Bank Ltd. as security agent.

The loans under the Credit Agreement are secured as follows:

- Pledge of a custody account to be opened by the Bidder with DBS Bank Ltd., in which the Kontron Shares acquired by the Bidder in the course of the takeover are held, in favour of the security agent under Singapore law by the Bidder.

Under certain conditions, which can only occur after the expiry of the Acceptance Period and after the expiry of a period for tendering Kontron Shares in the context of any squeeze-out right pursuant to Section 39c WpÜG or a comparable applicable provision of Austrian law, the following additional security interests are to be provided:

- Pledge of a custody account to be opened by EI with DBS Bank Ltd., in which the Kontron Shares held by EI are held, in favour of the security agent under Singapore law by EI;

- Pledge of 50 percent of the shares held by EI in Marketech International Corporation, a company incorporated in the Republic of China with registration number 23145632, in favour of the security agent under the law of the Republic of China by EI;

- Pledge of a custody account to be opened by EIH with DBS Bank Ltd., in which the Kontron Shares held by EIH are held, in favour of the security agent under Singapore law by EIH; and

- Transfer of the Kontron Shares owned by the Bidder (with the exception of the Kontron Shares acquired by the Bidder in the course of the takeover) to the custody account with DBS Bank Ltd. and subjection of these shares to the pledge agreement under Singapore law.

The loans under the Credit Agreement are repayable on the date falling 12 months after the first drawdown. The Bidder may repay a loan in whole or in part on 20 business days' prior notice (or, with the consent of the majority of lenders, on shorter notice) (in the case of partial repayment, only in the amount of a specified minimum amount).

The lenders are persons independent of the Bidder.

The Executive Board and Supervisory Board had no opportunity to review the Credit Agreement. However, they have no indication to doubt the accuracy of the information in the Offer Document.

3. Financing Confirmation

According to Section 13.3 of the Offer Document, Commerzbank Aktiengesellschaft, a securities services firm independent of the Bidder, confirmed in writing by letter dated 29 June 2026 pursuant to Section 13 (1) sentence 2 WpÜG that the Bidder has taken the necessary measures to ensure that the funds required for the full performance of the Offer are available at the time the claim to the cash payment falls due. The letter dated 29 June 2026 is attached to the Offer Document as Annex 4.

The Executive Board and Supervisory Board see no reason to doubt the propriety of this financing confirmation.

4. Statement of the Executive Board and the Supervisory Board on the Financing Measures Taken

To the extent that this is amenable to review by the Executive Board and Supervisory Board, the Bidder has, in the view of the Executive Board and Supervisory Board, taken the necessary measures to ensure that the funds required for the full performance of the Mandatory Takeover Offer are available to it at the time the claim to the consideration falls due. In the view of the Executive Board and Supervisory Board, the statutory requirements for ensuring the financing have been satisfied. The financing confirmation of Commerzbank AG furthermore provides statutory protection for the shareholders who accept the Mandatory Takeover Offer.

V. Nature and Amount of the Consideration

1. Nature and Amount of the Consideration

The Bidder's offer is a mandatory takeover offer that provides exclusively for a cash payment. The Bidder offers as consideration a cash payment of EUR 23.50 per Kontron Share.

2. Minimum Offer Price under the WpÜG

To the extent that the Executive Board and Supervisory Board are able to assess this on the basis of the information available to them, the Offer Price per Kontron Share of EUR 23.50 satisfies the statutory minimum price requirements. The Offer Price corresponds exactly to the statutory minimum offer price and does not include any premium.

a) Three-Month Average Price

Pursuant to Section 5 WpÜG-AngebV, the consideration in a public mandatory takeover offer pursuant to Sections 35 et seq. WpÜG must correspond at least to the volume-weighted average domestic stock exchange price of the Kontron Shares during the last three months prior to the publication of the acquisition of control. The acquisition of control was published on 11 June 2026. According to the Offer Document, the volume-weighted three-month average price for the Kontron Share as at the relevant reference date of 10 June 2026 (inclusive) was communicated to the Bidder by the Federal Financial Supervisory Authority (BaFin) by letter dated 18 June 2026 as EUR 21.00 per Kontron Share.

b) Pre-Acquisition Prices

Pursuant to Section 4 WpÜG-AngebV, the offer consideration must furthermore correspond at least to the value of the highest consideration granted or agreed by the Bidder or any person acting in concert with it or their subsidiaries for the acquisition of Kontron Shares within the last six months prior to publication pursuant to Section 35 (2) sentence 1 WpÜG.

Annex 3 to the Offer Document sets out the securities transactions carried out by the Bidder and persons acting in concert with it in the six months prior to the publication of the acquisition of control pursuant to Sections 35 (1), 10 (3) sentences 1 and 2 WpÜG until the publication of the Offer Document.

The highest price paid or agreed for a Kontron Share was EUR 23.50 per Kontron Share.

The Executive Board and Supervisory Board have no knowledge that the Bidder acquired Kontron Shares at a higher price within the last six months prior to publication of the Offer Document or entered into an agreement with a third party pursuant to which it may demand the transfer of shares or which is to be treated as equivalent to the acquisition of shares.

Pursuant to Section 31 (1) and (7) WpÜG in conjunction with Sections 4 and 5 WpÜG-AngebV, the minimum offer price per Kontron Share is therefore EUR 23.50.

