

Invitation

to the Annual General Meeting on August 3, 2023



BAUER Aktiengesellschaft, Schrobenhausen

- ISIN DE0005168108 - WKN 516810 -

Unique identifier for the event: 84bf65a7190cee118147005056888925

We invite the shareholders of our company to attend the

Annual General Meeting of BAUER Aktiengesellschaft

that will be held on

Thursday, August 3, 2023 at 10:00 a.m. (entry starting from 9:00 a.m.) (CEST)

at the headquarters of 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, the report of the Supervisory Board, all for the 2022 financial year, as well as the explanatory report of the Executive Board concerning the statements pursuant to sections 289a and 315a of the German Commercial Code (HGB)**

The annual financial statements were adopted by the Supervisory Board and the consolidated financial statements were approved on April 3, 2023. Therefore, no resolution is required from the General Meeting for this agenda item pursuant to section 172 et seq. of the German Stock Corporation Act (AktG).

The adopted annual financial statements of BAUER Aktiengesellschaft as of December 31, 2022 show an accumulated loss. Therefore, the agenda of the General Meeting contains no items requiring a resolution of the General Meeting concerning the distribution of retained earnings.

- 2. Resolution regarding formal approval of Executive Board members for the 2022 financial year**
The Executive Board and Supervisory Board propose that a resolution is passed to formally approve the actions of the members of the Executive Board holding office in the 2022 financial year for that period.
- 3. Resolution regarding formal approval of Supervisory Board members for the 2022 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 2022 financial year for that period.
- 4. Election of the auditor and Group auditor for the 2023 financial year**
At the recommendation of the Audit Committee, the Supervisory Board proposes the election of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditor and Group auditor for the 2023 financial year.
- 5. Resolution on the authorization of the Executive Board to convene virtual General Meetings (amendment of section 15 of the Articles of Association)**

As a result of the law concerning the introduction of virtual General Meetings for stock corporations and modification of regulations governing cooperative societies, insolvency and restructuring law, the new section 118a of the AktG allows for the option to hold General Meetings without the physical presence of the shareholders or their authorized representatives at the meeting location (virtual General Meeting). To make use of this option for General Meetings that are convened as of September 1, 2023, a regulation is required in the Articles of Association.

The Executive Board and Supervisory Board are of the opinion that this form of General Meeting should also be possible in the future. To this end, a corresponding authorization should be adopted into the company's Articles of Association. As for a physical General Meeting, the Executive Board should be able to determine the details for convening and holding the virtual General Meeting. This authorization should be limited to a period of five years according to the legal requirements.

The Executive Board and Supervisory Board propose the following resolution to add the following new Paragraph 4 to section 15 of the company's Articles of Association (location and convening):

“4. According to the resolution of the General Meeting on August 3, 2023, the Executive Board is authorized to schedule General Meetings to be held without the physical presence of the shareholders or their authorized representatives at the place of the General Meeting (virtual General Meeting) if the meeting takes place within five years after this provision of the Articles of Association is entered in the Commercial Register.

6. Resolution permitting members of the Supervisory Board to participate in virtual General Meetings by means of video and audio broadcast (modification of section 16 of the Articles of Association)

In principal, the members of the Supervisory Board attend the General Meeting in person. According to section 118 (3) sentence 2 of the AktG, however, the Articles of Association can provide for specific cases in which members of the Supervisory Board may participate in the General Meeting by means of video and audio broadcast.

This option should be used if the General Meeting is held as a virtual General Meeting, as the members of the Supervisory Board are not able to attend a virtual General Meeting in person anyway.

The Executive Board and Supervisory Board therefore propose the following resolution to add the following new paragraph 6 to section 16 of the company's Articles of Association (right of participation):

“6. Members of the Supervisory Board are allowed to participate in virtual General Meetings by means of video and audio broadcast.”

