

September 2022

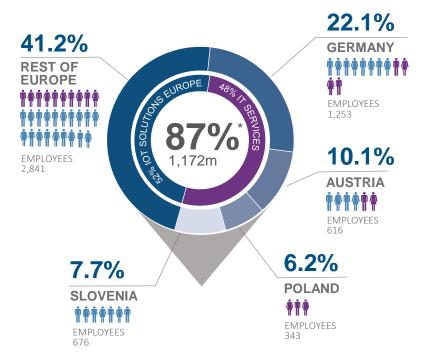




KONTRON AT A GLANCE









1 KONTRON PROVIDES GLOBAL IOT 4.0 TECHNOLOGY



- > IoT solutions for Industrial, Medical, Transportation and Communication
- > IoT grows fast: The whole Industry 4.0 market is expected to grow at a CAGR of $^{\sim}15\%$ by 2022**

3 S&T WAS AN IT SERVICE PROVIDER



> Contract for divestment signed August 10th, 2022

(1) KONTRON IN FIGURES

- > FY 2021: EUR 1,342m revenue and EUR 126.3m EBITDA
- > FY 2021: EUR 95.3m operating cash flow
- > 6,206 employees in 32 countries (as of December 31st, 2021)

MEMBER OF THE TECDAX® & SDAX®

- > Headquarter in Linz, Austria, listed in Frankfurt, Germany
- > ~ EUR 895m market cap as of June 30th, 2022

- Revenues in % of Kontron Group total revenues based on location of revenue generating Kontron subsidiary
- ** Source: IMS Report, ABI Research, Oracle, Markets and Markets Analysis



HIGH- AND LOWLIGHTS Q2-2022



HIGHLIGHTS

-) Q2-2022:
 - > Plus 8.0% in Revenues vs. Q2-2021
 - > Plus 23.0% in Net Income vs. Q2-2021
- Strong order entry proceeding for the 6th quarter
 - > Book to bill of 1.22 EUR 405m order entry in Q2-2022
- > Russia: major divestments started
- 35 cent dividend paid for 2021 2.5% dividend yield
- Contract signed to sell IT Services

LOWLIGHTS

- Chip shortage impact:
 - > EUR 127m of not delivered orders as of 30.06.2022
 - > Operating CF burdened by EUR 59m increased inventory
- North America increased in revenues still weak in margin
- > Impacts of Russian deconsolidation in Q2 (RT Soft)
 - > EUR 6.1m (-43%) reduction in Revenues

KONTRON SIGNED TO SELL ITS IT SERVICE BUSINESS







10th of August 2022 Kontron signed to sell most of its IT service business to Vinci

Buyer is Vinci, a listed French construction/energy company

- Revenues: EUR 43.2B with 218,000 employees = EUR 55B market cap
- Axians: IT subsidiary EUR 2.8B revenues with 12,000 employees

Not all IT services were sold

- Sold: EUR 337m of IT revenues: DE, CH, PL, HR, CZ, SK, RS, MD, MK, ALB, CG (FY 2021) with EUR 37,4m EBITDA, 1642 employees
- Not sold: AT (save 135m tax losses), HU, RO (didn't fit buyer strategy) representing in 2021 EUR 228m of Revenues and 827 employees

The agreed price

- EUR 400m (est.) as of EUR 365m for the business and EUR 40m balance sheet related (fixed at closing)
- > Equals: 1.2 * Revenues and 10.7 * EBITDA
- estimated closing Dec 1st (after European anti trust approval)
- > 85% Payable at closing/fixed balance sheet 15% in escrow until Jun 2024 to cover warranties



