



**BAUER Aktiengesellschaft, Schrobenhausen
- ISIN DE000A40ETC9 / WKN A40ETC -**

Invitation to the Annual General Meeting

Unique identifier of the event: BAUE260601GM

We hereby invite the shareholders of our Company to attend the Annual General Meeting of BAUER Aktiengesellschaft, which will be held on **Wednesday, July 29, 2026, at 9:00 a.m. (admission from 8:00 a.m.) Central European Summer Time (CEST)** at the registered office of BAUER Aktiengesellschaft, BAUER-Straße 1, 86529 Schrobenhausen, Germany.

I. Agenda

1. Submission of the Adopted Annual Financial Statements of BAUER Aktiengesellschaft, the Approved Consolidated Financial Statements, the Combined Management Report of BAUER Aktiengesellschaft and the Group, and the Report of the Supervisory Board, all for the Financial Year 2025

The annual financial statements of the Company and the consolidated financial statements were approved by the Supervisory Board on May 20, 2026. The annual financial statements have therefore been formally adopted. Accordingly, no resolution is required by the General Meeting on this agenda item pursuant to Sections 172 et seq. of the German Stock Corporation Act (AktG).

2. Resolution on the Formal Approval and Deferral of the Formal Approval of Members of the Executive Board for the 2025 Financial Year

In response to the ongoing factual and legal review of the dismissal of Executive Board member Peter Hingott on June 7, 2025, for good cause and with immediate effect, and the dismissal of Executive Board members Lena Effinger and Prof. Dr.-Ing. Detlef Heck on January 16, 2026, each for good cause and with immediate effect, the Supervisory Board and the Executive Board consider it appropriate to postpone the resolution on the formal approval of these Executive Board members to next year's Annual General Meeting and to formally approve the actions of the remaining Executive Board members in office during the 2025 financial year.

The Executive Board and Supervisory Board therefore propose the following resolutions:

- a) to formally approve the actions of the members of the Executive Board serving in the 2025 financial year - Hartmut Beutler (B.A. in Business Administration), Klaus Pöllath (B.S. in Engineering), and Martin Thormann (Ph.D. in Engineering) - for this period, and
- b) to postpone the resolution on the formal approval of actions of the members of the Executive Board serving in the 2025 financial year - Lena Effinger, Prof. Dr.-Ing. Detlef Heck, and Peter Hingott - for this period until the Company's annual general meeting in the 2027 financial year.

3. Resolution on the Formal Approval of the Members of the Supervisory Board for the 2025 Financial Year

The Executive Board and Supervisory Board propose that a resolution is passed to formally approve the actions of the members of the Supervisory Board holding office in the 2025 financial year for that period.

4. Resolution regarding the change of the legal form of the company into a partnership limited by shares (Kommanditgesellschaft auf Aktien) with the accession of BAUER Management GmbH, and regarding the adoption of the articles of association

a) Preliminary Remarks

Following a comprehensive review of the legal, economic, and strategic framework conditions, the Executive Board and Supervisory Board of BAUER Aktiengesellschaft have decided to propose to the General Meeting that the Company be changed into a Partnership Limited by Shares (KGaA).

The legal form of a KGaA combines elements of a stock corporation (Aktiengesellschaft) and a limited partnership (Kommanditgesellschaft). Compared with the current legal form of a stock corporation, it allows a more flexible organizational and management structure and facilitates the decision-making processes typical of medium-sized enterprises while fundamentally safeguarding shareholder interests.

As a result of the change of legal form, the management of the Company will be transferred to its future general partner, BAUER Management GmbH. This structure is intended to ensure reliable management focused on the sustainable economic success of the Company. Both the Executive Board and Supervisory Board, as well as the Doblinger family, which will directly or indirectly hold the shares in the future general partner, are committed to continuing their successful strategic partnership. In this regard, the change of legal form is part of a comprehensive plan to sustain the company's positive economic development through substantial investments in growth, locations, infrastructure, customer proximity, and technological advancement.

In line with the interests of all stakeholders, shareholders of BAUER Aktiengesellschaft will continue to participate in the share capital of the future BAUER GmbH & Co. KGaA in the same ratio (1:1). They will continue to participate in the economic success of the Company and will exercise their shareholder rights largely unchanged through the Company's General Meeting.

The change of legal form generally has no impact on the company's employees or their employment relationships. Existing works agreements and collective bargaining agreements remain in full force, and employees' rights to co-determination and their representation (works councils) are generally preserved.

Following a thorough review, the Executive Board and Supervisory Board are convinced that the change of legal form is in the best interests of the Company, its shareholders, its employees, and other stakeholders, and that it creates the organizational conditions necessary to ensure the long-term business continuity, competitiveness, and independence of the BAUER Group.

For further details on the legal, economic, and strategic background of the change in legal form, please refer to the Executive Board's report on the change of legal form. The report on the change of legal form is available on the Company's website at www.bauer.de/hauptversammlung. The report will also be made available for inspection by shareholders at the Company's Annual General Meeting on July 29, 2026.

b) Proposed Resolution

The Executive Board and Supervisory Board propose the following resolutions:

1) Change of legal form into a Partnership Limited by Shares

BAUER Aktiengesellschaft shall be converted into a Partnership Limited by Shares (Kommanditgesellschaft auf Aktien – KGaA) by way of a change of legal form pursuant to Sections 190 et seq., 226 et seq., and 238 et seq. of the German Transformation Act (UmwG), while preserving its legal identity.

2) Company Name and Registered Office

The converted entity shall operate under the name:

„BAUER GmbH & Co. KGaA“

with its registered office in Schrobenhausen.

3) **Articles of Association**

The Articles of Association of BAUER GmbH & Co. KGaA shall be adopted in the wording set out in **Annex 1** to the invitation to the General Meeting (the “**New Articles of Association**”).

4) **Share Capital, Shares and Authorized Capital 2024**

The entire share capital of BAUER Aktiengesellschaft, as existing at the time of the entry of the change of legal form in the commercial register (currently: EUR 183,398,343.74), shall become the share capital of BAUER GmbH & Co. KGaA. The total number of registered no-par value shares issued (currently: 43,037,478 shares) and the notional share of each share in the share capital remain unchanged. The existing Authorized Capital 2024 will otherwise be continued unchanged, with only editorial adjustments due to the legal form (Section 4 (3) of the New Articles of Association). The precautionary repetition of the Executive Board's written report on the reasons for the authorization to exclude shareholders' subscription rights to the new shares in certain cases when exercising the Authorized Capital 2024 with the approval of the Supervisory Board (Sections 203 (2), 186 (4) sentence 2 AktG), is included in the Executive Board's report on the change of legal form and is available on the Company's website at www.bauer.de/hauptversammlung; it will also be made available at the Company's General Meeting on July 29, 2026.

Shareholders who are shareholders of BAUER Aktiengesellschaft at the time the change of legal form is entered in the commercial register will become limited partners of BAUER GmbH & Co. KGaA. They will hold an interest in the share capital of BAUER GmbH & Co. KGaA to the same extent and with the same number of no-par value shares as they held in the share capital of BAUER Aktiengesellschaft prior to the change of legal form taking effect. This also applies to the Company with respect to any treasury shares it may hold.