3. Assessment of the Adequacy of the Consideration Offered by the Executive Board and Supervisory Board

a) Statement on the Minimum Price Rules in Connection with a Pre-Acquisition

The Offer Price corresponds to the statutory minimum price. The Executive Board and Supervisory Board are unable to verify the information in Annex 3 to the Offer Document insofar as it concerns securities transactions not carried out by Kontron. However, the Executive Board and Supervisory Board have no indication that the statutory minimum price rules in connection with a pre-acquisition by the Bidder have not been complied with.

b) Comparison of the Consideration with Historical Share Prices

In preparing the statement, the Executive Board and Supervisory Board have also taken into account the development of the share price of the Kontron Shares in their assessment. The Kontron Shares are admitted to trading on the Prime Standard segment of the regulated market of the Frankfurt Stock Exchange and are also traded via the XETRA electronic trading system. In the view of the Executive Board and Supervisory Board, there was a functioning stock exchange market with sufficient trading activity in Kontron Shares during the period under review to generate a meaningful market price for the Kontron Shares. For the purposes of assessing the adequacy of the offer consideration from a financial perspective, the Executive Board and Supervisory Board have therefore drawn on, among other things, the historical stock exchange prices of the Kontron Shares.

The chart below shows the price performance of the Kontron Share over the period of the last three years prior to 11 June 2026.

Source: Bloomberg

12-Month Average Price

The average price of the Kontron Share over the last year prior to 11 June 2026 was approximately EUR 23.76. During this period, the share moved in a 52-week range between an intraday low of EUR 16.34 (March 2026) and an intraday high of EUR 29.00 (July 2025). The Offer Price is EUR 0.26 below the 12-month average price prior to the announcement of the Offer (i.e., at a discount rather than a premium).

3-Year Average Price

The average price of the Kontron Share for the period from 11 June 2023 to 11 June 2026 was approximately EUR 21.10. The share moved during this three-year window on XETRA and Tradegate in a range between a low of approximately EUR 15.16 and a high of EUR 28.68.

The Executive Board and Supervisory Board attach greater weight and relevance to the 12-month average price prior to the announcement of the Offer, in terms of its connection to the current business, than to the average price over the last three years.

c) Fairness Opinion by Ernst & Young

The Company commissioned Ernst & Young to prepare a Fairness Opinion on the financial adequacy of the Bidder's Offer Price of EUR 23.50 per Kontron Share (the "**Fairness Opinion**"). The "Opinion Letter“ of Ernst & Young is attached as an annex to this statement. The Fairness Opinion was prepared in accordance with the relevant standards, in particular Standard IDW S 8 "Principles for the Preparation of Fairness Opinions“ of the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer in Deutschland e.V.) (**"IDW S 8"**). The sole purpose of the Fairness Opinion is the independent assessment of the relationship between the performance and consideration, carried out in accordance with IDW S 8, for the information of the Executive Board and Supervisory Board of Kontron AG. The assessment date is 8 July 2026.

The Fairness Opinion serves to support the Executive Board and Supervisory Board in their respective independent assessment of the adequacy of the consideration offered. The Executive Board and the Takeover Committee have engaged intensively with the Fairness Opinion and the analyses underlying the Fairness Opinion and discussed them in detail with representatives of Ernst

& Young, in particular on 2 July 2026 and in the course of a jointly held meeting on 8 July 2026. The Executive Board and the Takeover Committee have subjected the Fairness Opinion to an independent critical evaluation. Ernst & Young concludes that the Offer Price of EUR 23.50 per share is significantly below a reasonable range determined on the basis of capital value-oriented and market price-oriented methodologies. Ernst & Young is of the opinion that, on the basis of the work carried out by Ernst & Young in accordance with IDW S 8, the consideration offered of EUR 23.50 per Kontron Share is not financially adequate within the meaning of IDW S 8 as at the assessment date of 8 July 2026.

Ernst & Young reached this conclusion after conducting a series of financial analyses such as are performed in comparable transactions and appear appropriate in accordance with IDW S 8 in order to provide the Executive Board and Supervisory Board of Kontron AG with a sound basis for assessing the financial adequacy of the Offer Price. The methods described in the Fairness Opinion are, in the view of the Executive Board and Supervisory Board of Kontron AG, internationally customary and recognised procedures whose application is, in the view of the Executive Board and Supervisory Board of Kontron AG, also appropriate for the valuation of the Offer and thus for the purposes of this statement.

Ernst & Young applied a capital value-oriented methodology and a market price-oriented methodology to assess the financial adequacy. The capital value-oriented methodology used was the so-called gross method, or WACC-FCF approach, whereby the enterprise value is determined by discounting the expected future cash flows. Central to the valuation under the WACC-FCF approach is the derivation of the future financial cash flows to which all capital providers are entitled, i.e., before deduction of interest payments, and the estimation of a sustainable free cash flow that can be regarded as permanently achievable for the period beyond the detailed planning phase. The basis for deriving the free cash flow was the planning calculations provided by Kontron as of September/October 2025 and the budget for 2026 from November/December 2025. Ernst & Young confirmed, on the basis of discussions with the management of Kontron AG, the currency and applicability of the long-range plan for the planning years 2027 to 2029. The planning year 2026 of the long-range plan was replaced by the current budget 2026. Ernst & Young did not identify any need for planning adjustments. The discounting of the valuation-relevant free cash flow was carried out using a risk-appropriate capitalisation rate.

As market price-oriented methodologies, Ernst & Young applied the multiples method based on key figures of comparable listed companies (so-called trading multiples) and the multiples method based on key figures of comparable, recently traded company interests (so-called transaction multiples). When applying pricing methods based on key figures of comparable listed companies (trading multiples), the transaction price is derived as the product of an earnings figure of the company considered to be representative and sustainable and the earnings multiple of the comparable companies. The multiple is derived from the ratio of the market price to the earnings figure of the comparable companies. When applying pricing methods based on key figures of comparable, recently traded companies or company interests, the transaction price is derived as the product of an earnings figure of the company considered to be representative and sustainable and the multiple based on the ratio of the respective purchase prices to various performance indicators.