SIMULATION DISCONTINUED OPERATION



in EUR m	Kontron before	Discontinued	The new	Kontron before	Discontinued	The new	The new
		operation	Kontron		operation	Kontron	Kontron
	2021 Act	2021 Act	2021 Act	H1/2022 Act	H1/2022 Act	H1/2022 Act	2022
Revenues	1.342	337	1.005	661	168	492	1.120
COGS	-852	-207	-645	-415	-104	-310	
Gross margin	490	130	360	246	64	182	
Staff	-314	-76	-238	-164	-38	-126	
OPEX	-85	-23	-62	-44	-10	-34	
EBITDA	126	38	88	61	17	44	112*
D/A	-64	-11	-53	-30	-5	-25	
Interest	-8	-2	-6	-2	0	-2	
Taxes	-5	-6	0	-3	-2	0	
Discontinued			19			10	
Net Profit	48	19	48	26	10	26	56

^{*} Operational, transaction profit excl.



KPI – BEFORE AND AFTER FOCUS



in EUR m	S&T AG 2021	The new Kontron 2023*	Comment
Company name	S&T AG	Kontron AG	Changed at ASM May 2022, S&T related to IT biz, Kontron to IoT products
Revenues	1,342	> 1,200	2023 after divesting EUR 337m IT service, 40m Russia
GM in %	36%	> 40%	Change in product mix, will further increase after 2023
EBITDA	126.3 (9.4%)	132 (11%)	
Net profit	48.3 (3.6%)	> 60 (5%)	2023 after divestment of IT services
Employees	6,206 (Dec. 21)	4,000	Minus 1,640 "Focus", minus 380 Russia, before M&A
Revenue / FTE	216 TEUR	300 TEUR	
Equity ratio	32%	> 45%	Increased cash and less total assets
Entities (as of operative)	80	58 (32)	Less complex structure
Exposure CIS region	7% CIS	< 3%	CIS no more material, EE countries within EU drastically reduced

^{*}Mgtm. estimates



EXPECTED CASH IMPACT FOCUS



Cash Development Expectation (Approximation in EUR m)					
Cash H1 2022	168				
FOCUS Cash-in total	400 (260+80+60)				
Transaction Costs FOCUS	-12				
Divested Net Cash also EUR 25m Debt divested	-32				
Operating CF improvement	Improvement in H2 22 + H1 23				
Small M&A H2 2022	-13				
Expected Cash after FOCUS	~600				

COMMENTS

- Starting Point for FOCUS
- Expected cash-in, thereof EUR 60m in escrow
- > Estimation of all transaction costs
- Divested FOCUS companies
- > Reflecting expected operational development
- Arce in ES & Lucom in DE announced already
- > Indication of cash upon execution of FOCUS

Slim transaction costs of appr. 3%

- Inc. 0.8% advisor, 0.7% transaction bonus, 0.6% vDD, 0.4% legal, 1.3m EUR taxes to be confirmed
- Cash out will be shown as part of discontinued operation



KONTRON GROUP BALANCE SHEET



Mio. EUR	30/06/2022	31/12/2021
NON-CURRENT ASSETS	511,0	519,0
Fixed Assets	469,8	478,8
as of Property, plant and equipment	124,7	132,5
as of Goodwill	209,4	208,3
Other Assets	41,2	40,2
CURRENT ASSETS	752,8	833,2
Inventories	246,2	187,3
Trade receivables	216,4	232,5
Contract Assets from Customers	35,1	32,8
Cash and cash equivalents	167,6	296,5
Other receivables and prepayments	87,5	83,9
Total Assets	1.263,8	1.352,1

	30/06/2022	31/12/2021
CAPITAL AND RESERVES	432,5	423,3
Equity	432,5	423,3
as of Treasury shares	0,0	-46,8
NON-CURRENT LIABILITIES	326,0	348,2
Long-term loans and borrowings	231,6	238,4
Other Non-Current Liabilities	94,4	109,8
CURRENT LIABILITIES	505,4	580,7
Trade payables	215,7	270,0
Contract Liabilities from Customers	87,8	85,0
Short-term loans and borrowings	70,2	72,3
Other Current Liabilities	131,6	153,4
Total Liabilities & Equity	1.263,8	1.352,1
Equity Ratio	34,2%	31,3%
Net Cash/Net Debt*	-134,2	-14,2
Working Capital excluding IFRS 15**	246,8	149,9

