

**SHARE CAPITAL AND VOTING RIGHTS AS WELL AS EXPLANATORY STATEMENT  
WHERE NO RESOLUTION IS TO BE PASSED IN RELATION TO AN AGENDA ITEM  
AND ON RIGHTS OF THE SHAREHOLDERS**



The invitation to the General Meeting of BAUER Aktiengesellschaft, BAUER-Str. 1, 86529 Schrobenhausen, to be held on Thursday, August 3, 2023 at 10.00 a.m. (CEST), already contains information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG), hereinafter you will find further explanations:

**1. Share capital and voting rights at the time of convening**

At the time of convening the General Meeting the share capital of the company totalling EUR 183,398,343.74 is divided into 43,037,478 no-nominal-value bearer shares with the equivalent voting rights. At the time of convening the General Meeting the company holds no treasury shares.

**2. Explanatory statement where no resolution is to be passed in relation to an agenda item**

The agenda does not contain any items on which no resolution is to be adopted, so no explanation is required in this regard.

**3. Additional Information on Shareholder Rights**

**3.1. Additions to the agenda items**

Shareholders whose shares, in the aggregate, amount to at least one-twentieth of the share capital or the pro rata share of EUR 500,000 may request that items be placed on the agenda and be published. Each new item has to be accompanied by a stating of reasons or a proposed draft resolution. The demand must be submitted in writing to the Management Board in accordance with section 126 of the German Civil Code (Bürgerliches Gesetzbuch - BGB). Demands for the inclusion of additional agenda items must be received by the company at least 24 days before the General Meeting – that is, by no later than July 9, 2023, 24:00 hours (CEST). Please submit any such requests to the following address:

BAUER Aktiengesellschaft  
- Management Board -  
BAUER-Straße 1, 86529 Schrobenhausen, Germany

Applicants shall furnish evidence that they have been holders of the required number of shares for not less than 90 days prior to the date of receipt of the request and that they will hold the shares until a decision by the Management Board on the motion. Any supplements to the agenda that have to be published will – to the extent that they have not already been published together with the calling of the meeting - will be published without delay in the electronic Federal Gazette and on the Internet of the Company under <http://www.bauer.de/agm>.

**Underlying law:**

**Section 122 of the AktG:**

- “(1) The shareholders’ meeting shall be called if shareholders jointly representing at least one-twentieth of the share capital, demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the Management Board. The articles may provide that the right to demand a shareholders’ meeting shall require another form and the holding of a lower proportion of the share capital. The parties presenting the motion shall furnish evidence that they have been holders of the shares for not less than 90 days prior to the date of receipt of the motion and that they will hold the shares until the Management Board’s decision on the motion. Section 121 subsection 7 shall apply accordingly.
- (2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 Euros, may demand that items be placed on the agenda and published. Each new



item must be accompanied by an explanation or a draft proposal. The demand within the meaning of sentence 1 shall be provided to the company no later than 24 days, in case of listed companies no later than 30 days, prior to the meeting; the day of receipt shall not be counted.

- (3) If any such demand is not complied with, the court may authorise the shareholders, who have made the demand, to call a shareholders' meeting or publish such items. At the same time, the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorisation. An appeal may be made against such decision. The parties presenting the motion shall furnish evidence that they will hold the shares until the court's decision.
- (4) The company shall bear the costs of the shareholders' meeting and, in the case of subsection 3 also the court costs if the court has granted such motion."

**Section 121 (7) of the AktG:**

"In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period."

**Section 70 of the AktG:**

"Section 70 Calculation of the period of possession of the share of stock  
Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, a securities institute, or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG)."