II. Information pursuant to Table 3 Block E nos. 3, 4 and 5 of the Commission Implementing Regulation (EU) 2018/1212

The documents to be communicated concerning Agenda Item 1 can be accessed on the company's website at www.bauer.de/agm.

Additional information is provided to shareholders there concerning participation in the General Meeting, the agenda and the deadlines for exercising other shareholder rights.

Votes cast concerning Agenda Items 2 to 6 are binding. With respect to Agenda Items 2 to 6, the shareholders can vote “Yes,” “No” or abstain from voting.

III. More details concerning convocation

Share capital and voting rights

As of the date on which this General Meeting is convened, the company's share capital is EUR 183,398,343.74 divided into 43,037,478 no-nominal-value bearer shares (no-par-value shares) with an equal number of voting rights. On the date of convening, the company holds no treasury shares.

Requirements for participation in the General Meeting and exercising voting rights

Pursuant to section 16 (1) and (2) of the company's Articles of Association, only those shareholders who have registered in text form with the registration office designated below and demonstrated their entitlement are allowed to participate in the General Meeting and to exercise their voting rights. To participate in the General Meeting and to exercise voting rights, a certificate of share ownership drawn up in text form pursuant to section 67c (3) of the AktG is required. This evidence must include a reference to the start of the 21st day before the meeting, i.e. July 13, 2023 at 00:00 hours (CEST) (record date – stipulated pursuant to Commission Implementing Regulation (EU) 2018/1212: July 12, 2023). Registration and evidence of share ownership must be received at the following address in German or English by July 27, 2023, 24:00 hours (CEST) at the latest:

BAUER Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany
E-mail: anmeldestelle@computershare.de

In case of doubts concerning the accuracy or authenticity of the evidence, the company is entitled to request suitable additional evidence. If this evidence is not provided or is not given in proper form, the company may decline the shareholder.

After receipt of registration and the evidence of their share ownership at the designated address, the shareholders will be sent attendance cards with a power of attorney form for the General Meeting. Entry cards are purely for organizational purposes do not constitute an additional prerequisite for participation.

Significance of the record date

The record date is the decisive date for the scope and ability to exercise participation rights and voting rights during the General Meeting. Only shareholders who have provided evidence of share ownership as of the record date will be considered company shareholders for the purposes of participating in the General Meeting or exercising voting rights. Changes to the share portfolio after the record date have no significance in this context. Thus shareholders who only purchased their shares after the record date may not participate in the General Meeting. Shareholders that have properly registered and submitted evidence are entitled to participate in the General Meeting and exercise their voting rights even if they sell the shares after the record date. The record date has no impact on the salability of the shares and is not a relevant date for potential entitlement to dividends.

Procedure for voting by authorized representatives

Shareholders can also exercise their voting rights and participation rights using authorized representatives, for instance an intermediary (e.g. a bank), a shareholder association or another person. In this case as well, proper registration of the shares and demonstration of share ownership are required according to the above conditions.

Text form is required when granting or withdrawing this power of attorney and providing evidence of authorization to the company (section 126b of the German Civil Code, BGB) if power of attorney was not issued pursuant to section 135 of the AktG. When authorizing an intermediary, a shareholder association, a voting rights advisor or equivalent persons, associations, institutions or companies pursuant to section 135 (8) of the AktG, particular conditions generally need to be observed. Shareholders who wish to grant power of

attorney for exercising voting rights pursuant to section 135 of the AktG are requested to ask the relevant proxy about any particular conditions for the power of attorney and to coordinate these conditions with the proxy.

The granting of the power of attorney can be submitted to the proxy or to the company. Evidence of authorization can be presented by the authorized representative on the day of the General Meeting at the meeting place. Evidence of authorization can also be submitted to the company, changed or withdrawn no later than August 2, 2023, 24:00 hours (CEST) by mail or e-mail to the following address or e-mail address. Compliance with this deadline depends on the time of receipt by the company:

BAUER Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany
E-mail: anmeldestelle@computershare.de

A power of attorney form is sent to persons properly registered for the General Meeting along with the attendance card. If a shareholder authorizes more than one person, the company may reject one or more of these parties in accordance with section 134 (3) sentence 2 of the AktG.