EUR 59m Inventory build up to cover chip shortage | Equity Ratio improved

^{*} Definition Net Cash: Cash and cash equivalents less non-current and current financing liabilities (excl. liabilities from leasing according to IFRS 16)

^{**} Definition Working Capital: Inventories plus trade receivables less trade payables (excl. IFRS 15 contract assets and liabilities)

THE IOT MARKET IOT STATISTICS OVERVIEW*





29 Billion

CONNECTED DEVICES

by end of 2022 – 18B related to IoT 5G networks will drives organizations growth

More

SMART CITYS

will continue to sprout in the near future with smart traffic and energy solutions \$ 148.6 Billion

INDUSTRIAL IOT REVENUE

with a 11.4% CAGR from 2022

64 Billion

IOT DEVICES WORLDWIDE

by 2025

\$ 3 Billion

IIOT CONNECTED DEVICES

The worldwide Industrial IoT connected devices market will grow to \$ 3 billion in 2030

Potential

TO GENERATE \$4,000B TO \$11,000B**

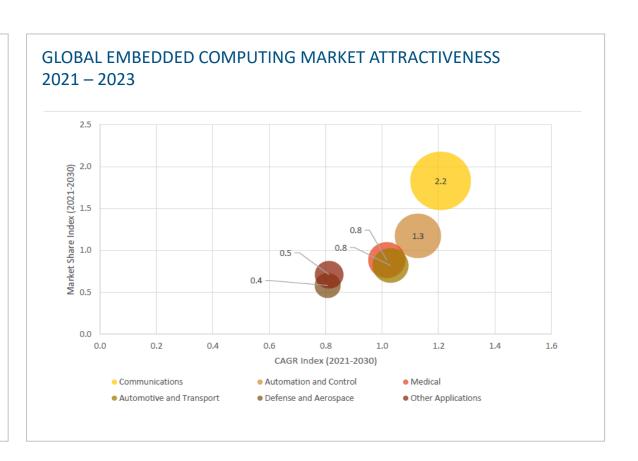
- in economic value by 2025
- greatest contribution from factories (\$1,2 to 3,700B)
- followed by smart cities, health care, retail, non-urban outdoor environments, custom production environments, automotive, home, and office

THE INDUSTRIAL IOT MARKET COMPETITION





Selected competitors in Industrial IoT	Revenue (in USD m)	Region
Mercury*	3,800	North America
Curtiss Wright*	2,500	North America
Advantech	1,900	Asia
Kontron*	1,342	Europe
Beckhoff	1,200	Europe
ABB B&R	705	Europe
Adlink	350	Asia
Seco	116	Europe
Eurotech	63	Europe
% as of total market (USD 148B)	9%	



Market very fragmented, limited economy of scale and niche technologies stop big players to enter

Source: JC Market Research, mgmt est.

^{*} Also not Industrial IoT revenues



NEW BUSINESS MODEL – 8 DIVISIONS IN 3 SEGMENTS

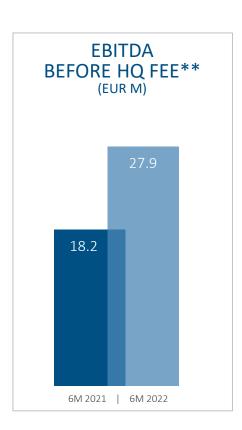


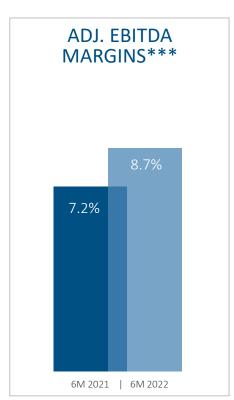


EUROPE









- Biggest segment contains the divisions:
 Industrial, ODM (design + manufacturing),
 Services, Communications
- > EUR 800m revenues with 2,800 employees
- > #1 Industrial IOT biz in Europe no biz outside EU
- > 5G IIoT communication gaining speed
- Strong growth due to growing Industrial IoT market (11.4% p.a.)
- Contains remaining portion of IT services
 business which will be readjusted for IoT activities
- Main customers: Dräger, Kuka, ABB, Thales, DARS, Railway Slovenia

