

2. Resolution on the appropriation of net earnings available for distribution

The Management Board and Supervisory Board propose appropriation of the net earnings of BAUER Aktiengesellschaft for the 2008 financial year as follows:

Payment of a dividend to shareholders of EUR 1.00 for each no-nominal-value share eligible for dividend, with a total of

17,131,000 no-nominal-value shares	EUR	17,131,000.00
Allocation to revenue reserves	EUR	9,488,000.00
Profit carried forward	EUR	575,100.60
Net earnings available for distribution	EUR	27,194,100.60