Procedure for voting by the company's proxies

The company additionally offers its shareholders the option of being represented by proxies appointed by the company, who are bound to follow instructions. In this case as well, the shareholder's registration and proof of share ownership according to the above provisions must be received on time and in the appropriate form. Text form is required when granting or withdrawing power of attorney to the company's proxies and when demonstrating the power of attorney to the company. If power of attorney is granted to proxies appointed by the company, instructions for exercising voting rights must always be given. The proxies are obliged to vote according to their instructions. Insofar as clear and express instructions are lacking, the proxies appointed by the company will abstain from voting for the item in question, or not participate in voting. The company's proxies have no independent discretionary powers when exercising their voting rights. If individual voting is to be carried out for an agenda item without this being communicated in advance to the General Meeting, instructions regarding this agenda item overall are also considered corresponding instructions for each individual voting item. Details as well as a form for issuing power of attorney and instructions to the proxies can be found in the documents that are sent to the properly registered shareholders. Power of attorney and instructions must be received no later than August 2, 2023 at 24:00 hours (CEST) at

BAUER Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany
E-mail: anmeldestelle@computershare.de

The right of revocation in case of participation in the General Meeting remains unaffected.

In addition, shareholders and their representatives also have the option during the General Meeting to authorize the company's proxies to exercise the right to vote under the obligation to follow instructions.

No obligation exists to use the forms offered by the company to issue power of attorney and instructions to the proxies appointed by the company.

Shareholder rights: Additions to the Agenda

Pursuant to section 122 (2) of the AktG, shareholders with shares that make up one-twentieth of the share capital or the proportional amount of EUR 500,000 can request that items be added to the agenda and announced. Each new item must be accompanied by a justification or proposed resolution. The request must be addressed to the Executive Board in written form. Requests for additions to the agenda must be received by the company at least 24 days before the General Meeting, i.e. no later than July 9, 2023, 24:00 hours (CEST). We ask that such requests be submitted to the following address:

BAUER Aktiengesellschaft
- Executive Board -
BAUER-Strasse 1
86529 Schrobenhausen, Germany

Shareholder rights: Motions and nominations

Each shareholder is entitled to submit motions concerning the agenda pursuant to section 126 (1) of the AktG, and/or nominations for the election of auditors or members of the Supervisory Board (insofar as these are the object of the agenda) pursuant to section 127 of the AktG. The company will communicate the motions and nominations of shareholders including the name of the shareholder, the justification and any statement from the administration at www.bauer.de/agm insofar as this is prescribed by law if the shareholder sent the company an admissible motion concerning a specific agenda item along with justification or an admissible nomination including the legally required information at least 14 days before the General Meeting, i.e. by July 19, 2023, 24:00 hours (CEST). Among other conditions, a nomination need not be communicated if it fails to include the candidate's name, profession and place of residence. Justification does not need to be provided for nominations. Shareholders are requested to provide evidence of their shareholder status as of the date when the counter-motion or nomination is submitted. Counter-motions and nominations must exclusively be sent to the following address:

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

Shareholder rights: Right to information

By request, each shareholder must be given information in the General Meeting about the company's affairs insofar as this is necessary for proper assessment of the agenda item. The right to information extends to the company's legal and business relations with affiliated companies and the situation of the Group and companies included in the consolidated financial statements. In order to facilitate a proper response, shareholders and shareholder representatives who would like to ask questions in the General Meeting are kindly requested to send these questions to the abovementioned address as early as possible. Sending questions is not a formal prerequisite for receiving a response. The right to information remains unaffected by this.