5) **Personally liable partner**

The general partner of BAUER GmbH & Co. KGaA will be BAUER Management GmbH, with registered seat in Munich. Pursuant to Section 245(2) of the German Transformation Act (UmwG), the general partner assumes the legal status of the founder of the legal entity in its new legal form. By change of legal form, the general partner will not acquire any corporate interest beyond its capacity as general partner, in particular no equity interest in BAUER GmbH & Co. KGaA; in its capacity as general partner BAUER Management GmbH has no interest in the assets or in the profits and losses of BAUER GmbH & Co. KGaA.

6) **Special rights within the meaning of Section 194 para. 1 no. 5 UmwG:**

a) **Personally liable partner**

BAUER Management GmbH shall obtain the sole position of general partner in BAUER GmbH & Co. KGaA and shall have the rights and obligations provided by law and the Articles of Association. In particular, pursuant to Sections 6 and 7 of the New Articles of Association, it shall be authorized to manage and represent the Company and shall receive reimbursement of all expenses as well as a liability remuneration amounting to 4% p.a. of its paid-in share capital for assuming management activities and its personal liability risk (cf. Section 7 para. 3 of the New Articles of Association).

Resolutions of the General Meeting require the approval of the general partner to the extent that they concern matters for which, in a limited partnership, the consent of both the general partner and the limited partners is required (Section 17 (3) of the New Articles of Association). The same applies to resolutions of the General Meeting regarding the adoption of the annual financial statements (Section 18 (3) of the New Articles of Association).

b) **Members of corporate bodies**

For legal precautionary reasons, it is noted that, without prejudice to the decision-making authority of the shareholders of BAUER Management GmbH under company law, it is to be assumed that Mr. Dirk Pfortner and Dr. Martin Beck, currently members of the Executive Board of BAUER Aktiengesellschaft and Managing Directors of BAUER Management GmbH, will remain the Managing Directors of BAUER Management GmbH even after the change of legal form takes effect.

It is also noted that Dr. Martin Beck's general power of attorney at BAUER Aktiengesellschaft will expire upon the change of legal form taking effect.

Despite the fact that, pursuant to Section 203 of the German Transformation Act (UmwG), the members of the Supervisory Board will generally remain in office for the remainder of their term in the future BAUER GmbH & Co. KGaA, it is intended to conduct the election of shareholder representatives to the Supervisory Board of BAUER GmbH & Co. KGaA separately (see Agenda Item 7). In doing so, the company is also taking into account that, in the event of their election as members of the Supervisory Board of BAUER Aktiengesellschaft, Mr. Alfons Doblinger and Ms. Sabine Doblinger do not intend to serve as members of the Supervisory Board of the future BAUER GmbH & Co. KGaA.

c) Right of appointment

In the converted Company, beginning with the calendar month immediately following the effectiveness of this change of legal form, SD Thesaurus GmbH, with registered office in Munich (Munich Local Court, HRB 280348), and Doblinger Beteiligung GmbH, with registered office in Munich (Munich Local Court, HRB 2202), shall each be entitled to appoint one member of the Supervisory Board as long as they (or any legal successor) each hold at least 10% of the shares in the Company. Details are set out in Section 8 of the New Articles of Association.

7) Holders of commercial powers of attorney (Prokuristen)

The existing commercial powers of attorney (Prokuren) registered with the commercial register for BAUER Aktiengesellschaft shall continue unchanged for BAUER GmbH & Co. KGaA.

8) Cash compensation offer

A compensation offer pursuant to Section 207 UmwG shall not be made due to the provision of Section 250 UmwG.

9) Consequences of the change of legal form for employees and their representatives

The change of legal form generally has no effect on employees or their employment relationships. The change of legal form does not constitute a change of employer; there is no transfer of the business. The employees' employment contracts remain in full force and effect, meaning that all employer obligations arising from the employment relationships - including all pension obligations - remain unchanged. Length of service is not interrupted by the change of legal form. Existing works agreements and collective bargaining agreements remain in full force and effect.

The authority of the employer to issue instructions shall, after the change of legal form, be exercised by BAUER GmbH & Co. KGaA, represented by the management of the personally liable partner BAUER Management GmbH. No changes for employees arise as a result.

The change of legal form has no implications under co-determination law; the company following the change of legal form remains subject to the provisions of the Co-Determination Act, as before. The new Articles of Association provide that, in the future as well, six members of the Supervisory Board will be elected by the General Meeting and six members by the employees in accordance with the provisions of the Co-Determination Act. Thus, the company's existing Supervisory Board, which is composed of equal numbers of management and employee representatives, will in principle continue with the same composition in the company following the change of legal form. In the company resulting from the change of legal form - effective from the beginning of the calendar month immediately following the effective date of this change - four members of the Supervisory Board are to be elected by the General Meeting, six members of the Supervisory Board are to be elected by the employees in accordance with the provisions of the Co-Determination Act, and one member each is to be delegated by SD Thesaurus GmbH, headquartered in Munich (Munich Local Court, HRB 280348) and Doblinger Beteiligung GmbH, based in Munich (Munich Local Court, HRB 2202), provided that the entities entitled to appoint members (or a respective legal successor) each hold at least 10% of the shares in the company. Details regarding this are set forth in Section 8 of the New Articles of Association.

The Supervisory Board shall continue to have a general supervisory function. Certain powers will no longer be vested in the Supervisory Board of the converted Company in the future; these include,

for example, personnel authority concerning the management and the establishment of a catalogue of measures requiring approval.

As a result of the change of legal form, no other measures are envisaged or planned that would have effects on the situation of the employees or their representatives. In particular, the change of legal form as such shall have no influence on existing operational structures and the mandates of the members of the works council.

The draft resolution on the change of legal form was submitted in due time to the works council and the group works council of the Company.

10) Continuation in force of resolutions of the General Meeting of BAUER Aktiengesellschaft

All resolutions of the General Meeting of BAUER Aktiengesellschaft that have not yet been implemented by the time the change of legal form takes effect through its registration with the commercial register shall continue to apply in BAUER GmbH & Co. KGaA, taking into account the changed corporate structure resulting from the change of legal form and the entry of the general partner, and otherwise unchanged in substance.

11) Costs

The costs associated with the conversion by change of legal form of BAUER Aktiengesellschaft into BAUER GmbH & Co. KGaA (notary fees, court costs, publication costs, legal and tax advisory fees, costs of the conversion audit, and announcement costs) shall be borne by the Company up to a maximum amount of EUR 350,000.00 (plus applicable value-added taxes).

12) Registration in the commercial register

The Executive Board is authorized to register the change of legal form with the commercial register independently of the other resolutions of the Annual General Meeting.

c) Consent, approval and declaration of accession by the personally liable partner (general partner)

The Executive Board and the Supervisory Board point out that, pursuant to Sections 240 para. 2, 221 UmwG, BAUER Management GmbH, in its capacity as future personally liable partner (general partner) of BAUER GmbH & Co. KGaA, must consent to the change of legal form and the New Articles of Association and must declare its accession.

Furthermore, BAUER Management GmbH, as founder of BAUER GmbH & Co. KGaA pursuant to Section 245 para. 2 UmwG, must consent to and confirm the election proposed under agenda item 5 of Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, as auditor and group auditor of the Company (also in the legal form of a KGaA) for the financial year ending on December 31, 2026, in order to comply with the requirements of Section 197 sentence 1 UmwG in conjunction with Section 30 para. 1 AktG.