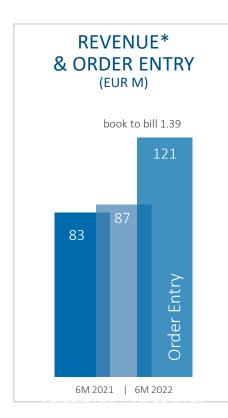
"Europe" growth driven by 5G connectivity and strong order intake

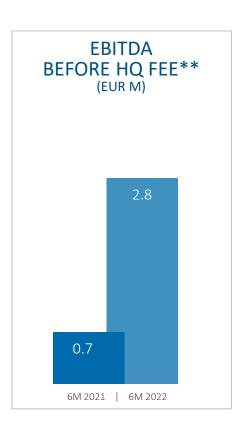
- 3rd Party revenue
 - ** EBITDA before charged management fees from Kontron AG
- *** HQ-fee adjusted EBITDA in % of external revenue

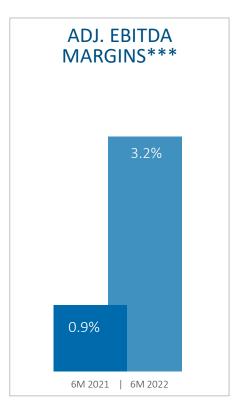


GLOBAL









210m segment with 480 people

Region of CN + USA grows faster than Europe

No focus on other countries

- > global segment will midterm represent 35% of Kontron (today 18%)
- > we utilize European technologies globally

Kontron has a "being" local strategy which means local management and also custom engineering and production locally

> GM not as Europe -> we need to expand local custom Software, high IC revenues share margin with Europe

Target 2025 EUR 500m @ 10% EBITDA

Major customers: GE HC, Rockwell, Medtronic, Caterpillar, Air China, CRCC

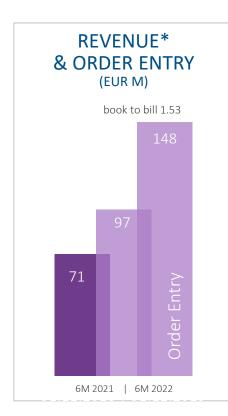
Push regional expansion to USA + CN to utilize R&D

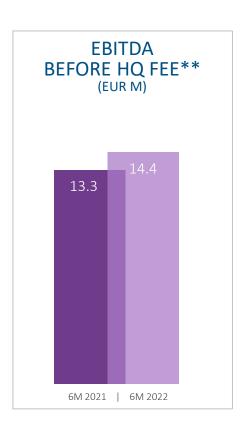
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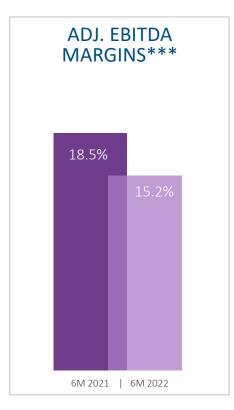


SOFTWARE AND SOLUTIONS









- > Fastest growing and highest profit segment
- > EUR 210m revenues @ 17% EBITDA with 800 employees
- Most M&A investments in this segment
- > Prepare to market solutions globally
- more 24/7 service agreements and less product sales

Software licences pull even more revenues from Industrial IOT Division

- * 3rd Party revenue
- ** EBITDA before charged management fees from Kontron AG
- *** HQ-fee adjusted EBITDA in % of external revenue



