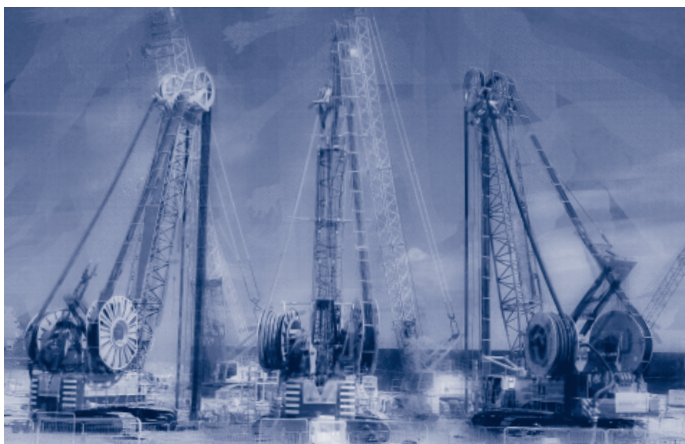


Invitation

to the Annual General Meeting on June 27, 2019



The Group at a glance

IFRS in EUR million		2017	2018	Change 2017/2018
Total Group revenues		1,772.0	1,686.1	-4.9%
of which	Germany	477.8	467.1	-2.3%
	International	1,294.2	1,219.0	-5.8%
	International in %	73.0	72.3	n/a
of which	Construction	835.0	767.6	-8.1%
	Equipment	754.5	723.1	-4.2%
	Resources	248.2	261.5	5.3%
	Other/Consolidation	-65.7	-66.1	n/a
Consolidated revenues		1,688.1	1,616.9	-4.2%
Sales revenues		1,667.9	1,589.1	-4.7%
Order intake		1,741.7	1,721.9	-1.1%
Order backlog		977.8	1,013.6	3.7%
EBITDA		182.6	198.6	8.8%
EBITDA margin in % (of sales revenues)		11.0	12.5	n/a
EBIT		89.6	100.1	11.7%
EBIT margin in % (of sales revenues)		5.4	6.3	n/a
Earnings after tax		3.7	24.1	n/a
Capital investment in property, plant and equipment		102.6	103.4	0.8%
Equity		418.7	431.8	3.1%
Equity ratio in %		25.9	26.5	n/a
Total assets		1,617.7	1,632.3	0.9%
Earnings per share		0.16	1.32	n/a
Distribution		1.71	1.71 *	n/a
Dividend per share in EUR		0.10	0.10 *	n/a
Return on equity after tax in %		0.8	5.8	n/a
Employees (on average over the year)		10,913	11,643	6.7%
of which	Germany	3,992	4,046	1.4%
	International	6,921	7,597	9.8%

* Proposed; subject to the consent of the Annual General Meeting to be held on June 27, 2019

Dear Shareholders,

We hereby invite you to attend the

Annual General Meeting of BAUER Aktiengesellschaft

on

Thursday, June 27, 2019 at 10 a.m.

(doors open at 9 a.m.)

at the corporate head office of BAUER Aktiengesellschaft,
BAUER-Strasse 1, 86529 Schrobenhausen, Germany.

I. Agenda

1. Presentation of the confirmed annual financial statements of BAUER Aktiengesellschaft, the approved consolidated financial statements of the Group, the Combined Management Report of BAUER Aktiengesellschaft and the Group, and the report of the Supervisory Board for the 2018 financial year, together with the explanatory report of the Management Board relating to the disclosures pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB)

The annual financial statements were confirmed by the Supervisory Board and the consolidated financial statements approved on April 11, 2019. Consequently, in accordance with Sections 172 et seqq. of the Stock Corporation Act (AktG), no resolution from the Annual General Meeting is required in relation to this agenda item.

2. Resolution on the appropriation of net profit available for distribution from the 2018 financial year

The Management Board and Supervisory Board propose the following resolutions:

that the net profit of BAUER Aktiengesellschaft for the 2018 financial year totaling EUR 1,713,100.00 be appropriated as follows:

payment of dividend to shareholders of EUR 0.10 per	
dividend-bearing no-nominal-value share of 17,131,000	
dividend-bearing no-nominal-value shares	EUR 1,713,100.00

3. Resolution on ratification of the actions of the members of the Management Board for the 2018 financial year

The Management Board and Supervisory Board propose a resolution that the actions of the members of the Management Board during the 2018 financial year be ratified for this period.