In addition to these two methodologies, Ernst & Young analysed further capital market and transaction market-related information. On the one hand, the volume-weighted three-month average price of the Kontron Share as at the reference date of 10 June 2026 was used. This was determined by BaFin at EUR 21.00 per Kontron Share. This three-month average price serves as a floor value. As further information, Ernst & Young analysed the price targets published by financial analysts in relation to the stock exchange price of the Kontron Share during the period from 17 September 2025 to 11 June 2026.

The Fairness Opinion sets out the assumptions made, the methodologies applied, the information sources considered, and the limitations of the analyses conducted in connection with the Fairness Opinion.

The Fairness Opinion deals exclusively with the assessment of the adequacy of the consideration offered from a financial perspective for the Kontron shareholders. The Executive Board and Supervisory Board point out that Ernst & Young issued the Fairness Opinion solely for the information and support of the Executive Board and Supervisory Board in connection with the assessment of the Offer Price for the shareholders of Kontron. The Fairness Opinion is neither addressed to third parties nor intended for the protection of third parties. Third parties cannot derive any rights from the Fairness Opinion. In particular, no contractual relationship arises in this context between Ernst & Young and third parties who read the Fairness Opinion. Neither the fact that the Fairness Opinion was issued to the Executive Board and Supervisory Board, nor the consent of Ernst & Young to the Fairness Opinion being attached as an annex to this statement, entitles third parties to rely on the Fairness Opinion or to derive rights from the Fairness Opinion. Ernst & Young accepts no liability to third parties for the Fairness Opinion.

The services of Ernst & Young do not constitute an audit, review, or preparation of documents or agreed-upon procedures; accordingly, Ernst & Young has neither audited nor reviewed the underlying information and documents.

The financial adequacy determined by Ernst & Young in accordance with IDW S 8 was assessed essentially on the basis of the information and documents provided by the client.

The Fairness Opinion prepared by Ernst & Young does not constitute a recommendation to accept or reject the public offer.

The work of Ernst & Young does not include an assessment of the completeness and accuracy of the statement pursuant to Section 27 WpÜG.

d) Comparison of the Consideration with Analyst Price Targets

In assessing the adequacy of the Offer Price, the Executive Board and Supervisory Board also took into account the most recently published price targets of selected financial analysts for the Kontron Shares. The Kontron Share has in the past been covered by analysts of various banks. Since October 2025, the following price targets have been published by the following analysts:

Cantor Fitzgerald & Co., Kaufen:	EUR 34,00
Jefferies GmbH, Kaufen:	EUR 27,00
ERSTE Group Bank AG, Kaufen:	EUR 30,90
Kepler Cheuvreux, Kaufen:	EUR 30,00
mwb research AG, Kaufen:	EUR 34,00
ODDO BHF SCA, Kaufen:	EUR 27,00
Pareto Securities AS, Kaufen:	EUR 28,00
M.M.Warburg & Co., Kaufen:	EUR 28,50
B. Metzler seel. Sohn Co. AG, Kaufen:	EUR 32,50
DZ Bank AG, Kaufen:	EUR 31,00

The average price target of all analysts is EUR 30.29 per Kontron Share. The Offer Price of EUR 23.50 is EUR 6.79 (approximately 22.42%) below the average price target stated by the analysts.

e) Summary

Taking into account the aspects set out above, the overall circumstances of the Mandatory Offer, and the result of the Fairness Opinion, the Executive Board and Supervisory Board arrive at the following overall assessment:

(1) The Offer Price corresponds to the lowest offer price that the Bidder was permitted to offer under the statutory price provisions. The Offer Price is within the legally permissible range. Since BaFin permitted the publication of the Offer Document, BaFin also concluded in its review that the Offer Price complies with the statutory requirements which require the Bidder to offer the shareholders of the Target Company adequate consideration.

(2) The consideration is 22.42% significantly below the average price target published by analysts since October 2025.

(3) The consideration is approximately EUR 0.26 below the average price of the Kontron Share over the last 12 months.

(4) The Executive Board and Supervisory Board commissioned Ernst & Young to issue a Fairness Opinion. Ernst & Young concludes in the Fairness Opinion that — subject to the assumptions and limitations contained in the Fairness Opinion at the time of its issuance — the consideration offered per Kontron Share is below a reasonable range and is not financially adequate for the Kontron shareholders.

VI. Intentions of the Bidder / Expected Consequences of a Successful Mandatory Takeover Offer for the Target Company, the Employees and their Representatives, the Employment Conditions, and the Locations of the Target Company

1. Information Provided by the Bidder

Below, the Executive Board and Supervisory Board of Kontron AG have summarised the information provided by the Bidder in the Offer Document regarding the Bidder's intentions and the expected consequences of the Mandatory Takeover Offer for the Target Company, the employees and their representatives, the employment conditions, and the locations of the Target Company. For a complete presentation, the Executive Board and Supervisory Board refer to the Bidder's statements under Section 8 of the Offer Document.

a) Background of the Offer

The Bidder describes the background of the Offer in the Offer Document (extract) as follows:

> *"With this mandatory takeover offer, the Bidder is fulfilling its statutory obligation to publish a mandatory offer following the acquisition of control pursuant to Section 35 (2) WpÜG. The purpose of this Offer is to increase the Ennoconn Group's shareholding in Kontron. This is intended to secure and maintain a long-term interest in Kontron. This is intended to enable the Ennoconn Group to acquire further Kontron Shares more flexibly in the future without having to make a new mandatory offer on less favourable terms. For the Bidder, Kontron and the Kontron Group fundamentally represent an attractive capital investment. The Bidder continues to see further economic potential in the Kontron Group. The Bidder therefore seeks a return on its investment through sustainable increases in enterprise value and wishes to help the Kontron Group achieve healthy corporate development through stability and planning certainty."*

In the assessment of the Executive Board and Supervisory Board, the Bidder intends, by publishing the Offer Document, to fulfil its statutory obligation and does not, in this respect, pursue any specific or strategic investor interest.

b) Future Business Activities, Assets, and Future Obligations

The Bidder explains in the Offer Document that it does not intend to exert any influence on the future business policy or the assets or future obligations of Kontron or any member of the Kontron Group. The Bidder has no intentions with regard to the use of the assets or future obligations of Kontron or any member of the Kontron Group; in particular, there are no intentions that would lead to an increase in the liabilities of Kontron or any member of the Kontron Group outside their ordinary course of business. There are also no intentions for any other transfer of liabilities of the Bidder or liabilities of persons acting in concert with it to Kontron or any member of the Kontron Group.

The Bidder does not intend to cause Kontron or any member of the Kontron Group to change its company name following completion of the transaction.

c) Composition of the Executive Board and Supervisory Board

The Bidder intends to cooperate constructively and in a spirit of trust with the Executive Board of Kontron, which currently consists of four members. The Executive Board shall manage the company independently and on its own responsibility in accordance with the statutory requirements. The Bidder has no intention of changing the existing composition of the Executive Board or the employment relationships of its members.

The completion of the transaction will not affect the size of the Supervisory Board of Kontron. The Bidder does not intend to change the size or composition of the Supervisory Board of Kontron.

d) Employees, Employment Conditions, and Employee Representatives

According to the Bidder, the employees of Kontron and their quality, dedication, competence, and commitment are the foundation for the current and future business success of Kontron. The Bidder does not expect any overlaps in personnel between the business activities of the Ennoconn Group and the Kontron Group. The Bidder does not intend any reduction in personnel as a consequence of the completion of the transaction and the change of control. The Bidder furthermore does not intend to cause Kontron or any member of the Kontron Group to make any changes to the workforce, their employment conditions, or their employee representatives. According to the Bidder, the completion of the transaction will therefore have no impact on the employees of the Kontron Group, their representatives, or their material employment conditions.

e) Registered Office of Kontron, Location of Material Business Units

The Bidder does not intend to relocate the registered office or the administration of Kontron from Linz, Austria. The Bidder also has no intentions regarding the relocation, closure, or establishment of material business units of Kontron or any member of the Kontron Group.

f) Possible Structural Measures

The Bidder has no intention of resolving on structural measures with regard to Kontron following a successful completion of the Mandatory Takeover Offer. In particular, the Bidder does not intend to change the legal form of Kontron, to cause a delisting of Kontron, or to carry out a squeeze-out.

The prerequisites for such measures and the effects on the shareholders of Kontron are set out in Section 15 of the Offer Document.

g) Intentions of the Bidder Regarding its Future Business Activities

With regard to its own future business activities and the supplementary aspects referred to in Section 11 (2) sentence 3 no. 2 WpÜG concerning the registered office and location of material business units, future obligations, employees and their representatives, members of the management bodies, and material changes to employment conditions, the Bidder does not intend to make any changes as a result of or in connection with the Mandatory Takeover Offer. In particular, no changes to the registered office and location of material business units, no changes to future obligations, no changes to employees and their representatives, no changes to members of the management bodies, and no material changes to the employment conditions of the Bidder are intended in connection with this Offer. The Bidder has, with the exception of the descriptions of the effects of a successful offer on the financial position of the Bidder set out in the relevant section of the Offer Document, no intention of changing its assets.

2. Assessment of the Objectives and Intentions of the Bidder by the Executive Board and Supervisory Board

The Executive Board and Supervisory Board of the Target Company comment on the objectives and intentions of the Bidder as follows. The Executive Board and Supervisory Board point out that their assessment of the intentions pursued by the Bidder with the Mandatory Takeover Offer was carried out both independently of each other and discussed jointly. The Executive Board and Supervisory Board are naturally unable to fully verify the Bidder's statements regarding the intentions pursued with the Mandatory Takeover Offer. However, they have no reason to doubt the Bidder's statements regarding the intentions pursued with the Mandatory Takeover Offer. They consider them plausible.

a) Future Business Activities, Assets, and Future Obligations

The Executive Board and Supervisory Board expressly welcome the fact that, according to the information in the Offer Document, the Bidder does not intend to exert any influence on the future business policy or the assets or future obligations of Kontron or any member of the Kontron Group. The Executive Board and Supervisory Board welcome the fact that the Bidder has no intentions that would lead to an increase in the liabilities of Kontron or any member of the Kontron Group outside their ordinary course of business. Furthermore, the Executive Board and Supervisory Board welcome the fact that the Bidder has no intentions for any other transfer of liabilities of the Bidder or liabilities of persons acting in concert with it to Kontron or any member of the Kontron Group.

The Executive Board and Supervisory Board also welcome the fact that the Bidder does not intend to cause Kontron or any member of the Kontron Group to change its company name following completion of the transaction.

b) Composition of the Executive Board and Supervisory Board

The Supervisory Board expressly welcomes the fact that the Bidder does not seek to change the existing composition of the Executive Board or the employment relationships of its members. The current Executive Board has the full confidence of the Supervisory Board.