SOFTWARE & SOLUTIONS



DIVISION SOFTWARE

EUR 75m division

- > Supplys connectivity SW language for IOT grids
- > Lucom investment
- Acts at the moment in Europe, expand to USA + China
- USP: early adaptor, is far ahead vs Wisepar Advantech
- > susietec: special solutions for Industrial avionics, medical,...
- > Strong SW engineering backbone at efficient costs
- Major customers: Infineon, Hauser, Zeiss
- > Acquisition of Lucom -> improve 5G connectivity of susietec
- > GM > 80%, drives IoT product sales





Bernhard Günthner EVP Software

DIVISION TRANSPORT

EUR 140m division

- > Supply's communication / data for hi speed trains
- Market leader in Europe, First projects in China, USA
- USP: early adaptor 5G/FRMCS, offer 10+ years service cycle
- > Competitors: Nokia, Huewei, Atos
- > Major customer wins in 2022: DE (Dt Bahn), SNCF (France), NRT (UK)
- \rightarrow Book to bill > 2
- Acquisition of ARCE -> expand in Spain
- GM > 60% by huge SW and service content, HW mainly COTS





Bernd Eder EVP Transportation



TECHNOLOGY: CONNECTIVITY DRIVES GROWTH



IOT SOFTWARE - SUSIETEC



SUSiEtec IoT software framework: Enabling machine learning (AI)

- > Improve software product portfolio: Embedded SW, Soft PLC, TSN (real time networks)
- > EUR 100m software revenues planned by 2023, triggering add. 250m IoT products

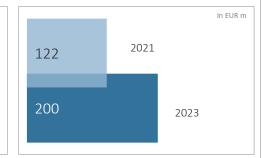
100 2023

5G IOT WAN NETWORKS



- > Iskratel is specialist for 5G, many synergies with SUSiEtec
- > Build up networks with IoT SW and our edge devices



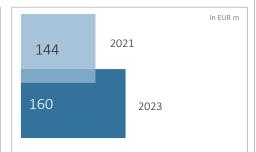


TRAIN CONTROL SYSTEMS

Mission critical control systems for highspeed trains

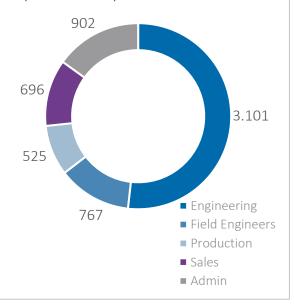
- > New standard FRMCS will accelerate migrations and require 4G/5G
- > Revenue plan of EUR 140m until 2023





EXCELLENT POOL OF ENGINEERS

- > Cost efficient (40k p.a.) in-house resources in Eastern Europe
- > 2021 EUR 211.3m R&D costs (15.7% of revenues) as of ~40% paid by customers
- > Total 5,991 employees (30.06.2022)





TARGETS AFTER FOCUS



SHORT TERM 2022

- > Reorganize Kontron group -> more efficient
- > Rebrand "Kontron" & position company to IOT products
- New story, new peer group for stock market

LONG TERM "AGENDA 2025"

- Get more global (35% outside Europe in China/USA)
- > Convert to more Software by own R&D and M&A
 - 2 acquisitions in 2022 done, more to come
- > Improve profitability significantly
- > We own disruptive technologies
 - > 5G
 - Smart factory susietec
 - Al

IMPROVE NET PROFITS

- > Tax improvement 1.8% management fee to use
- > Slim HQ
- Interest improvement reduce EUR 8m (up to 50%)
- Amortization + depreciation reduced (result of Focus)
- No minorities
- > Reduced travel policy, home office strategy = less space