The declarations of consent and the declaration of accession require notarization (Sections 193 para. 3 sentence 1, 221 sentence 1 UmwG, 197 sentence 1 UmwG in conjunction with Section 30 para. 1 sentence 2 AktG). Therefore, following the corresponding declaration by BAUER Management GmbH, the following shall be recorded:

“BAUER Management GmbH, which, upon the effective date of the change of legal form of BAUER Aktiengesellschaft into BAUER GmbH & Co. KGaA to be resolved in accordance with agenda item 4 of the Annual General Meeting of BAUER Aktiengesellschaft on July 29, 2026, is to assume the position of sole general partner in the company under the new legal form, hereby expressly consents to the change of legal form of BAUER Aktiengesellschaft into a partnership limited by shares (KGaA) and to its joining as a general partner, without, however, acquiring a capital share in BAUER GmbH & Co. KGaA or participating in the earnings or assets of BAUER GmbH & Co. KGaA.

BAUER Management GmbH hereby also declares its approval of the Articles of Association of BAUER GmbH & Co. KGaA, as adopted pursuant to Item 4(b)(3) of the agenda of the Annual

General Meeting of BAUER Aktiengesellschaft on July 29, 2026, in the wording set forth in Appendix 1 to the invitation to the General Meeting.

Furthermore, BAUER Management GmbH hereby declares its consent to the election of Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, as the Company's (including in the legal form of a KGaA) auditor and consolidated auditor for the financial year ending December 31, 2026 in accordance with agenda item 5 of the Annual General Meeting of BAUER Aktiengesellschaft on 29 July 2026, and hereby expressly confirms this resolution."

5. Election of the auditor and group auditor for the 2026 financial year

The Supervisory Board proposes that Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be elected as auditor and group auditor for the 2026 financial year.

6. Elections to the Supervisory Board

The Supervisory Board is composed, pursuant to Sections 95 sentence 2 and 3, 96 para. 1, 101 para. 1 AktG, Section 7 para. 1 sentence 1 no. 1 of the German Co-Determination Act (MitbestG) and Section 7 para. 1 of the Articles of Association, of six shareholder representatives and six employee representatives.

Upon conclusion of the General Meeting on July 29, 2026, the terms of office of all shareholder representatives on the Supervisory Board shall expire. Therefore, a total of six shareholder representatives are to be elected by the General Meeting. The General Meeting is not bound by election proposals. It is intended that the elections to the Supervisory Board be carried out by way of individual elections.

Despite the fact that, pursuant to Section 203 of the German Transformation Act (UmwG), the terms of office for members of the Supervisory Board generally continue in the future BAUER GmbH & Co. KGaA for the remainder of the term, it is intended to conduct the election of shareholder representatives to the Supervisory Board of BAUER GmbH & Co. KGaA separately (see Agenda Item 7) .

The Supervisory Board proposes, upon the recommendation of the Supervisory Board's Nomination Committee, to elect the following as shareholder representatives to the Supervisory Board for the period from the conclusion of the Annual General Meeting on July 29, 2026, until the effective date of the change of legal form resolved pursuant to Agenda Item 4 of the Annual General Meeting of BAUER Aktiengesellschaft on July 29, July 2026, at the latest until the conclusion of the General Meeting that decides on the formal approval of the actions of the Supervisory Board for the financial year 2030:

- 1) **Prof. Dr. Peter Bömelburg**, resident in Ansbach, independent auditor and tax adviser, Ansbach
- 2) **Alfons Doblinger**, resident in Munich, Member of the Executive Board of DIBAG Industriebau Aktiengesellschaft, Munich
- 3) **Sabine Doblinger**, resident in Munich, Head of Human Resources of DIBAG Industriebau Aktiengesellschaft, Munich
- 4) **Martin Saler**, resident in Koblach/Austria, Head of Manufacturing Division of Julius Blum GmbH, Höchst/Austria
- 5) **Sebastian Sennebogen**, resident in Straubing, Managing Director of SENNEBOGEN Maschinenfabrik Straubing GmbH, Straubing
- 6) **Florian Freiherr Tucher von Simmeldorf**, resident in Rottach-Egern, Chairman of the Board of Directors of SIERA SE, Luxembourg/Luxembourg

If elected by the General Meeting, Prof. Dr. Peter Bömelburg will stand for re-election as Chairman of the Supervisory Board.

Further details regarding the professional backgrounds of the proposed candidates can be found in the résumés posted on the company's website at www.bauer.de/hauptversammlung.

7. Election to the Supervisory Board of BAUER GmbH & Co. KGaA

It is intended to conduct the election of shareholder representatives to the Supervisory Board of BAUER GmbH & Co. KGaA separately—notwithstanding the fact that, pursuant to Section 203 of the German Transformation Act (UmwG), there is, in principle, continuity of office for the members of the Supervisory Board in the future BAUER GmbH & Co. KGaA for the remainder of their term of office. In this regard, the Company also takes into account that, in the event of their election as members of the Supervisory Board of BAUER Aktiengesellschaft (see Agenda Item 6), Mr. Alfons Doblinger and Ms. Sabine Doblinger do not intend to serve as members of the Supervisory Board of the future BAUER GmbH & Co. KGaA. The General Meeting is also not bound by nominations regarding the election to the Supervisory Board of BAUER GmbH & Co. KGaA. It is also intended to conduct these elections to the Supervisory Board by way of individual election.

The Supervisory Board proposes, upon the recommendation of the Supervisory Board's Nomination Committee, to elect the following as members of the Supervisory Board representing the shareholders:

- 1) **Prof. Dr. Peter Bömelburg**, a resident of Ansbach, independent auditor and tax consultant, Ansbach, for the period from the effective date of the change of legal form resolved pursuant to agenda item 4 of the Annual General Meeting of BAUER Aktiengesellschaft on July 29, 2026, until the conclusion of the General Meeting that formally approves the actions of the members of the Supervisory Board for the 2030 financial year,
- 2) **Martin Saler**, resident of Koblach, Austria, Head of the Manufacturing Division at Julius Blum GmbH, Höchst, Austria, for the period from the effective date of the change of legal form resolved pursuant to Agenda Item 4 of the Annual General Meeting of BAUER Aktiengesellschaft on July 29, 2026, until the conclusion of the General Meeting that formally approves the actions of the members of the Supervisory Board for the 2030 financial year,
- 3) **Sebastian Sennebogen**, resident in Straubing, Managing Director of SENNEBOGEN Multi Line GmbH & Co. KG, Wackersdorf, for the period from the effective date of the change of legal form resolved pursuant to Agenda Item 4 of the Annual General Meeting of BAUER Aktiengesellschaft on July 29, 2026, until the conclusion of the General Meeting that formally approves the actions of the members of the Supervisory Board for the 2030 financial year,
- 4) **Florian Freiherr Tucher von Simmelsdorf**, residing in Rottach-Egern, Chairman of the Board of Directors of SIERA SE, Luxembourg/Luxembourg, for the period from the effective date of the change of legal form resolved pursuant to agenda item 4 of the Annual General Meeting of BAUER Aktiengesellschaft on July 29, 2026, until the conclusion of the General Meeting that formally approves the actions of the members of the Supervisory Board for the 2030 financial year,
- 5) **Hannah Eichinger**, residing in Munich, In-house counsel at DIBAG Industriebau AG, Munich, for the period from the effective date of the change of legal form resolved pursuant to agenda item 4 of the General Meeting of BAUER Aktiengesellschaft on July 29, 2026, until the date on which the right to appoint members first arises pursuant to Section 8 (1), (2) of the New Articles of Association, but no later than the conclusion of the General Meeting that formally approves the actions of the members of the Supervisory Board for the 2030 financial year,
- 6) **Claus Quirling**, residing in Germering, Head of purchasing at DIBAG Industriebau AG, Munich, for the period from the effective date of the change of legal form resolved pursuant to Agenda Item 4 of the Annual General Meeting of BAUER Aktiengesellschaft on July 29, 2026, until the date on which the right to appoint members first arises pursuant to Section 8 (1), (3) of the New Articles of Association, at the latest until the conclusion of the General Meeting that formally approves the actions of the members of the Supervisory Board for the 2030 financial year.