**3.2. Right of Motions and Proposals for Election**

All shareholders in relation to agenda items are entitled to submit motions in accordance with section 126 (1) AktG and/or proposals for the election of auditors or of members of the Supervisory Board (if item on the agenda) in accordance with section 127 of the AktG. The Company will make available motions and proposals for election received from shareholders, including the name of the shareholder, the reason for the submission and any comments of the management in response, at [www.bauer.de/agm](http://www.bauer.de/agm), to the extent stipulated by law, provided the shareholder has submitted to the Company an admissible motion relating to a specific agenda item, together with the reasoning behind it, or an admissible proposal for election, including the legally required information, at least 14 days before the General Meeting – that is, by July 19, 2023, 24:00 hours (CEST). A proposal for election need not be made accessible, among other reasons, if it does not include the name, profession and place of residence of the candidate. No reason need be given for a proposal for election. Shareholders are requested to furnish proof of their shareholding when submitting motions or proposals for election. Motions and proposals for election should be sent only to the following address:

BAUER Aktiengesellschaft  
- Investor Relations -  
BAUER-Strasse 1, 86529 Schrobenhausen, Germany  
Fax: +49 8252 97-2900, E-mail: [hauptversammlung@bauer.de](mailto:hauptversammlung@bauer.de)

The statement of the grounds of an admissible counter-motion need not be communicated if it exceeds a total of 5,000 characters. The Management Board of the Company reserves to combine



counter-motions and their grounds, when several shareholders raise counter-motions to the same object of resolution.

The right of every shareholder to file counter-motions to any Agenda item or nominate candidates for the election of the independent auditors during the General Meeting without having informed the company in advance or before the deadline shall remain unaffected by this.

#### **Underlying law:**

##### **Section 126 (1) – (3) of the AktG:**

“(1) Motions by shareholders together with the shareholder’s name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to Section 125, Subsection 1 through Subsection 3, subject to the conditions specified therein, provided that the shareholder has submitted at least 14 days before the meeting to the address indicated in the notice convening the meeting a motion counter to a proposal of the Management Board and Supervisory Board as to an item on the agenda together with a substantiation. The date of receipt shall not be counted. In the case of listed companies, access shall be provided via the company’s Internet page. Section 125 Subsection 3 shall apply mutatis mutandis.

- (2) A counter-motion and the grounds for this need not be made available, if:
1. the Management Board would by reason of such communication become criminally liable;
  2. the counter-motion would result in a resolution of the shareholders’ meeting which would be illegal or would violate the articles of association;
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous;
  4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders’ meeting of the company pursuant to Section 125;
  5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to Section 125 to at least two shareholders’ meetings of the company within the past five years and at such shareholders’ meetings less than one-twentieth of the share capital represented has voted in favor of such counter-motion;
  6. the shareholder indicates that he will neither attend nor be represented at the meeting; or
  7. within the past two years at two shareholders’ meeting the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.
- The statement of the grounds need not be communicated if it exceeds a total of 5,000 characters.

- (3) If several shareholders make counter-motions for resolution in respect to the same subject matter, the Management Board may combine such counter-motions and the respective statements of the grounds.”

##### **Section 127 Sentences 1 to 3 of the AktG:**

“Section 126 shall apply mutatis mutandis to a nomination by a shareholder for the election of a member of the supervisory board or the external auditor. Such nomination need not be supported by a statement of the grounds therefore. The management board also need not communicate such nomination if it fails to contain the particulars required by Section 124 Subsection 3 Sentence 3 and Section 125 Subsection 1 Sentence 5.”

##### **Section 124 (3) Sentence 4 of the AktG:**

“The proposal for the election of the supervisory board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence.”

### **3.3. Right of Information**



At the General Meeting, all shareholders have a right to receive information on demand from the Management Board concerning matters relating to the company, providing the said information is necessary to obtain an accurate assessment of the agenda item in question. The duty to disclose information also extends to the legal and commercial relations of the company with an affiliated company. A parent company's management board's duty to inform in the shareholders' meeting that considers the consolidated financial statements and consolidated management report shall extend to the status of the group and the companies included in the consolidated financial statements.

If information is refused to a shareholder, he may demand, that his question and the reason because of which the information was refused be recorded in the minutes of the meeting.