The Supervisory Board also expressly welcomes the fact that the Bidder does not intend to change the size or composition of the Supervisory Board of Kontron.

c) Employees, Employment Conditions, and Employee Representatives

The Executive Board and Supervisory Board expressly welcome the Bidder's assessment that the employees of Kontron and their quality, dedication, competence, and commitment are the foundation for the current and future business success of Kontron. The Executive Board and Supervisory Board welcome the fact that the Bidder does not expect any overlaps in personnel between the business activities of the Ennoconn Group and the Kontron Group. The Executive Board and Supervisory Board welcome the fact that the Bidder does not intend any reduction in personnel as a consequence of the completion of the transaction and the change of control. The Executive Board and Supervisory Board further welcome the fact that the Bidder does not intend to cause Kontron or any member of the Kontron Group to make any changes to the workforce, their employment conditions, or their employee representatives. The Executive Board and Supervisory Board welcome the fact that, according to the Bidder, the completion of the transaction will have no impact on the employees of the Kontron Group, their representatives, or their material employment conditions.

d) Registered Office of Kontron, Location of Material Business Units

The Bidder does not intend to relocate the registered office or the administration of the Target Company. Furthermore, there are no intentions to relocate, close, or establish material business units.

The Executive Board and Supervisory Board also welcome the fact that the Bidder does not intend to relocate the registered office or the administration of Kontron from Linz, Austria, or to relocate, close, or establish material business units of Kontron or any member of the Kontron Group.

e) Possible Structural Measures

The Executive Board and Supervisory Board welcome the fact that the Bidder has no intention of resolving on structural measures with regard to Kontron following a successful completion of the Mandatory Takeover Offer. The Executive Board and Supervisory Board welcome the Bidder's intention not to change the legal form of Kontron, not to cause a delisting of Kontron, or to carry out a squeeze-out.

The Executive Board and Supervisory Board acknowledge the reservation made by the Bidder in this regard in the Offer Document. In the event of a change in plans, the Executive Board and Supervisory Board will act in the best interests of Kontron, taking into account the interests of the shareholders, employees, and other stakeholders, in the exercise of their due discretion.

f) Intentions of the Bidder Regarding its Future Business Activities

The Executive Board and Supervisory Board welcome the intentions of the Bidder as set out in Section 8.6 of the Offer Document not to make any changes with regard to its own future business activities and the supplementary aspects referred to in Section 11 (2) sentence 3 no. 2 WpÜG concerning the registered office and location of material business units, future obligations, employees and their representatives, members of the management bodies, and employment conditions as a result of or in connection with the Mandatory Takeover Offer.

3. Impact of a Successful Offer on the Financial Position of the Bidder

The Bidder has set out in Section 14 of the Offer Document the effects of a 100% successful offer. Fixed assets increase by TEUR 1,001,025.12. The increase results from the acquisition of the Kontron Shares acquired under the Offer, which are recognised at acquisition cost. Liabilities increase by the same amount, because the acquisition of the Kontron Shares is financed exclusively by debt. Overall, the total assets of the Bidder increase by TEUR 1,001,025.12. With regard to the expected effects on the earnings position of the Bidder, the Bidder states that it does not expect any dividend distribution and therefore no effect on the earnings position. The earnings position will be burdened by the interest on the loan drawn down under the Credit Agreement. For further details, reference is made to Section 14 of the Offer Document.

4. Expected Consequences of the Mandatory Takeover Offer for Kontron

There is currently no indication that the publication of the Offer Document and/or the completion of the Mandatory Takeover Offer will have any impact on the financing agreements of Kontron and its group companies. To the extent that financing agreements contain contractual provisions linked to a change of control, these generally only apply if the Bidder were to acquire a majority of the shares in Kontron (which is not expected from the current perspective). As a precautionary measure, Kontron has obtained a waiver of termination rights from a portion of the lending banks, or such a waiver has been indicated by the lending banks. From the current perspective, Kontron therefore does not expect any material impact on financing agreements.

Kontron and its group companies have also not otherwise entered into any material agreements that attach legal consequences to the acquisition of a controlling interest by the Bidder and/or the Ennoconn Group or the completion of the Mandatory Takeover Offer.

The Executive Board and Supervisory Board have not received any indications from any material business partner that they would take the Bidder's Mandatory Takeover Offer or the completion of the Offer as an occasion to terminate the business relationship with companies of the Kontron Group or to seek a material change in the terms or scope of the business relationship. The Executive Board and Supervisory Board do not expect the completion of the Mandatory Takeover Offer to have any significant adverse effects on existing business relationships. However, the Executive Board and Supervisory Board have not spoken with all material business partners to ascertain their position on the Bidder's Mandatory Takeover Offer and a change of control. It therefore cannot be excluded that the completion of the Mandatory Takeover Offer may have effects on existing business relationships.

In the assessment of the Executive Board and Supervisory Board, the completion of the Mandatory Takeover Offer will have no impact on the tax position of Kontron AG and its group companies. However, Kontron has not comprehensively reviewed the potential tax implications of the Mandatory Takeover Offer. Such a review was not possible for the Executive Board and Supervisory Board within the timeframe available for the statement.

The Bidder has not stated in the Offer Document that it intends in the future to exert influence on the proposals of the Executive Board and Supervisory Board regarding the appropriation of retained earnings and in particular the distribution of dividends.