M&A STRATEGY



M&A is a core competence of Kontron

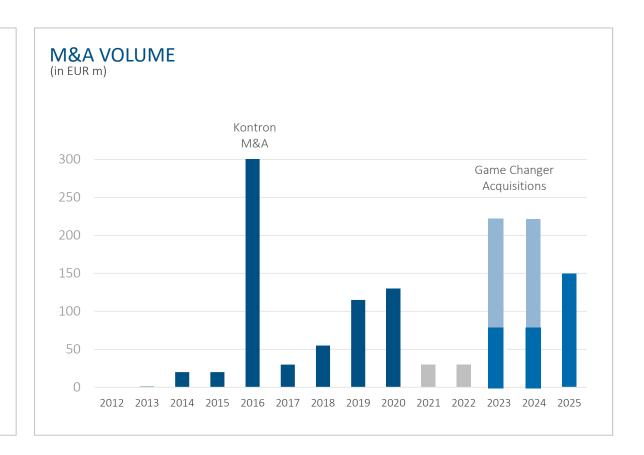
- > Half of growth by M&A (10% /year), half organic
- Based on Focus proceeds evaluation of big game changer acquisitions
- > Pipeline of 4 companies > 1,000m revenues

Kontron M&A targets

- > Restructuring situations at no profit = low prices
- > High synergies with Kontron -> achieve 10% EBITDA within 2 years
- > Regional focus: European Union and go global (USA, China)

Divestments 2022

> Russia, Belarus, Focus



With our pipeline Kontron intends to acquire EUR 500M of game changer acquisitions in 2023/2024



NEW ACQUISITIONS IN Q3 / 2022



LUCOM GMBH, GERMANY



- > Product: 5G connectivity for IoT equipment
- > EUR 6.6m revenues @ 14% EBITDA
- > Price: EUR 5m
- > Signing and closing 31st of Aug 2022
- > Will strengthen our Software Division
- › Located in Germany
- > Key synergies: expand connectivity of susietec
 - market globally via in Kontron



ARCE MOBILITY SOLUTIONS S.A.U., SPAIN



- → Product: ticketing for Public Transport
- > EUR 11m revenues @ 13% EBITDA (FY 2021)
- > Price: EUR 7.6m
- Signing 29th of Aug closing 31st of Sep. (FDI-approval)
- > Increase Transportation business in Iberia
- Key synergies: merge product lines, expand market to Europe





FORECAST "THE NEW KONTRON"





GUIDANCE 2022	continued	disc. operations
Revenue	EUR 1,120m	EUR 380m
EBITDA	EUR 112m	EUR 38m

AGENDA 2025	S&T 2021act	New Kontron 2022fc	New Kontron 2025p
Revenue	EUR 1,342m	EUR 1,120m	EUR 2,000m
EBITDA	EUR 126.3m	EUR 112m*	EUR 260m
Net Profit	EUR 48.3m	EUR 56m	EUR 120m

Vision 2030 – transformation to IoT aaS/SLAs will boost, EBITDA above 15%



CHALLENGES IN 2022





- > Chip shortage impact:
 - > EUR 127m of not delivered delayed but not lost orders
- Business Impact: IIoT EUR 66m, KNA 38, ODM 18m
- We increased inventory by EUR 59m in 2022 for
 - emergency stock and not shippable semi-finished products
- > Price increases cover all related costs = no profit impact
- Outlook: we will tackle these problems in 2022, Inventory will be back to normal end of 2023

RUSSIA	
2020	we decided to stop investments in Russia and CIS countries
Q2/2022	we divested several entities in Russia (RT Soft SE, RT Soft SWD, RT Soft EC, RT Soft Project)
Q3/2022	we will divest Belarus and Moldova
FY 2022	14 CIS companies reduced to 2 Russian Engineers transferred to Europe or replaced in Europe
CIS Impacts	 Russian Revenues reduced by EUR 40m (est.) Russian EBITDA reduced by EUR 6m (est.) both included in Guidance



TRANSPARENCY - REDUCTION OF LEGAL COMPLEXITY



Legal entities 2021

Legal entities after FOCUS





- > 15 FOCUS companies will be deconsolidated
- > Further streamlining already initiated in line with new group segmentation
- Minority reduction within FOCUS
- > Significant reduction in CEE exposure
- Acquired companies will be integrated swiftly and merged subsequently
- > 32 Operative companies remaining further streamlining likely
- > New file storage concept for departments more centralized
- > Transparency on personnel cost to be improved for proxy agencies