4. Resolution on ratification of the actions of the members of the Supervisory Board for the 2018 financial year

The Management Board and Supervisory Board propose a resolution that the actions of the members of the Supervisory Board during the 2018 financial year be ratified for this period.

5. Election of auditors for the Company and the Group for the 2019 financial year

On the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, branch office Stuttgart be elected as auditors of the parent Company's financial statements and the Group consolidated financial statements for the 2019 financial year.

6. Election to the Supervisory Board

The Supervisory Board member Dr. Klaus Reinhardt, who was elected by the shareholders, resigned his mandate as of October 31, 2018. Effective November 1, 2018 Prof. Dr.-Ing. E.h. Thomas Bauer was appointed by court order as a member of the Supervisory Board of the Company and subsequently elected by the Supervisory Board as Chairman of the Supervisory Board. According to the application, the appointment by court order was limited to the end of the next Annual General Meeting, so that the term of office of Prof. Thomas Bauer expires at the end of the Annual General Meeting on June 27, 2019 and a by-election for the remainder of the term of office of the departing member shall be held pursuant to Section 7 (5) of the Company's Articles of Association.

In accordance with Section 96 (1), and Section 101 (1) of the AktG, Section 7 (1) sentence 1 no. 1 of the German Co-Determination Act (MitbestG), and Section 7 (1) of the Articles of Association, the Supervisory Board is comprised of six shareholder representatives and six employee representatives. The minimum contingent of female, as well as male, members of the Supervisory Board is 30%. The minimum contingent must generally be fulfilled by the Supervisory Board as a whole. The shareholder representatives as well as employee repre-

representatives objected to the fulfillment of the overall contingent on the grounds of a resolution unanimously approved by each group, which was communicated to the Chairman of the Supervisory Board. The minimum contingent for this election therefore has to be met separately for the shareholder representatives and employee representatives and amounts to two women and two men for each group.

In accordance with Section 100 (2) sentence 1 no. 4 of the German Stock Corporation Act, shareholders who hold more than 25% of the voting rights in the Company and are members of the family pool have proposed to elect Prof. Thomas Bauer as a member of the Supervisory Board. The Supervisory Board adopted this nomination by its resolution of April 11, 2019. The Annual General Meeting is not tied to nominations. The plan is to elect the members of the Supervisory Board individually.

The Supervisory Board proposes, taking into account the objectives adopted by the Supervisory Board for its composition, to elect **Prof. Dr.-Ing. E.h. Dipl.-Kfm. Thomas Bauer**, residing in Schrobenhausen, freelance management consultant, as a member of the Supervisory Board for the period from the end of the Annual General Meeting on June 27, 2019 until the end of the Annual General Meeting that will formally ratify the actions of the Supervisory Board for the 2020 financial year.

If elected by the Annual General Meeting, Prof. Thomas Bauer will again stand for the position of Chairman of the Supervisory Board.

The candidate proposed for election to the Supervisory Board holds the following other memberships on other statutory supervisory boards or similar domestic and foreign controlling bodies:

BAUER Egypt S.A.E., Cairo, Egypt, Chairman

BAUER Deep Drilling GmbH, Schrobenhausen, member

DEUSA International GmbH, Bleicherode, Chairman

Maurer SE, Munich, member

In the opinion of the Supervisory Board, the proposed candidate has expertise in the area of accounting within the meaning of Section 100 (5) of the AktG.

Please note that until October 31, 2018, Prof. Thomas Bauer was CEO of the Company and has since then provided independent services to the Company and its affiliates, to which the Supervisory Board has given its approval. Furthermore, Prof. Thomas Bauer is a significant shareholder of the Company and a member of the voting pool of the family shareholders, who hold a total of 48.19% of the voting rights in BAUER Aktiengesellschaft and whose members are related to the proposed candidate. The proposed candidate is also the brother of Dr.-Ing. Johannes Bauer and Elisabeth Teschemacher, both of whom are on the Company's Supervisory Board and are members of the aforementioned pool of voters of family shareholders. Moreover, the Supervisory Board is of the opinion that the Supervisory Board still has a reasonable number of independent members and that the change of the candidate from the Management Board to the Supervisory Board within the two-year waiting period is reasonable and important for the composition and the objectives of the Supervisory Board.