VII. Impacts on the Shareholders of the Target Company

1. General Notes

The following statements are intended to provide the shareholders of Kontron with guidance for assessing the impacts of acceptance or non-acceptance of the Mandatory Takeover Offer, without claiming to be exhaustive. It is the responsibility of each shareholder of the Target Company, taking into account their individual circumstances, to independently and on their own responsibility evaluate the impacts of acceptance or non-acceptance of the Mandatory Takeover Offer. The Executive Board and Supervisory Board advise shareholders to seek expert advice in this regard as appropriate.

The Executive Board and Supervisory Board further point out that they do not and cannot provide any assessment as to whether shareholders of the Target Company may suffer tax disadvantages (in particular any tax liability on a capital gain) or forgo tax advantages as a result of acceptance or non-acceptance of the Mandatory Takeover Offer. The Executive Board and Supervisory Board recommend that shareholders of the Target Company obtain tax advice before making a decision on acceptance or non-acceptance of the Mandatory Takeover Offer, taking into account the personal circumstances of the respective shareholder.

2. Possible Impacts upon Acceptance of the Mandatory Takeover Offer

Shareholders who intend to accept the Mandatory Takeover Offer should, taking into account the foregoing statements, consider among other things the following:

- Shareholders who accept the Mandatory Takeover Offer will no longer benefit from any positive development of the stock exchange price or positive business development of Kontron in the future. On the other hand, they will also no longer bear the risks from negative developments of the Target Company or the share price.

- Upon the transfer of the shares at completion, all ancillary rights existing at the time of completion, in particular the dividend entitlement, will also be transferred to the Bidder.

- The Mandatory Takeover Offer will only be completed if the offer conditions set out in Section 11 of the Offer Document have been fulfilled. Whether this is the case may only become apparent after the expiry of the Acceptance Period. According to the Offer Document, the settlement of the Offer may be delayed until 13 January 2027 or may not take place at all.

- If the Bidder, persons acting in concert with it, or their subsidiaries acquire Kontron Shares outside the stock exchange within one year after publication of the number of Kontron Shares held by them after the expiry of the offer period and resulting from acceptance of the Mandatory Takeover Offer (Section 23 (1) sentence 1 no. 2 WpÜG), and if a consideration higher in value than the consideration stated in the Mandatory Takeover Offer is granted or agreed for such acquisition, the Bidder is obliged to pay the shareholders of Kontron who accepted the Mandatory Takeover Offer consideration in the amount of the respective difference. For off-exchange acquisitions at a higher consideration after the expiry of this one-year post-acquisition period, there is no such entitlement to an adjustment of the consideration under the Mandatory Takeover Offer. An entitlement to an adjustment also does not exist in the case of share acquisitions in connection with a statutory obligation to grant compensation to the shareholders of the Target Company. Moreover, the Bidder may also acquire Kontron Shares on the stock exchange at a higher price within the aforementioned one-year post-acquisition period without having to adjust the consideration in favour of those shareholders of Kontron who have already accepted the Mandatory Takeover Offer.

- If the Bidder or entities acting in concert with it hold a controlling interest that confers a dominant influence without holding a majority of the voting rights attaching to the permanently voting shares, and if they acquire additional shares within one calendar year which, taking into account any prior disposals of shares, provide them with at least an additional 3% of the voting rights in Kontron compared to the last day of the preceding calendar year (so-called "creeping-in"), a new mandatory takeover offer must be made for all participation securities of Kontron (Section 22 (4) in conjunction with Section 27b (2) ÜbG).

- Withdrawal from acceptance of the Mandatory Takeover Offer is only possible under the narrow conditions set out in Section 16 of the Offer Document. However, during the period between the end of the Acceptance Period and the publication of the fulfilment of all offer conditions pursuant to Section 11.1 of the Offer Document (with the exception of an early waiver), the Bidder grants each Kontron shareholder the unrestricted right to withdraw from their acceptance of the Offer.

- Since the completion of the Mandatory Takeover Offer is subject to merger control and foreign investment control clearances (see Section 10 of the Offer Document), completion may be delayed until 13 January 2027. There is a risk that the merger control and foreign investment control clearances cannot be obtained in time and the conditions therefore do not materialise.

- Shareholders who accept the Offer will not participate in any compensation payments that are required by law (or by judicial interpretation of the law) to be made in the event of certain structural measures implemented after completion of the Offer, in particular upon the conclusion of a domination agreement, squeeze-out, or transformation measures. Such compensation payments will generally be determined on the basis of the enterprise value of Kontron and, where applicable, the stock exchange prices of the Kontron Shares at a future date, and will be subject to judicial review. Compensation payments may be higher or lower than the Offer Price. Even if the compensation required by law in such a case were to exceed the amount of the cash compensation offered by the Bidder under the Offer, shareholders who accepted the Offer would have no entitlement to an adjustment of the offer consideration.

3. Possible Impacts upon Non-Acceptance of the Mandatory Takeover Offer

Shareholders of Kontron who do not accept the Mandatory Takeover Offer and do not otherwise dispose of their Kontron Shares will remain shareholders of Kontron AG without change. They should, among other things, consider the Bidder's statements under Section 15 of the Offer Document as well as the following:

- They bear the opportunities and risks of the future development of the Kontron Shares for which they do not accept the Mandatory Takeover Offer.

- Kontron Shares for which the Mandatory Takeover Offer was not accepted will generally continue to be traded on the stock exchange. However, it is uncertain whether the share price of the Kontron Shares will continue to move at the current level after the expiry of the Acceptance Period, or whether it will fall or rise.

