

Report of the Supervisory Board 2025

BAUER AG, with its shareholdings subdivided into the Geotechnical Solutions, Equipment and Resources segments, performed well in the financial year gone by. The consolidation work in the Geotechnical Solutions segment continues to show positive effects. There was intensive work on the challenges faced by the Equipment segment in a competitive market environment, in particular by introducing a price connection and consistently addressing structural challenges. The work of the Supervisory Board in the 2025 financial year was characterized above all by significant personnel changes in the Executive Board and supervision of the strategic realignment in the Equipment segment. The Supervisory Board has intensively monitored the work of the company's Executive Board and assisted the Executive Board in its work.

CHANGES TO THE EXECUTIVE BOARD

The 2025 financial year was characterized by significant personnel changes in the Executive Board of BAUER Aktiengesellschaft. We would like to extend our particular thanks to Dipl.-Betriebswirt (FH) Hartmut Beutler for his many years of dedication to the company. He left the Executive Board with effect from the end of May 31, 2025 by way of withdrawal from office. As his successor, Ms. Lena Effinger was appointed from June 1, 2025 as member of the Executive Board of BAUER Aktiengesellschaft for a term of three years. Ms. Effinger took on responsibility focused in the commercial areas as well as Corporate Services.

The appointment of Mr. Peter Hingott as member of the Executive Board was revoked in June 2025 for good cause with immediate effect, and the Executive Board employment contract was terminated without notice. Dipl.-Ing. Klaus Pöllath, member of the Supervisory Board, declared his willingness to act as substitute for the absent member of the Executive Board for a period until January 31, 2026, and was appointed accordingly by the Supervisory Board in accordance with Section 105 (2) AktG with effect as at June 7, 2025.

Dr.-Ing. Detlef Heck, residing in Graz, was appointed member of the Executive Board of BAUER Aktiengesellschaft with effect as at August 15, 2025 for a term until December 31, 2028. Prof. Dr. Heck primarily took on responsibility for the Geotechnical Solutions division. Dipl.-Ing. Klaus Pöllath's position as substitute Executive Board member ended when the new appointment of Prof. Dr. Heck took effect, and Mr. Pöllath returned to the Supervisory Board. The Supervisory Board would like to expressly thank Mr. Pöllath for his exemplary willingness to adopt an interim Executive Board position in a difficult situation for the company, and for his outstanding personal dedication.

Dr.-Ing. Martin Thormann was appointed member of the Executive Board of BAUER Aktiengesellschaft with effect as at September 15, 2025 for a term until December 31, 2028. Prof. Dr.-Ing. Thormann was primarily responsible for the Equipment division in the year under review.

After the end of the reporting year, the Supervisory Board addressed issues of misconduct within the Executive Board and, on January 16, 2026, resolved to revoke the appointments of Executive Board members Ms. Lena Effinger and Prof. Dr.-Ing. Detlef Heck, in each case for good cause. By resolution of the Supervisory Board dated February 18, 2026, Mr. Dirk Pfortner was appointed as a member of the Executive Board.

COLLABORATION OF SUPERVISORY BOARD AND EXECUTIVE BOARD

Furthermore, the Supervisory Board regularly monitored the work of the Executive Board during the 2025 financial year on the basis of the detailed reports provided by the Executive Board in written and verbal form and provided support in the form of advice. The Executive Board generally fulfilled its duties to provide the Supervisory Board with information about the questions of strategy, planning, company development, risk development and compliance that are relevant to the company and the Group. However, in the course of its supervisory activities, the Supervisory Board also identified misconduct on the part of individual members of the Executive Board, which led to the personnel changes described under "Changes to the Executive

Board.” Between the meetings, the Executive Board generally submitted monthly written reports on all important business transactions and financial indicators of the Group and the company. The Chairman of the Supervisory Board was also in regular contact with the Executive Board, gathered information as appropriate relating to the course of business and key transactions and discussed strategic topics as well as risk situations.

Due to a conflict of interest as managing partner of the law firm TOPJUS Rechtsanwälte Kupferschmid & Partner mbB, Prof. Fuchs did not take part in the consulting process and resolutions regarding the conclusion of a legal consultation contract between the company and this law firm. Apart from this, there were no indications in the financial year of conflicts of interest among members of the Executive Board or Supervisory Board requiring immediate notification of the Supervisory Board and disclosure to the General Meeting.

MAIN FOCUS OF CONSULTATIONS IN SUPERVISORY BOARD MEETINGS

In the year under review, there were eight regular plenary sessions. Multiple written resolutions were also passed. Current business and earnings performance, order backlog development and developments in the markets in the business segments were discussed at all quarterly Supervisory Board meetings.

In April and May of the financial year, the meeting focused on the report regarding the ongoing business, personnel matters and handling of legal changes. The Executive Board employment contract with Mr. Peter Hingott was extended and Ms. Lena Effinger was appointed as member of the Executive Board. The convocation and agenda of the 2025 Annual General Meeting was addressed. At the annual financial review meeting relating to the annual and consolidated financial statements for the 2024 financial year, also attended and informed by the auditor, a detailed review was undertaken of the respective financial statements along with the combined management report and the dependency report, respectively. The annual planning for 2025 was approved.