Reducing legal complexity of group & transparency for market participants



TRANSPARENCY — COMPLIANCE



Compliance initiatives as CCO after 4 months New CoC addressing also environmental and HR matters New CoC for Suppliers to ensure compliance with future supply chain regulation New acquisition DD guidelines with strong focus on compliance matters **UBOs** Suppliers Avoidance of issues with PePs/Sanctions Customers Internal Audit focus on compliance questions relating to Documentation Customers Suppliers Enhanced training program for staff initiated

Strengthen market trust & preparing for the next growth phase



SUMMARY





ACHIEVEMENTS

- Organic Revenue growth of 10% in Q2 2022
- > Strong order intake book-bill 1.22 in Q2
- > Strong Improvement Net Income (+23.0) and EPS (+25%)
- Signing of Project Focus



TARGETS

- > Guidance 2022:
 - > Revenue > EUR 1,120m
 - > EBITDA ~ EUR 112m
- > EUR 2,000m IIoT Revenues at > 13% EBITDA in 2025
- > Reduce overdue shipments of EUR 127m



RISKS

- > Chip shortage
- > Ukrainian war (limited risk)
- Address right technology trends



OPPORTUNITIES

- > Project "Focus": leading player in the growing IIoT market
- > Significant funds to grow in America + China
- > 5G connectivity for machines



CHANGES IN MANAGEMENT TEAM AS OF OCT 2022



EXECUTIVE BOARD



HANNES NIEDERHAUSER CEO



CLEMENS BILLEK CFO + CCO



PETER STURZ COO Act. EVP Services



MICHAEL RIEGERT COO Act. EVP Transportation

EXTENDED MANAGEMENT BOARD



Robert Courteau EVP America



Steve Chen EVP Asia



Robert Kuzmic EVP Communication



Saso
Berger
CIO + EVP
Communication



Jochen Gimple EVP ODM



Bernd Eder EVP Transportation



Bernhard Günthner EVP Software



Nicole Nagy VP Corp.Finance/IR



Christoph Neumann VP Technology

Management with focus on IoT

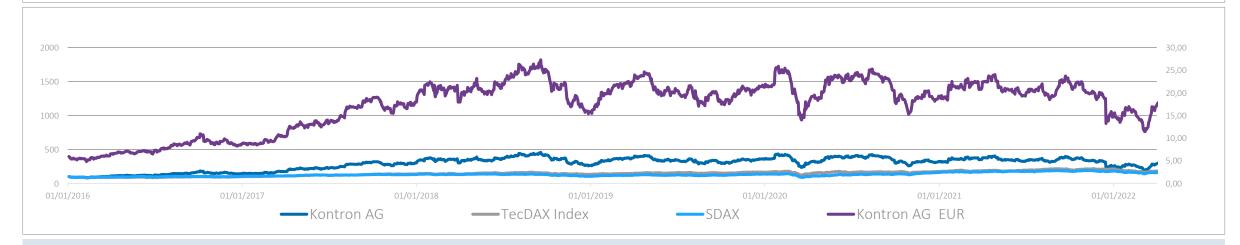
- Next SVB 28/9/2022: M. Jeske (COO IT Dach) and R. Neuwirth (CFO) will resign within this transaction
- > Future board acts strategic: CEO Niederhauser, CFO Billek, COO Riegert, COO Peter Sturz supported by 8 EVPs running the divisions operationally

APPENDIX INVESTOR RELATIONS





DEVELOPMENT 2016 - 2021	2016	2017	2018	2019	2020	2021	2022E
Revenues in EUR m	503.7	882.0	990.9	1,122.9	1,254.8	1,342.0	1,120+380
EBITDA in EUR m	34.4	68.1	90.5	111.7	130.0	126.3	Close to 150*
EBITDA Margin	6.8%	7.7%	9.1%	9.9%	10.4%	9.4%	~10%
EPS in EUR	0.33	0.43	0.70	0.75	0.86	0.75	Up to 1.00**
XETRA Closing price in EUR	8.70	17.99	15.81	21.28	19.30	14.66	
PER	26.36	41.83	22.58	28.37	22.44	19.55	