- The completion of the Mandatory Takeover Offer will likely lead to a reduction in the free float of the issued Kontron Shares. Following the completion of this Offer, the supply of and demand for Kontron Shares may be lower than at present. This may result in a decrease in the liquidity of the Kontron Shares. Lower liquidity of the Kontron Shares in the market could lead to greater price fluctuations of the Kontron Shares, and it is possible that buy and sell orders for Kontron Shares may not be executed promptly or at all.

- The completion of the Offer and in particular a reduction in the free float may result in Kontron AG no longer meeting the criteria set by certain index providers for the Kontron Shares to remain in an index. Kontron is currently listed in the SDAX and TecDAX indices. This may result in funds and institutional investors that replicate this index in their portfolio selling Kontron Shares and not acquiring any further Kontron Shares in the future. A resulting greater supply of Kontron Shares combined with lower demand for Kontron Shares may have an adverse effect on the stock exchange price of the Kontron Shares.

- Following the completion of the Offer, the Bidder may hold a higher voting rights majority at the Annual General Meeting of Kontron to more easily resolve on certain corporate law measures at the Annual General Meeting than before. Such measures include, for example, the election and removal of Supervisory Board members, the granting or refusal of discharge to the Executive Board and Supervisory Board, and amendments to the articles of association. Depending on the acceptance rate of the Offer, the Bidder may also hold a qualified voting rights majority at the Annual General Meeting of Kontron and thus the voting rights majority required to implement capital measures, the conclusion of enterprise agreements, as well as transformations, mergers, demergers, a delisting, and the dissolution of the company. Only in respect of some of these measures would there be an obligation to offer the minority shareholders an offer to acquire their Kontron Shares on the basis of a company valuation against adequate compensation or to grant other compensation. Since such a valuation would generally have to be based on the circumstances at the time of the resolution on the relevant measure by the Annual General Meeting, the value of such consideration could correspond to the Offer Price, but it could also be higher or lower.

- The Bidder could demand a transfer of the Kontron Shares of the minority shareholders to itself against the grant of adequate cash compensation (squeeze-out) if it directly or indirectly holds the number of Kontron Shares required for this purpose (see Section 15.2

of the Offer Document). The amount of the cash compensation would be determined on the basis of the circumstances at the time of the resolution of the Annual General Meeting of the company. The amount of the cash compensation could correspond to the Offer Price, but it could also be higher or lower.

VIII. Status of Regulatory Approvals and Proceedings

The Bidder points out in Section 10 of the Offer Document that the planned acquisition of Kontron Shares by the Bidder requires, upon exceeding certain voting rights thresholds, various merger control clearances from the competent authorities in the Federal Republic of Germany and the United States of America. In addition, foreign investment control clearance procedures are required in the Federal Republic of Germany, France, Austria, and Taiwan. The Executive Board and Supervisory Board point out that these steps have not yet been taken but will only be initiated by the Bidder after publication of the Offer Document. For further details on the regulatory approvals and proceedings required according to the Bidder, reference is made to the Bidder's statements in Section 10 of the Offer Document.

The Executive Board and Supervisory Board point out that, in their assessment, there is a risk that the merger control and foreign investment control offer conditions provided for in Section 11.1 of the Offer Document may not be fulfilled by 31 December 2026. In particular, merger control review proceedings in the United States of America can take considerable time in complex cases. Foreign investment control clearance procedures, notably in the Federal Republic of Germany, Austria, and France, may also extend over several months, particularly where in-depth reviews are initiated. Should the required clearances not be obtained by 31 December 2026 and the Bidder not have previously validly waived the relevant offer conditions, the Mandatory Takeover Offer would lapse pursuant to Section 11.3 of the Offer Document, with the consequence that the contracts concluded as a result of acceptance of the Mandatory Takeover Offer would not be performed. Kontron shareholders should take this risk into account in their decision on acceptance or non-acceptance of the Mandatory Takeover Offer.

IX. Interests of Members of the Executive Board or Supervisory Board

The members of the Executive Board state that they have no personal or business relationship or close connection with the Bidder or with persons acting in concert with it. In particular, they hold no direct or indirect interest in the Bidder or in any person acting in concert with it.

Of the five Supervisory Board members, Mr Steve Chu, Mr Joe Fijak, and Ms Mavis Hong have relationships with the Bidder or with Foxconn.

Mr Steve Chu is Chairman of the Board of Directors of the Bidder. In addition to this role, Mr Chu is CEO of Goldtek Technology, Board Director of EI (Ennoconn International Investment Co. Ltd.), and holds further mandates at EnnoMech Precision Co. Ltd. and at CASwell, Inc.

Mr Joe Fijak is Vice President of the Bidder.

Ms Mavis Hong is Senior Director Group Central Finance at Foxconn.

Ms Badstöber and Mr Chwatal have no relationship or close connection with the Bidder or with persons acting in concert with it.

No member of the Supervisory Board holds a direct or indirect interest in the Bidder or in any person acting in concert with it.

1. Agreements with Members of the Executive Board or Supervisory Board

On 22 June 2026, the Bidder entered into a qualified non-tender agreement with the CEO, Mr Hannes Niederhauser, in respect of 1,419,463 shares held by him. In parallel, the Bidder entered into depositary blocking agreements with Mr Niederhauser and three banks at which these 1,419,463 shares of Mr Niederhauser are held, as set out in Section 13.1 of the Offer Document. The Bidder or persons acting in concert with it have not otherwise entered into any agreements with individual members of the Executive Board and/or the Supervisory Board in connection with the acquisition of a controlling interest or the Mandatory Takeover Offer. No extension of their service agreements has been offered to the members of the Executive Board. The members of the Executive Board will continue their activities unchanged following completion of the Mandatory Takeover Offer. The Bidder has stated in Section 8.2 of its Offer Document that it does not intend to change the existing composition of the Executive Board or the employment relationships of its members.