Further details on the career of the proposed candidate can be found on the Company's website at www.bauer.de under Investor Relations/Annual General Meeting/2019 where his CV is published.

7. Resolution on the authorization of the Management Board to acquire and use own shares with the option to exclude shareholders' subscription rights to acquire further shares and to other tender rights

The authorization to acquire own shares resolved at the Annual General Meeting on June 26, 2014 expires on June 25, 2019. For this reason, the Management Board is to be authorized again to acquire own shares for a further five years.

The Management Board and Supervisory Board propose the following resolutions:

- a) In accordance with Section 71 (1) no. 8 of the AktG the Company is hereby authorized to acquire own shares with a proportionate amount of share capital of up to 10% of the share capital of the Company at the time of the resolution until June 26, 2024, provided that the shares acquired on the basis of this authorization, together with other shares of the Company, which the Company has already acquired and still owns or which are attributable to it in accordance with Sections 71 et seqq. of the AktG, at no time account for more than 10% of the share capital of the Company.

The acquisition is to be made at the discretion of the Management Board by means of a purchase offer to all shareholders or by public invitation to submit an offer to sell (purchase offer or solicitation offer hereinafter referred to as „public tender offer“) or via the stock exchange and must comply with the principle of equal treatment of shareholders (Section 53 a of the AktG).

- aa) To the extent that the acquisition is made via the stock exchange, the purchase price per share paid by the Company (excluding ancillary costs) may not be more than 10% above or below the arithmetic mean of the closing prices of shares of the Company in Xetra trading (or comparable successor system) on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the day of obligation to purchase the shares.
- bb) To the extent that the acquisition is conducted by means of a public tender offer, the purchase price or the limits of the purchase price span per share (excluding ancillary costs) may be no more than 10% above or below the arithmetic mean of the closing prices per share in the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the three trading days prior to the publication of

the public tender offer. If significant variations of the decisive share price occur after the publication of the public tender offer, the purchase price may be adjusted. In this case, the arithmetic mean of the Company's closing prices per share in Xetra trading (or a comparable successor system) will be adjusted on the three trading days prior to the date of publication of any adjustment; the 10% limit for exceeding and falling below is applicable to this amount.

If the offer is oversubscribed, the acquisition is to be made according to the ratio of the tendered shares. In addition, shares may be commercially rounded to avoid fractional shares. A preferential acceptance of small quantities (up to 50 tendered shares per shareholder) may be provided for. Any further right of tender by the shareholders is excluded. The public tender offer may provide for additional conditions.

- b) The Management Board is authorized to sell or transfer own shares of the Company acquired on the basis of the above authorization, in compliance with the legal requirements, in addition to a sale on the stock exchange or an offer addressed to all shareholders for any legally permissible purpose, in particular in pursuit of one or more of the following purposes:
 - aa) The shares maybe be sold for cash at a price (excluding ancillary costs) not materially below the stock market price of the Company's shares carrying the same rights in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange at the time of the sale. This authorization is restricted to shares with a proportionate amount of the share capital, which may not exceed 10% of the share capital, neither at the time this authorization takes effect nor, – if this value is lower – , at the time this authorization is exercised. The maximum limit of 10% of the share capital is reduced by the proportionate amount of the share capital attributable to those shares issued or sold during the term of this authoriza-

tion under exclusion of subscription rights in accordance with Section 186 (3) sentence 4 of the AktG.

- bb) The shares may be transferred to third parties, provided this is done for the purpose of purchasing companies, parts of companies or participations in companies or other assets or effecting company mergers.
- cc) The shares may be issued to employees and directors of the Company and its affiliates and used to service rights to acquire or purchase shares in the Company, that have been or will be granted to employees and directors of the Company or its affiliates, such as stock options or in the context of employee participation programs.
- c) The Management Board is authorized to redeem its treasury shares acquired on the basis of the above authorization without further resolution by the Annual General Meeting. The redemption may also be effected without a capital reduction by adjusting the proportionate arithmetical amount of the remaining no-nominal-value shares in the share capital of the Company. In this case, the Management Board is authorized to adjust the number of no-nominal-value shares in the Articles of Association.
- d) The authorizations to acquire the Company's treasury shares, to resell them and to redeem them in accordance with letters a) to c) may be exercised in whole or in part, one or more times, for the pursuit of one or more purposes. In addition, the authorization to acquire shares and resell them may be exercised by the Company at the option of the Management Board, by Group companies dependent on the Company within the meaning of Section 17 of the AktG, or by third parties for the account of the Company or its dependent Group companies.
- e) If the acquired treasury shares are used for one or more of the purposes stated in letters b) aa) to cc), the shareholders' sub-