If elected by the General Meeting, Prof. Dr. Peter Bömelburg will stand for re-election as Chairman of the Supervisory Board.

Section 8 of the New Articles of Association provides for the secondment of two members of the Supervisory Board, subject to the conditions specified therein, effective from the beginning of the calendar month immediately following the effective date of the conversion of BAUER Aktiengesellschaft into BAUER GmbH & Co. KGaA. The proposal to elect Ms. Hannah Eichinger and Mr. Claus Quirling takes this into account accordingly.

Further details regarding the professional backgrounds of the proposed candidates can be found in the résumés posted on the Company's website at www.bauer.de/hauptversammlung.

8. Resolution regarding the Remuneration of Supervisory Board Members

a) Preliminary Remarks

The Executive Board and Supervisory Board of BAUER Aktiengesellschaft propose that the remuneration of the Company's Supervisory Board no longer be stipulated in the Articles of Association under the new legal form of a partnership limited by shares, but rather that the Supervisory Board's remuneration be approved in the future by resolution of the General Meeting (Section 113 (1) sentence 2, alternative 2, in conjunction with Section 278 (2) AktG). To this end, the remuneration structure for the members of the Supervisory Board is to remain unchanged in the Company following the change of legal form.

b) Proposed Resolution

Against this background, the Executive Board and the Supervisory Board propose that the following resolution be adopted:

The remuneration of the Supervisory Board of BAUER GmbH & Co. KGaA shall be set as follows upon the effective date of the change of legal form resolved pursuant to Agenda Item 4 of the Annual General Meeting of BAUER Aktiengesellschaft on July 29, 2026:

- 1) Each member of the Supervisory Board shall receive a fixed remuneration of EUR 27,500 per financial year.
- 2) The Chairman of the Supervisory Board shall receive twice the remuneration specified in paragraph 1, and the Vice Chairman shall receive 1.5 times that amount.
- 3) For each membership in a Supervisory Board committee, the respective member shall receive a supplement of 10% of the remuneration specified in paragraph 1. This is contingent upon the respective committee having met at least once during the financial year (as a meeting or via video/telephone conference). Membership in the Mediation Committee pursuant to Section 27(3) of the German Co-Determination Act (MitbestG) is excluded from this compensation regulation. If a member of the committee has participated in more than two meetings or video/teleconferences of a Supervisory Board committee during the financial year, the respective member shall additionally receive an attendance fee of EUR 550 per meeting or video/telephone conference.
- 4) Changes in the Supervisory Board and/or its committees during a current financial year are taken into account on a pro rata basis for remuneration, with the exception of the attendance fee; in this case, the period is rounded up to full months.
- 5) Remuneration is payable in the month following the end of the respective financial year.
- 6) The Company shall reimburse the members of the Supervisory Board for expenses incurred in the performance of their duties, including any value-added tax applicable to the remuneration and expenses.
- 7) The foregoing remuneration provisions shall apply as of the effective date of the Company's change of legal form to a partnership limited by shares pursuant to agenda item 4 above.

**Appendix 1 to Agenda Item 4 – Articles of Incorporation of BAUER GmbH & Co.
KGaA**

**Articles of Incorporation
of
BAUER GmbH & Co. KGaA
seated in Schrobenhausen**

I. General Provisions

**§ 1
Legal Form, Name and Registered Office**

1. The company is a partnership limited by shares
2. The company's name is:
BAUER GmbH & Co. KGaA
3. The company has its registered office in Schrobenhausen.

**§ 2
Object of the company**

1. The object of the company is to hold and manage equity interests and to provide services for the management of companies.
2. The company is authorized to engage in all business activities and take all measures that are related to the aforementioned areas of activity or are otherwise suitable for serving the company's purpose, either directly or indirectly.
3. The company may establish branches and business locations in Germany and abroad, found, acquire, or invest in other companies in Germany and abroad, and manage such companies. The corporate purpose of subsidiaries and affiliated companies may also include activities outside the scope of paragraph 1.
4. The Company may limit its activities to one or more of the objects specified in paragraph 1.

**§ 3
Financial Year, Notices**

1. The financial year is the calendar year.
2. The Company's notices shall be published—where necessary—in the Federal Gazette.

II. Share Capital and Shares

§ 4

Share Capital, Authorized Capital

1. The Company's authorized capital amounts to EUR 183,398,343.74 (one hundred eighty-three million, three hundred ninety-eight thousand, three hundred forty-three euros and seventy-four cents) and is divided into 43,037,478 no-par value shares.
2. The Company's share capital was increased by EUR 183,398,343.74 (one hundred eighty-three million three hundred ninety-eight thousand three hundred forty-three euros and seventy-four cents) through the conversion of the legal entity of the previous legal form, BAUER Aktiengesellschaft with its registered office in Schrobenuhausen, into a limited partnership with a share capital (Kommanditgesellschaft auf Aktien).
3. The general partner is authorized, with the approval of the Supervisory Board, to increase the share capital on one or more occasions by up to a total of EUR 91,699,171.87 through the issuance of new no-par value bearer and/or registered shares in exchange for cash and/or non-cash contributions until September 18, 2029 (Authorized Capital 2024). Shareholders are generally to be granted subscription rights. In this regard, it may also be provided that the shares are acquired by one or more credit institutions or other companies meeting the requirements of Section 186(5), sentence 1 AktG, with the obligation to offer them to shareholders for subscription. However, the general partner is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights, in particular in the following cases:
 - a) to settle fractional amounts resulting from the subscription ratio,
 - b) in connection with capital increases against contributions in kind, in particular for the issuance of new shares as consideration in the context of business combinations or in the context of the acquisition of companies, parts of companies, interests in companies - including the increase of existing shareholdings - or other assets or claims to the acquisition of assets, including third-party claims against the Company or its Group companies,
 - c) to implement a so-called scrip dividend, in which shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a contribution in kind in exchange for new shares issued from the Authorized Capital 2024.
4. The general partner is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights, including a preference in the distribution of profits with the simultaneous exclusion of voting rights, and the terms and conditions of the share issue.
5. The Supervisory Board is authorized to amend the wording of this Section 4 of the Articles of Association in accordance with the extent to which the 2024 Authorized Capital has been utilized and, if the 2024 Authorized Capital has not been utilized or has not been fully utilized by September 18, 2029, to amend it after the expiration of the authorization. The general authorization of the Supervisory Board pursuant to Section 13 of the Articles of Association to make amendments to the Articles of Association that affect their wording remains unaffected by this.

§ 5

Shares

1. The shares are registered shares.
2. The form and content of share certificates, as well as any profit-sharing certificates and renewal certificates, shall be determined by the general partner. In particular, the Company may also combine multiple no-par value shares into a single share certificate (collective certificates). Shareholders have no right to have their shares issued as individual certificates.
3. In the event of an increase in the share capital, the profit participation of new shares may be determined in deviation from Section 60 (1) and (2) AktG.

III. General Partner

§ 6

General Partner, Capital Contribution, Withdrawal

1. The general partner is

BAUER Management GmbH

with its registered office in Munich, entered in the Commercial Register of the Munich Local Court under HRB 313256.