2. No Monetary or Other Benefits in Connection with the Mandatory Offer

To the knowledge of the Executive Board and Supervisory Board, neither the Bidder nor persons acting in concert with it have granted, promised, or offered any financial or other monetary benefits to members of the Executive Board or Supervisory Board in connection with the Bidder's Mandatory Takeover Offer.

X. Intentions of the Members of the Executive Board and Supervisory Board to Accept the Offer

Of the members of the Executive Board, the following held shares in Kontron at the time of publication of the Mandatory Takeover Offer and hold shares at the time of adoption of this statement as follows:

- Hannes Niederhauser, Chairman of the Executive Board, 1,419,463 Kontron Shares.
- Dr. Clemens Billek, member of the Executive Board, 5,000 Kontron Shares.
- Michael Riegert, member of the Executive Board, 10,625 Kontron Shares.

The members of the Executive Board do not intend to accept the Offer with these shares. As set out under Section IX 1. of this statement, Mr Niederhauser has entered into a qualified non-tender agreement with the Bidder in respect of his 1,419,463 Kontron Shares, pursuant to which he will not accept the Offer with these 1,419,463 Kontron Shares.

Furthermore, Kontron satisfied the entitlements of the members of the Executive Board arising from share options exercised by them on 19 June 2026 under the share option programme 2024/2025 (tranches 2024 and 2025) with 350,000 treasury shares. Mr Niederhauser received 120,000 Kontron Shares, Dr. Billek received 100,000 Kontron Shares, Mr Riegert received 100,000 Kontron Shares, and Mr Schulz received 30,000 Kontron Shares. These 350,000 Kontron Shares were tendered for acceptance of the Mandatory Takeover Offer so that the members of the Executive Board can pay the purchase price for the shares (in accordance with the share option programme) and the tax due upon exercise of the share options from the proceeds. Approximately 85% of the expected proceeds must be applied for this purpose.

Of the members of the Supervisory Board, only the Chairwoman of the Supervisory Board, Ms Claudia Badstöber, held 1,992 Kontron Shares at the time of publication of the Mandatory Takeover Offer and holds them at the time of adoption of this statement. All other members of the Supervisory Board do not hold any Kontron Shares.

Ms Badstöber does not intend to accept the Mandatory Takeover Offer.

XI. Summary and Recommendation

Taking into account all circumstances of the Offer and the objectives and intentions of the Bidder as set out in the Offer Document, the Executive Board and the Supervisory Board, the latter through the Takeover Committee, have each independently reviewed the Offer Document. The Executive Board and Supervisory Board, the latter through the Takeover Committee, summarise the result of their review as follows:

1. The Bidder is fulfilling a statutory offer obligation with the Offer.

2. The Offer Price corresponds to the lowest offer price that the Bidder was permitted to offer under the statutory minimum price provisions on the basis of a pre-acquisition price of EUR 23.50.

3. The Offer Price of EUR 23.50 is EUR 0.26 below the average price of the Kontron Share over the last 12 months. The Offer Price therefore does not include a premium to this last 12-month average price of the Kontron Share, but rather a discount of EUR 0.26.

4. However, the Offer Price falls very significantly short of the most recently published price targets of analysts. The median price target for the Kontron Share based on independent analyst assessments at the time of publication of this statement was approximately EUR 30.29 and is thus approximately 22.42% above the Offer Price. The analysts therefore share the assessment of the Executive Board and Supervisory Board that the value of the Kontron Share is significantly higher than the Offer Price. In the view of the Executive Board and Supervisory Board, the Offer Price does not even come close to reflecting the future earnings prospects of the Target Company. The Bidder itself also believes in higher future earnings prospects and states in the Offer Document that Kontron and the Kontron Group fundamentally represent an attractive capital investment for the Bidder. The Offer therefore does not adequately reflect the value creation potential of Kontron.

5. The Executive Board and Supervisory Board, the latter through the Takeover Committee, commissioned Ernst & Young to issue a Fairness Opinion. The Fairness Opinion concludes that the Offer Price is significantly below a reasonable range and is not adequate from a financial perspective.

6. All expenses, fees, and charges levied by custodian banks in connection with acceptance of the Offer are to be borne by the Kontron shareholders accepting the Offer and will not be assumed by the Bidder.

7. Due to regulatory approvals that may still need to be obtained, the settlement of the Offer may be delayed until 13 January 2027 or may not take place at all.

8. On an overall assessment, the Executive Board and Supervisory Board, the latter through the Takeover Committee, see no basis for recommending that the shareholders of Kontron accept the Offer. The Executive Board and Supervisory Board recommend rejecting the Offer.

9. However, each shareholder of the Target Company must make their own decision on acceptance or rejection of the Mandatory Takeover Offer, taking into account the information in the Offer Document and in this statement, the overall circumstances, their individual situation, and their personal assessment of the possibilities for the future development of the value and stock exchange price of the Kontron Share. The Executive Board and Supervisory Board, the latter through the Takeover Committee, accept no liability should acceptance or non-acceptance of the Mandatory Takeover Offer prove to be economically disadvantageous in retrospect.

10. The issuance of this statement and the recommendation were resolved unanimously by the Executive Board at its meeting on 8 July 2026 and by the Takeover Committee of the Supervisory Board at its meeting, also on 8 July 2026.

Linz, 8 July 2026

Kontron AG
The Executive Board and the Supervisory Board

Annex Fairness Opinion of Ernst & Young dated 8 July 2026