At two meetings in June and July 2025, the appointment of Mr. Peter Hingott as member of the Executive Board was revoked for good cause with immediate effect, and the Executive Board employment contract was terminated without notice. The review of potential damage claims against the Executive Board was ordered and the legal representation was determined. Mr. Klaus Pöllath was appointed as substitute for the absent member of the Executive Board in accordance with Section 105 (2) AktG. Ms. Effinger was assigned the tasks of labor director in accordance with Section 33 MitbestG. Furthermore, the Executive Board employment contract with Ms. Effinger was concluded. Due to Mr. Pöllath’s shift from the Supervisory Board to the Executive Board, the Supervisory Board filled vacant positions on the Supervisory Board committees.

In August, Dr.-Ing. Detlef Heck and Dr.-Ing. Martin Thormann were appointed as members of the Executive Board and Executive Board employment contracts were discussed; Mr’s Pöllath’s term as Executive Board member ended. In September, the Supervisory Board approved personnel changes in the management BAUER Spezialtiefbau GmbH and BAUER Resources GmbH.

In November, the Supervisory Board meeting focused on addressing the design status for the Aresing plant expansion and on the development of the Equipment segment. A planned intra-Group restructuring was addressed and reports on internal auditing and compliance were accepted. The 2026 annual planning was approved and the implementing regulation for the remuneration system of the Executive Board was passed.

In December of the year under review, the Supervisory Board approved the investment in the expansion of the equipment manufacturing plant with the construction of a new hall and establishment of a training center at the Aresing location, and project development was discussed.

WORK CARRIED OUT BY THE COMMITTEES

There are three committees in the Supervisory Board, though the Mediation Committee was not required to convene and the Nomination Committee did not need to meet. The committee chairperson submitted regular reports on the main content of the committee meetings to the plenary Supervisory Board meetings.

The Presidial and Personnel Committee prepared the Supervisory Board meetings. In particular, the remuneration system for members of the Executive Board was addressed and preparations were made for decisions of the Supervisory Board relating to determination of salaries and variable remuneration for members of the Executive Board. The committee also addressed the composition of the Executive Board and succession to the office of Executive Board members.

COMPOSITION AND ATTENDANCE

As in previous years, in the 2025 financial year there was once again a consistently high participation rate in the Supervisory Board meetings as well as in its committees. The Mediation Committee and Nomination Committee did not meet. The meetings of the Supervisory Board and its committees are all conducted in hybrid form as a rule, with an in-person and video and/or phone conference, in order to facilitate the participation of all members of the Supervisory Board and achieve high participation rates. Mr. Pöllath was appointed from June 7, 2025 to August 14, 2025 as substitute for an absent member of the Executive Board according to Section 105 (2) AktG, which meant that the Supervisory Board operated with a reduced number of members while Mr. Pöllath's membership was dormant. In the year under review, there were otherwise no changes in the composition of the Supervisory Board.

	Supervisory Board meeting	Presidial and Personnel Committee
Number of sessions held	8	2
Rainer Burg	8	
Alfons Doblinger	8	
Sabine Doblinger	8	
Petra Ehrenfried	8	
Maria Engfer-Kersten	6	
Robert Feiger	5	
Prof. Dr.-jur. Bastian Fuchs	8	2
Reinhard Irrenhauser	8	2
Klaus Pöllath (until June 7, 2025 and from August 15, 2025)	6	2
Wolfgang Rauscher	8	
Sebastian Sennebogen	8	
Florian Freiherr Tucher von Simmelsdorf	7	

AUDITING OF THE 2025 ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS

The annual financial statements of BAUER AG as at December 31, 2025 and the consolidated financial statements of the Group prepared according to international accounting standards as well as the Combined Management Report, including the Group Accounting, were audited by the auditors elected by the General Meeting and duly appointed by the Supervisory Board, Rödl Audit Wirtschaftsprüfungsgesellschaft, Nuremberg. The accounts were certified by the auditors with an unqualified opinion. Regarding the dependency report, the auditor issued the following unqualified opinion in accordance with Section 313 (3) of the AktG:

“Following our audit and assessment in accordance with our duties, we confirm 1. that the facts stated in the report are correct, 2. that the consideration paid by the company in legal transactions listed in the report was not inappropriately high or that disadvantages were compensated for, and 3. that there are no grounds for a significantly different assessment of the measures outlined in the report than that of the Executive Board.”

The annual and consolidated financial statements along with the combined management report, the dependency report and the auditor's reports were provided in good time to all members of the Supervisory Board, who reviewed these documents. The auditor attended the annual financial review meeting of the Supervisory Board regarding these submissions. The Supervisory Board duly noted and concurred with the findings of the auditor's review of the documents. On conclusion of the Supervisory Board's review, no objections were raised. No objections were raised against the dependency report, particularly including objections against the final statement of the Executive Board regarding the dependency report. The Supervisory Board also reviewed the income tax information report pursuant to Section 342c of the HGB. After review by the Supervisory Board, there are no objections.

The annual financial statements of BAUER AG and the consolidated financial statements of the Group as well as the final statement of the Executive Board regarding the dependency report were reviewed and approved by the Supervisory Board in a meeting on May 20, 2026. The annual financial statements of BAUER AG were thus adopted. The Supervisory Board concurred with the proposal of the Executive Board regarding the appropriation of retained earnings. Given the lack of retained earnings for BAUER AG, no proposal can be made to the shareholders regarding the appropriation of retained earnings.

On behalf of the Supervisory Board, I would like to thank all the Group employees and the employee representatives within all Group companies for their great commitment throughout the past financial year.

Schrobenhausen, June 2026

The Supervisory Board

Prof. Dr. Peter Bömelburg
Chairman of the Supervisory Board