scription rights excluded. If the acquired treasury shares are sold via the stock exchange, then the shareholders shall also have no subscription right. In the event of a sale of the acquired treasury shares through a public offer to all shareholders, which takes place in compliance with the principle of equal treatment, the Management Board is authorized to exclude the shareholders' subscription right for fractional amounts.

- f) The Supervisory Board may determine that measures of the Management Board based on this resolution of the Annual General Meeting may only be made with its approval. The Management Board may only make use of the authorizations in letters b) with the consent of the Supervisory Board.

II. Report of the Management Board pursuant to Section 71 (1) no. 8 of the Stock Corporation Act in conjunction with Section 186 (4) of the AktG on agenda item 7

With the authorization proposed under agenda item 7, the Company wishes to be able to acquire shares on the basis of Section 71 (1) no. 8 of the AktG. It would thus be in a position to acquire own shares in a volume of up to 10% of the share capital by June 26, 2024 (Section 71 (2) of the AktG). The acquisition should also be able to be carried out by Group companies dependent on the Company in the sense of Section 17 of the AktG or by third parties for their or the Company's account.

Acquisition of the Company's treasury shares

In addition to the acquisition via the stock exchange, the Company shall be able to acquire its own treasury shares through a public offer to buy addressed to the shareholders of the Company or through the public solicitation of an offer to sell at the prices set out in the authorization, which shall be based on the stock market price of the Company's share. The principle of equal treatment in accordance with Section 53 a of the AktG must be observed. In the case of public tender offers, shareholders can decide how many shares and, given

a price range, what price they wish to offer to the Company. If the number of shares offered at the quoted bid price exceeds the number of shares demanded by the Company, it should be possible, according to the proposed authorization, for the purchase to take place according to the ratio of tendered shares (tender quotas). Only if, in principle, a purchase takes place according to tender ratios, instead of investment quotas, can the purchase procedure be technically handled within an economically reasonable framework. In addition, it should be possible to provide for preferential acceptance of smaller quantities of up to a maximum of 50 shares per shareholder. On the one hand, this option serves to avoid small remnants and a potentially de facto disadvantage to small shareholders. On the other hand, it also serves to simplify the technical handling of the acquisition procedure. Finally, in all cases a rounding according to commercial principles to avoid mathematical fractions of shares should be provided for. This also serves to facilitate the technical handling. The exclusion of any further rights of the shareholders to offer shares will be justified for objective reasons and reasons appropriate for the shareholders. The purchase offer or the invitation to submit an offer to sell may underlie additional conditions.

Use of Company's treasury shares

The treasury shares acquired by the Company may be resold on the stock exchange or through a public offering to all shareholders. In this way, the resale of shares complies with the principle of equal treatment of all shareholders. Insofar as the shares are sold through an offer to all shareholders, the Management Board shall be authorized to exclude shareholders' subscription rights to shares for fractional amounts. This very limited exclusion of subscription rights often makes the sale of shares possible and is necessary in order to be able to present a technically feasible acquisition ratio. The surplus shares excluded from the shareholders' subscription rights will be realized either by being sold off through the market or in some other way to the optimum benefit of the Company. The potential dilution is minimized because of the limitation to residual amounts and is therefore objectively justifiable.