Further on the chairman has the right to stipulate adequate restrictions on speaking times and question times of the shareholders according to section 131 subsection 2 sentence 2 AktG in combination with Article 17 paragraph 2 of the Articles of Association of the Company. He is in particular entitled at the beginning of the shareholder meeting or during its course to determine adequate restrictions on the question time and speaking time regarding the course of the shareholder meeting, regarding single agenda items and regarding single speakers and to order that a debate is brought to an end, as far as required for a due accomplishment of the shareholder meeting.

To facilitate accurate response, shareholders and their proxies wishing to ask questions at the shareholder meeting are kindly requested to submit such questions as early as possible to the address mentioned under no. 3.2 above. This submission is not a formal requirement in terms of receiving a reply to a question. The right of information remains unaffected.

#### **Underlying law:**

##### **Section 131 of the AktG:**

- “(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. If a company makes use of easements pursuant to Section 266 Subsection 1 Sentence 3, Section 276 or Section 288 of the Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting that considers the annual financial statements in the form which would have been used if such easements were not applied. A parent company's (Section 290 Subsection 1 and Subsection 2 of the Commercial Code) management board's duty to inform in the shareholders' meeting that considers the consolidated financial statements and consolidated management report shall extend to the status of the group and the companies included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the rules of procedure pursuant to Section 129 may authorize the chairman of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down details thereon.
- (3) The management board may refuse to provide information,
1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise
  2. to the extent that such information relates to tax valuations or the amount of certain taxes
  3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the stockholders' meeting is to approve the annual financial statements
  4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of Section 264 Subsection 2 of the Commercial Code; the foregoing shall not apply if the stockholders' meeting is to approve the annual financial statements
  5. if provision thereof would render the management board criminally liable



6. if in the case of a credit institution, financial services institution or a securities institute information about the applied balance sheet and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report need not be given
  7. if the information is continuously available on the company's internet page seven or more days prior to the stockholders' meeting as well as during the meeting.  
The provision of information may not be refused for other reasons.
- (4) If information was provided to a shareholder outside of the shareholders' meeting in his capacity as shareholder, it must be provided to every other shareholder upon request during the shareholders' meeting, even if it is not necessary to properly assess the item of the agenda. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication. The management board must not refuse to provide information pursuant to subsection 3 sentence 1 No. 1 to 4. Sentences 1 to 3 do not apply, if a subsidiary (Section 290 Subsection 1, 2 of the German Commercial Code), a joint venture company (Section 310 Subsection 1 of the German Commercial Code), or an associated company (Section 311 Subsection 1 of the German Commercial Code) provides the information to a parent company (Section 290 Subsection 1, 2 of the German Commercial Code) for purposes of including the company in the consolidated financial statements of the parent company and if the information is required for this purpose.
- (5) If information is refused to a shareholder, he may demand that his question and the reason because of which the information was refused be recorded in the minutes of the meeting. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication."

**Article 17 paragraph 2 of the Articles of Association of the Company**

"The chairman directs the meeting. He determines the order in which the items on the agenda are discussed as well as the type and sequence of voting procedures. He determines the sequence of the speakers and the treatment of the items on the agenda and can, as far as legally admissible, decide to combine related subjects of decisions to form one item on which a decision is taken and stipulate reasonable restrictions to speaking times and question times for the entire course of the General Meeting, for individual items on the agenda and for individual speakers at the beginning or during the course of the General Meeting and, as far as required to hold the General Meeting in an orderly fashion, order that a debate is brought to an end."

**3.4. Declaration of objections to be recorded in the minutes**

Any properly registered shareholder who appeared at the General Meeting may declare an objection to a resolution adopted at the General Meeting for recording in the minutes of the notary public during the General Meeting.

**Underlying law:**

**Section 245 No. 1 of the AktG:**

"The following shall have authority to bring an action for avoidance:

1. Any stockholder attending the general meeting, provided he has purchased the shares of stock already prior to the agenda having been published by notice and provided he raised an objection concerning the resolution and had it recorded in the minutes;"