IV. Information and documents concerning the General Meeting

The information to be communicated pursuant to section 124a of the AktG, along with further clarifications concerning the rights of shareholders pursuant to sections 122 (2), 126 (1), 127, 131 (1) of the AktG are available on the company's website at www.bauer.de/agm. The voting results will be published on the same web address after the end of the General Meeting. The statutory documents to be communicated can also be accessed during the General Meeting.

V. Data protection information

The controller for data processing is

BAUER Aktiengesellschaft
BAUER-Strasse 1, 86529 Schrobenhausen, Germany
Phone +49 8252 97-0, Fax +49 8252 97-2900

You can reach the controller's data protection officer at bag-datenschutz@bauer.de or using the contact details provided above with the addition of "Data protection officer".

In order to administer the General Meeting (particularly for participation and exercising other shareholder rights) and for communication with the shareholders/shareholder representatives, the company processes personal data (in particular name, address, additional contact details, signature, shareholding, voting behavior, verbal contributions) concerning shareholders and shareholder representatives that these parties submit to the company or that is submitted to the company by their custodian banks or proxies for the General Meeting. If the personal data required by law in order to identify shareholders and manage their participation in the General Meeting is not provided, participation in the General Meeting cannot be arranged.

The legal basis for processing is provided by the respective regulations in the Stock Corporation Act (AktG) and the Securities Trading Act in conjunction with section 6 (1)(c) of the GDPR. Apart from this, processing is carried out pursuant to Art. 6 (1)(f) GDPR to pursue the controller's legitimate interest in organizing and conducting the General Meeting in an orderly fashion provided that the interests or the fundamental rights and freedoms of the data subject are not overriding.

Within the company, access to personal data will be granted to those parties who require the data in order to fulfill statutory obligations. The service providers engaged by the company to enable holding of the General Meeting, who are bound to comply with data protection law under processing agreements where necessary, may also obtain data for the above-mentioned purposes. These include recipients in the following categories: service providers for General Meetings, IT service providers, printing and mailing of shareholder documents, telecommunications, legal advisors. Personal data will also be communicated to other shareholders through the participation list and the participants in the General Meeting in the course of exercising shareholder rights, and potentially to the public or public authorities to fulfill statutory reporting obligations, including on the company's website (e.g. additional item requests, counter-motions, nominations, voting rights communications).

The storage period (subject to special legal requirements) is regularly up to three years for the data collected in connection with General Meetings. After this period, the data will be erased unless other statutory obligations require further retention of the data, in particular retention periods under trade law and tax law (up to 10 years), the data is necessary for the establishment, exercise or defense of legal claims under the applicable limitation provisions (up to 30 years) or if the controller has a legitimate interest in this regard.

The data subject has the right to access information (section 15 of the GDPR), the right to rectification (section 16 of the GDPR), the right to erasure (section 17 of the GDPR), the right to restriction of processing (section 18 of the GDPR), the right to object against the processing (section 21 of the GDPR) and the right to data portability (section 20 of the GDPR). The restrictions of sections 34 and 35 of the Federal Data Protection Act (BDSG) apply for the right to access information and the right to erasure. Rights can be exercised by contacting the data protection officer indicated above. The data subject also has the right to lodge a complaint with the data protection officer listed above or with a data protection supervisory authority.

Information regarding the right to object pursuant to section 21 of the GDPR

You have the right to object, on grounds relating to your particular situation, at any time, to processing of personal data concerning you that is based on overriding legitimate interests pursuant to section 6 (1)(f) of the GDPR. After you object, we will no longer process the personal data unless we can demonstrate compelling legitimate grounds for the processing which override your interests, rights and freedoms, or if processing is necessary for the establishment, exercise or defense of legal claims.

Schrobenhausen, June 2023

BAUER Aktiengesellschaft
The Executive Board

BAUER Aktiengesellschaft

BAUER-Strasse 1
86529 Schrobenhausen, Germany

Investor Relations
Phone: +49 8252 97-1095
E-Mail: investor.relations@bauer.de