In addition, under the proposed authorization, the Company may also sell the acquired treasury shares for cash outside of the stock exchange without a tender offer addressed to all shareholders. The prerequisite for this is that the shares are sold at a price that is not significantly lower than the market price of shares of the Company at the time of the sale. As a result, the Management Board is in a position to quickly and flexibly seize the opportunities offered by favorable stock market situations and to achieve the highest possible resale price by setting prices close to the market, thus achieving the greatest possible strengthening of equity capital or opening up new investor groups. This authorization makes use of the option for the simplified exclusion of subscription rights permitted by Section 71 (1) no. 8 of the AktG in analogous application of Section 186 (3) sentence 4 of the AktG. The exclusion of subscription rights serves the interests of the Company in achieving the best possible price on the sale of its own shares. The proceeds from the sale, which are achievable through close-to-market pricing, generally lead to a significantly higher cash inflow per share sold than in the case of a share placement with subscription rights, which generally comes at a significant discount from the stock exchange price. The authorization is subject to the proviso that the shares issued under exclusion of subscription rights may not exceed 10% of the share capital. Shares issued from authorized capital during the term of the resale authorization under exclusion of subscription rights in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act shall be counted towards this limit. The idea of dilution protection for shareholders is taken into account by the fact that the shares may only be sold for a price that is not significantly lower than the relevant market price. The financial and voting rights interests of the shareholders are adequately protected in this way during the selling of the Company's treasury shares. Shareholders generally have the opportunity to maintain their investment quota on comparable terms by buying shares via the stock exchange.

It is further proposed that the Company be enabled to transfer treasury stock as consideration to third parties, provided this is done for the purpose of acquiring companies, parts of companies, participations in companies or other assets or effecting Company mergers. The subscription right of the shareholders should also be excluded in this context. International competition and the globalization of the economy can demand the consideration in the form of shares in such transactions. The proposed authorization is intended to give the Company the necessary room to maneuver in order to be able to take advantage of opportunities for business combinations or acquisitions quickly and flexibly. If a subscription right were to be granted, this would not be possible and the associated benefits for the Company would not be achievable. The Management Board shall ensure that the interests of the shareholders are appropriately maintained when assessing the valuation ratios. However, a schematic reference to a market price is not provided, in particular in order not to question the results of negotiations that have been achieved in the event of fluctuations in the stock market price.

Acquired treasury shares may also be used as employee shares to the exclusion of shareholders' subscription rights, so that they can be offered for purchase to employees and executive management members of the Company or its affiliated companies. This can help to strengthen identification with the Company and employee loyalty to the Company. The transfer of repurchased treasury shares instead of a purchase on the stock exchange can be an economically viable alternative that reduces the otherwise incurred expenditure. The proposed exclusion of subscription rights is a prerequisite for using the treasury shares acquired in order to be able to transfer them to employees and members of the management.

Finally, the proposed resolution contains the authorization of the Company to redeem treasury shares without further resolution of the Annual General Meeting. The authorization allows the Company to react appropriately and flexibly to the respective capital market

situation. In accordance with Section 237 (3) no. 3 of the AktG, the proposed authorization provides that the Management Board may also redeem the shares without a capital reduction. By redeeming treasury shares without a capital reduction, the percentage of the remaining no-par-value shares in the share capital of the Company is correspondingly raised. The Management Board is therefore authorized in this respect to adjust the Articles of Association with regard to the changed number of no-nominal-value shares.

The Management Board may only make use of the authorization to sell treasury shares also outside the stock exchange without a tender offer addressed to all shareholders, as well as the authorization to transfer treasury shares to the extent that this is done to purchase companies, parts of companies or participations in companies or other assets, or carrying out mergers, with the approval of the Supervisory Board. The Supervisory Board may determine that measures of the Management Board based on the proposed resolution of the Annual General Meeting may only be made with its approval.

The Management Board, in agreement with the Supervisory Board, considers the exclusion of the subscription right in the aforementioned cases to be objectively justified, taking into account a possible dilutive effect, and appropriate in the interests of the shareholders. The Management Board will inform at the next Annual General Meeting regarding the utilization of the aforementioned authorization.

III. Further particulars relating to convening of the Annual General Meeting

Share capital and voting rights

At the time of convening the Annual General Meeting the share capital of the Company totaling EUR 73,001,420.45 is divided into 17,131,000 no-nominal-value bearer shares with the equivalent voting rights. At the time of convening the Annual General Meeting the Company holds no treasury shares.