2. The general partner has not made any capital contribution and is not obligated to do so. It has no interest in the profits or losses or in the assets of the company and has no claim to a distribution balance upon dissolution.
3. The admission of additional general partners to the company requires the prior consent of BAUER Management GmbH.
4. BAUER Management GmbH shall cease to be a general partner of the company if and when the Doblinger family no longer holds, directly or indirectly, at least 25% of the company's shares. For the purposes of this paragraph, the shares held by the individual members of the Doblinger family shall be aggregated. For the purposes of this paragraph, the following are considered members of the Doblinger family:
 - a) Mr. Alfons Doblinger (born on February 12, 1944), Ms. Sabine Doblinger (born on July 18, 1968), and Mr. Alfons Friedrich Doblinger (born on March 22, 2006),
 - b) natural persons who are lineal relatives of the persons listed under (a) within the meaning of Section 15 AO or who are married to the persons listed under (a) or to the lineal relatives referred to in this subparagraph (b),
 - c) legal entities or companies (regardless of their legal form or registered office) that are affiliated with the persons listed under (a) or (b) - taking into account one or more of these persons collectively - within the meaning of Sections 15 et seq. AktG or are subsidiaries thereof within the meaning of Section 35(1) WpHG, including Doblinger Beteiligung GmbH with its registered office in Munich, SD Thesaurus GmbH with its registered office in Munich, and Friedrich Doblinger Beteiligung GmbH with its registered office in Munich, as well as
 - d) foundations (regardless of their legal form or registered office) that were established by the entities listed under (a) through (c) or to
5. Furthermore, the general partner shall withdraw from the company upon the effective date of her notice of termination. Notice of termination must be given by registered letter. Termination is permitted only at the end of a fiscal year, subject to one year's notice.
6. If the general partner withdraws from the company or if such a withdrawal is reasonably foreseeable, the company's supervisory board is entitled and obligated to admit, immediately or upon the general partner's withdrawal, a corporation whose shares are wholly owned by the company as the new general partner. If the general partner withdraws from the company without such a new general partner having been admitted at the same time, the company shall be continued on a transitional basis by the shareholders alone. In this case, the Company's Supervisory Board must immediately apply for the appointment of a temporary representative to represent the Company until a new general partner is admitted in accordance with the first sentence of this paragraph, in particular in connection with the acquisition or formation of such general partner. The Supervisory Board is authorized to amend the text of the Articles of Association to reflect the change in the general partner.

7. In the event that the company continues in accordance with paragraph 6 above, or if all shares in the general partner are held directly or indirectly by the company, an extraordinary general meeting or the next annual general meeting shall decide on the conversion of the company into a stock corporation. A simple majority of the votes cast is sufficient for the resolution on this conversion. The general partner is obligated to approve such a resolution on the change of legal form passed by the general meeting.

§ 7

Management and Representation, Reimbursement of Expenses, and Compensation

1. The Company is legally represented by the general partner. The general partner is exempt from the restrictions of Section 181 Alt. 2 of the German Civil Code (BGB) when representing the Company. The Company is represented vis-à-vis the general partner by the Supervisory Board.
2. Management is the sole responsibility of the general partner. The general partner's management authority also extends to transactions that go beyond the ordinary course of the company's commercial business (extraordinary management actions); the requirement for shareholder approval or the shareholders' right to object to extraordinary management measures pursuant to Section 164, Half-Sentence 2, and Section 116 (2) of the German Commercial Code (HGB) in conjunction with Section 278 (2) AktG is excluded to the extent permitted by law.
3. The general partner is entitled to reimbursement of all expenses incurred in connection with the management of the company's business, including compensation for its executive officers. The general partner generally settles its expenses on a monthly basis; it may request an advance at any time. In addition, it is entitled to liability compensation due as of the company's balance sheet date in the amount of 4% per annum of its paid-in share capital; the share capital of the general partner at the beginning of a financial year is decisive for the calculation.
4. In its own interest, the company maintains adequate financial loss liability insurance for its executive bodies and management personnel.
5. With respect to the shareholders, all remuneration paid to the general partner pursuant to paragraph 3 above shall be treated as an expense of the company, notwithstanding any contrary tax provisions.
6. Outside the scope of its duties within the company, the general partner is not authorized to conduct business for its own account or for the account of others.

IV. Supervisory Board

§ 8

Composition of the Supervisory Board and Election of Its Members

1. The Supervisory Board consists of twelve members. Six of these members are elected by the General Meeting, and six are elected by the employees in accordance with the provisions of the German Co-Determination Act. Upon the establishment of the nomination rights pursuant to paragraphs 2 and 3 below, four members of the Supervisory Board shall be elected by the General Meeting and six members of the Supervisory Board shall be elected by the employees in accordance with the provisions of the German Co-Determination Act. Two additional members of the Supervisory Board shall then—subject to the provision in paragraph 5—be delegated to the Supervisory Board by the parties entitled to delegate representatives as specified in paragraphs 2 through 4 of this Section 8. Members of the management of the general partner may not simultaneously serve as members of the Supervisory Board.
2. The right to appoint one of the two members of the Supervisory Board to be appointed pursuant to the third and fourth sentences of paragraph 1 above shall be vested in the shareholder SD Thesaurus GmbH, with its registered office in Munich, entered in the Commercial Register of the Munich Local Court under HRB 280348, if and as long as SD Thesaurus GmbH holds shares representing at least 10% of the share capital. The right to appoint under this paragraph 2 shall

take effect at the beginning of the calendar month immediately following the effective date of the change of legal form of BAUER Aktiengesellschaft into BAUER GmbH & Co. KGaA.

3. The right to appoint one of the two members of the Supervisory Board to be appointed pursuant to the third and fourth sentences of paragraph 1 above shall be vested in the shareholder Doblinger Beteiligung GmbH, with its registered office in Munich, entered in the Commercial Register of the Munich Local Court under HRB 2202, if and as long as Doblinger Beteiligung GmbH holds shares representing at least 10% of the share capital. The right to appoint under this paragraph 3 shall take effect at the beginning of the calendar month immediately following the effective date of the change of legal form of BAUER Aktiengesellschaft into BAUER GmbH & Co. KGaA.
4. The right to appoint members pursuant to the third and fourth sentences of paragraph 1 above shall also be vested in the respective legal successor of SD Thesaurus GmbH or Doblinger Beteiligung GmbH, subject to the conditions set forth in paragraph 2 or paragraph 3, as applicable. "Legal successor" shall be understood to mean:
 - (a) the legal entities created by a (possibly cross-border) change of legal form of SD Thesaurus GmbH or Doblinger Beteiligung GmbH pursuant to Sections 1(1) No. 4, 190 et seq., and 333 et seq. of the German Transformation Act (UmwG), or those continuing to exist in a new legal form;
 - (b) in the event of a (potentially cross-border) merger of SD Thesaurus GmbH or Doblinger Beteiligung GmbH as the transferring legal entity pursuant to Sections 1 (1) No. 1, 2 et seq., 305 et seq. of the German Transformation Act (UmwG), the acquiring legal entity; or
 - (c) any person or company (regardless of legal form) that becomes a shareholder of the company in place of SD Thesaurus GmbH or Doblinger Beteiligung GmbH by way of universal succession.
5. If the thresholds specified in paragraphs 2 and 3 are not met, the right to right to appoint a member held by the respective authorized parties shall lapse. If the thresholds specified in paragraphs 2 and 3 are exceeded again, the right to appoint of the respective appointing party is reinstated. If, pursuant to the foregoing provisions, there is no longer an appointing party, the relevant member of the Supervisory Board shall be elected by the General Meeting.
6. The right to appoint members must be exercised by submitting a written statement to the management of the company (the general partner).
7. The Members of the Supervisory Board are appointed for a term ending at the close of the General Meeting that decides on the formal approval of its actions for the fourth financial year following the start of their term of office, unless the General Meeting specifies a shorter term of office at the time of election; the financial year in which the term of office begins is not included in this calculation. Re-election is permitted. The term of office of a member delegated pursuant to paragraph 2 or paragraph 3 shall be determined by the respective delegating entity, provided, however, that the maximum term prescribed by law may not be exceeded.
8. At the same time as the members of the Supervisory Board are elected or appointed, alternate members may be elected or appointed. If a member of the Supervisory Board elected by the General Meeting resigns before the end of their term without the General Meeting having elected a successor, the alternate member shall take their place until the next General Meeting. The next General Meeting shall elect a new member of the Supervisory Board; the election shall be for the remainder of the term of office of the departing member of the Supervisory Board, unless the General Meeting specifies a different term of office at the time of the election. In the event of the premature resignation of a member of the Supervisory Board elected by the employees, the substitute member shall take the place of the resigning member of the Supervisory Board for the remainder of the term of office in accordance with the applicable co-determination regulations. A substitute member may also be appointed by the respective appointing authority for a member delegated pursuant to paragraph 2 or paragraph 3. The alternate member shall join the Supervisory Board for the remainder of the term of office of the member who has resigned prematurely.
9. The members of the management of the general partner are entitled to attend the meetings of the Supervisory Board, unless the Supervisory Board determines otherwise in individual cases.