Share price moving sidewards – unsatisfactory development

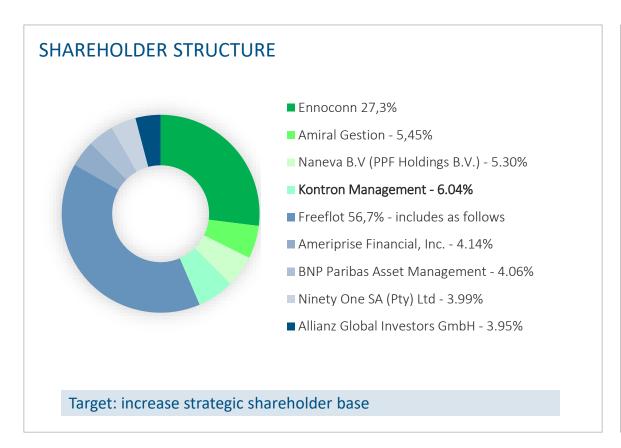
^{*} Incl. discontinued operations from FOCUS companies.

^{**} Normalized earnings per share excluding effect of Focus sale

APPENDIX THE KONTRON SHARE - TECDAX® & SDAX® MEMBER







AlsterResearch	Buy: EUR 32.00
Hauck & Aufhäuser	Buy: EUR 27.00
Jefferies	Buy: EUR 24.00
Kepler	Buy: EUR 24.00
Pareto Securities	Buy: EUR 28.00
Stifel	Buy: EUR 25.50
Warburg Research	Buy: EUR 24.00
Median Target Share Price	EUR 25.50



SHORT & LONG TERM SHAREHOLDER FOCUS



M&A + DIVIDEND + SBP

- > Kontron currently valued at ~ 6.7 x EBITDA 2022E
- > Share buy-back will be resumed upon closing of FOCUS as
 - > Currency for M&A and
 - > Redemption of shares
- > Increasingly attractive M&A levels in times of uncertainty acquisitions of up to EUR 250m envisaged for 2023

DIVIDEND & SHARE BUY BACKS	2019	2020	2021	2022	2023E	Comment
Dividend (EUR)	0.16		0.30	0.35	Up to 1.00	(Special-)Dividend for FY 2022
Total Dividend (EUR m)	10.6		19.5	22.3	Χ	Depending on share-buy-back
Share Buy backs (EUR m)	14.6	12.2	16.1	-	150-X	Significant buy-back programme
TOTAL SPENDINGS (EUR m)	25.2	12.2	35.6	22.3	150	15% of market cap to be distributed







ACHIEVEMENTS 2021

MSCI Rating increased



> UN Global Compact joined and 9 SDG's identified we support



















- Education Kontron Leadership Academy (focus on female employees) Data Security Training Focus
- Employee Survey conducted among approx. 5,000 employees

OUTLOOK & TARGETS

- > Increasing interest of sustainable investors to be met
- > Customers and Investors CO₂ disclosure requests more often

Making our data easily accessible and transparent to our diverse stakeholder groups will become increasingly important

- → Carbon Disclosure Project experience ✓
- > EU Taxonomy requirements expected to be extended
- > Implementation of scope I and II to be achieved until 2023
- > Kontron's Green Products communicating our products better

Preparation scope I and II Reporting expansion (incl. EU Taxonomy) ✓ FSG-Goal extension ✓ FSG-Risk assessment ✓

Update material analysis ✓

Evaluation ESG-Goals Implementation stage launched Enhanced reporting according to EU Taxonomy and FSG standards

Implementation finalized Continuous improvement process

2023

Continuous stakeholder dialogue ✓ 2022



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Kontron AG

Industriezeile 35

A-4020 Linz

www.kontron.ag

IR Contact:

ir@kontron.com

+43 (1) 80191 - 1196