Requirements for attendance at the Annual General Meeting and exercising of voting rights

In accordance with Article 16, paragraph 1 of the Company's Articles of Association, only those shareholders shall be entitled to participate in the Annual General Meeting and exercise their voting rights who have registered in text form with the office designated below and furnished proof of their entitlement. Written confirmation of share ownership from the depository institution shall suffice as proof. The proof of ownership shall be referred to the start of the 21st day before the meeting – that is, June 6, 2019, 00:00 hours (record date). Registration and proof of shareholding must be received no later than **June 20, 2019, 24:00** hours at the following address:

BAUER Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 89 21027 289
E-mail: inhaberaktien@linkmarketservices.de

On receipt of their registration and proof of shareholding by the designated office, shareholders will be sent tickets to attend the Annual General Meeting including proxy voting forms. Tickets are issued purely for organizational reasons, and do not embody any additional precondition for attendance.

Significance of the record date

The record date is the key date for determining the extent and exercise of attendance and voting rights at the Annual General Meeting. Only those parties who have furnished proof of share ownership to the Company by the record date shall be acknowledged as Company shareholders authorized to attend the Annual General Meeting or exercise voting rights. Changes to the share stock after the record date are irrelevant. Shareholders who acquired their shares only after the record date are thus not entitled to attend the Annual General Meet-

ing. Shareholders who have duly registered and furnished proof of share ownership are still entitled to attend the Annual General Meeting and exercise their voting rights even if they sell the shares after the record date. The record date has no influence on the saleability of the shares, and is not a relevant date for determining any possible dividend entitlement.

Proxy voting procedure

Shareholders may also exercise their entitlement to participate and vote by means of a proxy, such as by the depository bank, a shareholders' association or another person of their choosing. In this case, too, timely registration of the shares and proof of share ownership in accordance with the above provisions is required. The assignment and revocation of proxy voting rights, as well as the proof of such authorization furnished to the Company, must be in text form.

Proof of proxy voting rights must either be presented on the day of the Annual General Meeting by the authorized proxy or be furnished by means of a declaration to the Company by post, fax, or electronically by e-mail, no later than June 26, 2019, 24:00 hours to the following address:

BAUER Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 89 21027 289
E-mail: inhaberaktien@linkmarketservices.de

A proxy form will be issued to the parties duly registered to attend the Annual General Meeting along with their entry ticket. If a shareholder appoints more than one person as proxy, the Company may reject one or more of them.

The above provisions regarding the form of proxy voting rights do not extend to the form of assignment and revocation of proxy voting

rights and proof of such proxy voting rights assigned to banks, shareholders' associations or equivalent bodies pursuant to Section 135 AktG. Special provisions may apply in this respect. We would therefore request our shareholders who are intending to appoint banks, shareholders' associations or equivalent organizations pursuant to Section 135 AktG as their proxies to consult the organizations concerned in good time with regard to the appropriate form of proxy.

Procedure for voting by Company-appointed proxy

The Company further offers its shareholders the option of being represented by Company proxies. The assignment and revocation of proxy voting rights, as well as the proof of such authorization furnished to the Company, must be in text form. Where Company-appointed proxies are assigned, they must in all cases be issued with instructions as to how voting rights are to be exercised. Without such instructions the proxy assignment is invalid. The proxies are obliged to vote in accordance with instructions. Details, as well as a proxy authorization and voting form, are included in the documentation package sent out to duly registered shareholders. Proxy assignments and voting instructions must be received by no later than June 26, 2019, 24:00 hours at

BAUER Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 89 21027 289
E-mail: inhaberaktien@linkmarketservices.de.

Proxy assignments and voting instructions submitted to the said address can no longer be changed in this way after June 26, 2019, 24:00 hours. The right to revoke a proxy in the event of personal attendance at the Annual General Meeting remains unaffected. Even where Company-appointed proxies are assigned, the shareholder's registration and proof of share ownership from the depository bank pursuant to the provisions set out above must still be received in the required form by the stipulated date and time.

It will additionally be possible for shareholders attending the Annual General Meeting who leave before votes are cast to assign proxy rights and issue voting instructions to the Company-appointed proxies on leaving in order to exercise their voting rights.

There is no obligation to use the voting forms offered by the Company and/or to give authorization and voting instructions to the Company-appointed proxies.