10. Any member of the Supervisory Board may resign from office, even without good cause, by submitting a written notice to the general partner or to the Chair of the Supervisory Board, or, in the event of the Chair's resignation, to the Chair's deputy, with one month's notice. The Chairman of the Supervisory Board or, in the event of the Chairman's resignation, his or her deputy may shorten the notice period or waive the requirement to observe it. The right to resign for good cause, even without observing a notice period, remains unaffected.

§ 9

The Chairman of the Supervisory Board

1. The Supervisory Board, under the chairmanship of the oldest member of the Supervisory Board, shall elect from among its members a Chairman and one or more Deputy Chairmen in accordance with the detailed provisions of Section 27 of the German Co-Determination Act (MitbestG). The Deputy Chairmen are appointed in the order of their election to represent the Chairman of the Supervisory Board in the event of his or her absence.
2. The term of office of the Chairman and the Deputy Chairman corresponds to their term of office as members of the Supervisory Board, unless shorter terms are specified at the time of election.
3. In all cases where the deputy acts as a substitute for the Chairman due to the Chairman's inability to perform his duties, the deputy shall have the same rights as the Chairman, unless otherwise provided by law or these Bylaws.
4. Declarations on behalf of the Supervisory Board shall be issued by the Chairperson. The Chairperson is authorized to accept declarations on behalf of the Supervisory Board.

§ 10

Meetings of the Supervisory Board

1. The Supervisory Board shall be convened by its Chairman in writing or via electronic media (including email) at least two weeks prior to the date of the meeting, specifying the individual items on the agenda. In calculating this period, the day the invitation is sent and the day of the meeting shall not be included. In urgent cases, the invitation may be issued with a shorter notice period, including verbally or by telephone. However, even in such cases, there must be at least three days between the invitation and the meeting date. If there are fewer than three days between the invitation and the meeting date, all members of the Supervisory Board must consent to the convening.
2. The Supervisory Board shall be convened as needed. It must hold at least one meeting per calendar half-year. A meeting must also be scheduled in accordance with the above notice periods if a member of the Supervisory Board or the general partner requests it, stating the purpose and reasons. The request must be addressed to the Chair of the Supervisory Board.
3. Meetings of the Supervisory Board are generally held in person. However, it is permissible for meetings of the Supervisory Board to be held via video and/or telephone conference, or for individual members of the Supervisory Board to participate via video link or telephone.
4. At the direction of the Chair, experts and consultants may be consulted on specific agenda items during Supervisory Board meetings.

§ 11

Resolutions of the Supervisory Board

1. The Supervisory Board has a quorum if at least half of its total membership participates in the decision-making process (including via video or telephone conference). A member is considered to be participating in the decision-making process even if he or she abstains from voting.
2. Unless otherwise required by law, resolutions of the Supervisory Board are adopted by a simple majority of the votes cast. Abstentions do not count as votes cast. Absent members of the

Supervisory Board may have their written votes delivered to the meeting by another member of the Supervisory Board.

3. If a vote results in a tie, each member of the Supervisory Board has the right to request a revote on the same matter. If the revote on the same matter also results in a tie, the Chair of the Supervisory Board has two votes. The Deputy Chair is not entitled to the second vote.
4. At the direction of the Chair, a resolution of the Supervisory Board may also be adopted (i) during a telephone or video conference, or (ii) outside of a meeting through votes cast orally, by telephone, in writing, or via electronic means of communication, as well as (iii) through a combination of these methods. Section 10(1) applies mutatis mutandis. There is no right to object to the form of resolution ordered by the Chairperson.
5. Minutes shall be taken of the meetings of the Supervisory Board as well as of resolutions adopted outside of meetings, and these minutes shall be signed by the Chairperson (in any case electronically). Resolutions adopted outside of meetings shall be recorded in writing by the Chairperson and forwarded to all members.
6. Resolutions may be passed on agenda items not announced in the notice of the meeting only if no member of the Supervisory Board objects. Absent members of the Supervisory Board shall be given the opportunity to subsequently object to the resolution within a reasonable period to be determined by the Chairperson.

§ 12

Rules of Procedure, Committees

1. The Supervisory Board shall adopt its own rules of procedure in accordance with applicable laws and the Articles of Association.
2. The Supervisory Board may form committees from among its members and define their duties and powers in the Supervisory Board's rules of procedure.

§ 13

Amendments to the Text of the Articles of Association

The Supervisory Board is authorized, with the consent of the general partner, to resolve on amendments to the Articles of Association that relate solely to their text.

V. General Meeting

§ 14

Venue and Convening

1. The General Meeting shall take place at the Company's registered office, at a location within a 100 km radius of the Company's registered office, or in a German city with a population of at least 250,000.
2. The General Meeting shall be convened by the general partner, without prejudice to the statutory convening rights of the Supervisory Board and a minority of shareholders.
3. The statutory provisions apply to the notice period.
4. The general partner is authorized to provide for the transmission of video and/or audio of the General Meeting, in whole or in part.
5. The general partner is authorized to provide that the meeting be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual General Meeting) if the meeting takes place during the period up to and including August 8, 2028.

§ 15

Participation in the General Meeting

1. Only those shareholders who are entered in the share register and who have registered in a timely manner prior to the General Meeting are entitled to participate in the General Meeting and to exercise their voting rights. No deletions or entries shall be made in the share register on the day of the General Meeting or during the six days preceding the day of the General Meeting. The registration must be received by the Company at the address specified in the notice of meeting at least six days prior to the General Meeting in writing (Section 126b BGB) in German or English. The notice of meeting may provide for a shorter period, measured in days. The day of the General Meeting and the day of receipt shall not be included in the calculation.
2. Voting rights may be exercised by proxy. The granting of a proxy, its revocation, and proof of authorization to the Company must be in writing (Section 126b BGB), unless otherwise specified in the notice of meeting. The details regarding the granting of proxy, its revocation, and proof thereof to the company shall be announced with the notice convening the General Meeting. Section 135 AktG remains unaffected.
3. The Company may appoint one or more proxies to exercise the shareholders' voting rights in accordance with their instructions. The details, in particular regarding the forms and deadlines for granting and revoking proxies, will be announced together with the notice convening the respective General Meeting.
4. The general partner is authorized to provide that shareholders may participate in the General Meeting even without being physically present at the venue and without a proxy, and may exercise all or some of their rights in whole or in part by means of electronic communication (online participation) or cast their votes in writing or by means of electronic communication (absentee voting). The general partner is further authorized to adopt provisions regarding the scope and procedure for participation and the exercise of rights pursuant to the first sentence of this paragraph. The provisions shall be announced upon the convening of the General Meeting.
5. Members of the Supervisory Board are permitted to participate in virtual General Meetings via video and audio transmission.

§ 16

Conduct of the General Meeting

1. The Chairman of the Supervisory Board, another member of the Supervisory Board designated by him, or another person designated by him shall preside over the General Meeting (Chairperson). In the event that neither the Chairman of the Supervisory Board nor a member of the Supervisory Board designated by him, nor any other person designated by him, assumes the chairmanship of the meeting, or in the event that any of them is unable to do so, the Chairperson shall be determined by a resolution passed by a simple majority of the votes cast by the members of the Supervisory Board present at the General Meeting; Members of the Supervisory Board participating via video and audio transmission shall be deemed present for this purpose.
2. The Chairperson of the Meeting presides over the meetings and regulates the proceedings of the General Meeting. In doing so, he or she may, in particular when exercising the right to maintain order, avail himself or herself of the assistance of support staff. He determines the order of speakers and the handling of agenda items, as well as the form, procedure, and other details of the voting, and may, to the extent permitted by law, decide to combine resolution items that are factually related into a single voting item.
3. The Chairperson of the meeting is authorized to impose reasonable time limits on the right to speak and ask questions. In particular, the chairperson may, at the beginning of or during the course of the General Meeting, reasonably set limits on speaking time, question time, or the combined speaking and question time, as well as the appropriate time frame for the entire proceedings of the General Meeting, for individual agenda items, and for individual speakers; This includes, in particular, the option to close the list of speakers early if necessary and to order the conclusion of the debate.

§ 17
Adoption of Resolutions

1. Each share entitles the holder to one vote at the General Meeting.
2. Unless mandatory legal provisions or provisions of these Articles of Association stipulate otherwise, resolutions of the General Meeting are adopted by a simple majority of the votes cast. In cases where discretionary law requires a majority of the share capital represented at the time of the resolution, a simple majority of the share capital represented shall suffice.
3. To the extent that resolutions of the General Meeting require the approval of the general partner (Section 285 (2) AktG), the general partner shall declare at the General Meeting whether the resolutions are approved or rejected.

VI. Annual Financial Statements and Appropriation of Profits

§ 18
Annual and Consolidated Financial Statements

1. The general partner shall prepare the Company's annual financial statements in accordance with statutory requirements and submit them to the Supervisory Board and, to the extent required by law, to the auditor immediately after their preparation.
2. At the same time as the annual financial statements and the management report are submitted, the general partner must submit a proposal regarding the appropriation of retained earnings to the supervisory board.
3. The annual financial statements shall be adopted by resolution of the General Meeting with the consent of the general partner. The general partner shall declare its consent to the adoption in the resolution recommendation addressed to the General Meeting.
4. Paragraphs 1 and 2 apply mutatis mutandis to consolidated financial statements and a consolidated management report, provided that such documents are required to be prepared under applicable law. In such cases, the supervisory board shall decide on the approval of the consolidated financial statements.

§ 19
Appropriation of Profits

1. The General Meeting decides on the appropriation of retained earnings.
2. The General Meeting may resolve to make a distribution in kind in lieu of or in addition to a cash distribution.
3. After the end of a fiscal year, the general partner may, with the approval of the Supervisory Board, pay an interim dividend on the retained earnings to the shareholders.

VII. Miscellaneous

§ 20
Final Provisions

1. Should any provision of the Articles of Association be wholly or partially invalid, or should it later become invalid, or should a gap be found in the Articles of Association, this shall not affect the validity of the remaining provisions. In such a case, the shareholders shall adopt an appropriate provision in place of the invalid provision or to fill the gap, which, to the extent legally possible, best reflects the intent and purpose of the Articles of Association.

2. In its former legal form as a stock corporation, the company bore the costs associated with its formation up to a total amount of EUR 76,693.78 in accordance with Section 24 of its former Articles of Association.
3. The costs associated with the change of legal form of BAUER Aktiengesellschaft into BAUER GmbH & Co. KGaA (notary fees, court costs, publication costs, legal and tax advisory fees, costs of the audit of the conversion, and announcement costs) shall be borne by the company up to a maximum amount of EUR 350.000,00 (plus applicable value-added tax).

II. Further Information Regarding the Convening of the Meeting

Share Capital and Voting Rights

As of the date of convening the General Meeting, the Company's share capital amounts to EUR 183,398,343.74, divided into 43,037,478 registered common shares without par value (no-par shares), each carrying an equal number of voting rights. As of the date of convening, the Company does not hold any treasury shares.

Requirements for Participation in the General Meeting and the Exercise of Voting Rights

Pursuant to Section 16(1) and (2) of the Company's Articles of Association, only those shareholders who are entered in the share register and have registered in a timely manner prior to the General Meeting are entitled to participate in the General Meeting and exercise their voting rights. The day of the General Meeting and the day of receipt are not included in the calculation. The registration must therefore be received by the Company in writing in German or English at the latest by **July 22, 2026, at 24:00 hours. (CEST)** (the "**Registration Deadline**") at the following address:

HCE Consult AG
Registration Office BAUER AG
P.O. Box 820335, 81803 Munich, Germany
Email: anmeldestelle@hce-consult.de

Registration may also be submitted electronically via the password-protected event portal provided by the company at www.bauer.de/de/hauptversammlung by the deadline specified above.

Pursuant to Section 67c (1) and (2), third sentence, AktG, in conjunction with Article 2 (1) and (3) and Article 9(4) of the EU Implementing Regulation (EU), information regarding the General Meeting that is formatted in accordance with ISO 20022—e.g., as an ISO 20022 -XML file, to the registration office's contact addresses listed above.

To facilitate registration, shareholders will be sent a registration form along with the invitation and upon request. Registrations that—for whatever reason—are received after July 22, 2026, 24:00 hours (CEST), at the previously specified address or email address, can no longer be considered for legal reasons.

For the purposes of the Company, only those persons who are registered as shareholders in the share register are considered shareholders. Accordingly, the status of the share register on the day of the General Meeting is decisive for the right to attend the General Meeting and to exercise voting rights. However, for administrative reasons, no deletions or entries will be made in the share register on the day of the General Meeting or during the six days preceding it, i.e., from July 23, 2026, at 00:00 hours (CEST) through July 29, 2026, 24:00 hours (CEST) (so-called "transfer ban"). Therefore, the status of the share register on the day of the General Meeting corresponds to the status at the end of the registration deadline, July 22, 2026, at 24:00 hours (CEST) (so-called "Technical Record Date"). The transfer ban does not restrict trading in the shares; the shares are not blocked.

Upon receipt of the registration by the designated office, shareholders will be sent admission tickets along with a proxy form for the General Meeting. The admission tickets are not a prerequisite for attending the General Meeting or exercising voting rights, but merely serve as organizational aids. Shareholders entered in the share register who have duly registered prior to the General Meeting are entitled to participate and exercise their voting rights even without an admission ticket.

Procedure for Voting by Proxy

Shareholders may also exercise their voting rights or their right to participate through a proxy, such as an intermediary (e.g., a financial institution), a shareholders' association, or another person of their choice. In this case as well, entry in the share register and the timely and proper registration of the shares in accordance with the above conditions are required.

The granting of the power of attorney, its revocation, and proof of the power of attorney to the company must be in writing (Section 126b BGB) unless a power of attorney is granted pursuant to Section 135 AktG.

When granting a proxy to an intermediary, a shareholders' association, a proxy advisor, or persons, associations, institutions, or companies deemed equivalent to these under Section 135 (8) AktG, specific requirements must generally be observed. Shareholders who wish to grant a proxy for the exercise of voting rights pursuant to Section 135 AktG are requested to inquire about any special requirements regarding the granting of the proxy with the respective proxy holders and to coordinate with them.

The power of attorney may be granted to the proxy or to the Company. Proof of the power of attorney may be provided by the proxy at the venue of the General Meeting on the day of the meeting. For organizational reasons, proof of authorization may also be submitted to the company by mail or electronically via email prior to the General Meeting, no later than July 28, 2026, at 24:00 hours (CEST), to the following address or email address, or may be amended or revoked. The date of receipt by the company is decisive:

HCE Consult AG
Registration Office BAUER AG
P.O. Box 820335, 81803 Munich, Germany
Email: anmeldestelle@hce-consult.de

A proxy form will be sent to shareholders along with the registration form. If a shareholder authorizes more than one person, the Company may reject one or more of them pursuant to Section 134(3), Sentence 2 AktG. This does not affect the option to appoint a separate representative for the General Meeting for each of the Company's shares held by a shareholder in different securities accounts.

The power of attorney may also be granted electronically by the above-mentioned deadline using the password-protected event portal provided by the company at www.bauer.de/de/hauptversammlung.

Shareholders may exercise their rights in person at the General Meeting even after granting a proxy. Personal attendance is deemed to constitute a revocation of any previously granted proxy.

Procedure for Voting by the Company's Proxy Holders

The Company also offers its shareholders the option of being represented by the Company's proxy holders, who are bound by the shareholders' instructions. In this case as well, the shareholder must be entered in the share register and must have registered in a timely and proper manner in accordance with the provisions set forth above. The granting of a proxy to the Company's proxies, its revocation, and proof of the proxy to the Company must be in writing. If proxy holders appointed by the Company are authorized, instructions for the exercise of voting rights must be provided to them in all cases. The proxy holders are obligated to vote in accordance with these instructions. In the absence of clear and explicit instructions, the proxy holders appointed by the Company will abstain from voting on the respective agenda item or will not participate in the vote. The Company's proxies have no discretion of their own in exercising voting rights. If a separate vote is conducted on an agenda item without this having been announced in advance of the General Meeting, an instruction regarding this agenda item as a whole shall also be deemed a corresponding instruction for each item of the separate vote. Details, as well as a form for granting a proxy and issuing instructions to the proxy holder, are provided in the documents sent to duly registered shareholders. For organizational reasons, proxies and instructions must be submitted to the company no later than July 28, 2026, at 24:00 hours (CEST), to

HCE Consult AG
Registration Office BAUER AG
P.O. Box 820335, 81803 Munich, Germany
Email: anmeldestelle@hce-consult.de

Until that time, any revocation of a granted proxy or any change to instructions received at this address or email address in the run-up to the General Meeting will also be taken into account.

Proxies may also be granted to the voting proxies electronically by the above-mentioned deadline using the password-protected event portal provided by the company at www.bauer.de/de/hauptversammlung.

On the day of the General Meeting, the granting of proxies and instructions to the Company's designated, instruction-bound proxies, changes to instructions, and the revocation of proxies may also be made in writing at the entrance and exit control points of the General Meeting.

There is no obligation to use the forms provided by the Company for granting power of attorney or for granting power of attorney and issuing instructions to proxies designated by the Company.

Shareholder Rights: Addition to the Agenda

Shareholders whose shares together represent one-twentieth of the share capital or a pro rata amount of EUR 500,000 may, pursuant to Section 122(2) AktG, request that items be added to the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be submitted in writing to the Executive Board. Requests to amend the agenda must be received by the Company at least 24 days prior to the meeting, i.e., no later than July 4, 2026, at 24:00 hours (CEST). Please send such requests to the following address:

BAUER Aktiengesellschaft
- Vorstand -
BAUER-Straße 1
86529 Schrobenhausen, Germany

Shareholder Rights: Motions and Nominations

Every shareholder is entitled to submit motions regarding the agenda in accordance with Section 126(1) AktG and/or nominations for the election of auditors or members of the Supervisory Board in accordance with Section 127 AktG. The Company will make motions and nominations from shareholders—including the shareholder's name, the rationale, and any statement from management—available at www.bauer.de/de/hauptversammlung, to the extent required by law, provided that the shareholder has sent the Company a valid motion regarding a specific agenda item, along with a statement of reasons, or a valid nomination with the information required by law, at least 14 days prior to the meeting, i.e., by July 14, 2026, 24:00 hours (CEST), has sent the company a valid motion regarding a specific item on the agenda with a statement of reasons or a valid nomination for election with the information required by law. Among other things, a nomination for election does not need to be made available if it does not include the candidate's name, occupation, and place of residence. Counter-motions and nominations must be sent exclusively to the following address:

BAUER Aktiengesellschaft
- Investor Relations -
BAUER-Straße 1
86529 Schrobenhausen, Germany
Fax: +49 8252 97-2900
E-Mail: hauptversammlung@bauer.de

Counter-motions and nominations addressed to any other address will not be considered.

The right of every shareholder to submit counter-motions regarding the various agenda items or to propose candidates for election during the General Meeting, even without prior notice to the Company, remains unaffected.

Shareholder Rights: Right to Information

Upon request at the General Meeting, the Board of Directors must provide each shareholder with information regarding matters of the company to the extent necessary for a proper assessment of the agenda item. The duty to provide information also extends to the company's legal and business relationships with an affiliated company and to the financial position of the Group and the companies included in the consolidated financial statements. To facilitate the provision of appropriate answers, shareholders and shareholder representatives who wish to ask questions at the General Meeting are kindly requested to submit these questions as early as possible to the address for motions and nominations specified in the preceding section. Such submission is not a formal prerequisite for a response. The right to information remains unaffected by this.

III. Information and Documents for the General Meeting

The documents required by law to be made available will be accessible on the Company's website at www.bauer.de/de/hauptversammlung starting from the notice of the General Meeting and throughout the meeting. In addition, the documents required by law to be made available will be available for inspection during the General Meeting.

IV. Data Protection Information

For the maintenance of the share register as required by the German Stock Corporation Act, for communication with shareholders or shareholder representatives, and for the conduct of the General Meeting, BAUER Aktiengesellschaft, as the data controller, processes personal data of shareholders and their proxies in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and other applicable laws. The privacy notice for shareholders and shareholder representatives regarding the processing of personal data in connection with the General Meeting and the share register is available at www.bauer.de/de/aktie.

Schrobenhausen, June 2026

BAUER Aktiengesellschaft
The Executive Board