Shareholders' rights: Additional agenda items

In accordance with Section 122 (2) of the AktG, shareholders whose shares together account for one twentieth part of the share capital, or reach the proportional amount of EUR 500,000, may demand that items be placed on the agenda and publicized as such. Any new item must be accompanied by a statement of reasons or a proposed resolution. The demand must be submitted in writing to the Management Board in accordance with Section 126 of the German Civil Code (BGB). Demands for the inclusion of additional agenda items must be received by the Company at least 30 days before the Annual General Meeting – that is, by no later than May 27, 2019, 24:00 hours. Please submit any such demands to the following address:

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

Shareholders' rights: Motions and proposals for election

All shareholders in relation to agenda items are entitled to submit motions in accordance with Section 126 (1) AktG or proposals for the election of auditors of the parent Company and of the Group and/or, if applicable, of members of the Supervisory Board 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 in the Investor Relations / Annual General Meeting / 2019 section, 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 Annual General Meeting – that is, by June 12, 2019, 24:00 hours. 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. Proposal for the election of the members of the Supervisory Board also do not have to be made accessible if they do not contain any attachment stating the details of the memberships of the proposed candidates on other supervisory boards within the meaning of section 125 (1) sentence 5 of the AktG. 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 are to be sent only to the following address:

BAUER Aktiengesellschaft

- Investor Relations -

BAUER-Strasse 1

86529 Schrobenhausen, Germany

Fax: +49 8252 97-2900

E-mail: bauerag.hv2019@bauer.de

Shareholders' rights: Right of information

At the Annual 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 and to the position of the Group and of the companies consolidated into the Group's annual financial statements. To facilitate full and accurate response, shareholders and their proxies wishing to ask questions at the Annual General Meeting are kindly requested to submit such questions as early as possible to the above address. This submission is not a formal requirement in terms of receiving a reply to a question. The right of information remains unaffected.

IV. Information and documentation relating to the Annual General Meeting

The annual financial statements of BAUER Aktiengesellschaft and the consolidated financial statements of the Group to December 31, 2018, together with the Combined Management Report of BAUER Aktiengesellschaft and of the Group, the report of the Supervisory Board on the 2018 financial year and the proposal of the Management Board regarding the appropriation of net profit available for distribution will be available for inspection at the offices of BAUER Aktiengesellschaft as from the date of convening the Annual General Meeting. In accordance with Section 124a of the AktG, they and all other documents subject to mandatory publication along with further explanations of shareholder rights are also available to view on the Company's website at www.bauer.de, in the Investor Relations / Annual General Meeting / 2019 section. The aforementioned documents will also be available for inspection during the Annual General Meeting on June 27, 2019. We hereby give notice that the legal duty of publication is fulfilled by the said publication on the Company's website. The documents will therefore be sent out to shareholders on request once, free of charge, by ordinary post in due course. The results of voting will also be published on the Company's website when the Annual General Meeting has ended.

V. Information concerning data privacy

The controller responsible 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 our Data Protection Officer at bag-datenschutz@bauer.de or by writing to the above-mentioned contact information „FAO Data Protection Officer“.

The Company processes personal data (in particular name, address, other contact details, signature, shareholding, voting behavior, verbal submissions) of shareholders and shareholder representatives for the execution of the Annual General Meeting (in particular for participation and exercise of further shareholder rights) and for communication with the shareholders / shareholder representatives, which are forwarded by them to the Annual General Meeting or transmitted to the Company by their custodian institutions or proxies. If the personal data required by law for the identification and processing of participation in the Annual General Meeting is not made available to us, participation in the Annual General Meeting cannot be organized.

The legal basis for the processing are the respective provisions of the German Stock Corporation Act and the Securities Trading Act in conjunction with Article 6 (1) (c) of the GDPR. In addition, processing pursuant to Art. 6 (1) f) of the GDPR takes place in order to safeguard the legitimate interests of the controller to organize and execute the Annual General Meeting, unless the interests, fundamental rights or fundamental freedoms of the data subject prevail.

Within the Company, those offices that need personal data to fulfill the legal obligations are given access to it. Also, service providers

employed by the Company to execute the Annual General Meeting, which are required to comply with data processing contracts as far as necessary, may receive data for the aforementioned purposes. These are recipients in the categories: General Meeting service providers, IT service providers, printing and distribution of shareholder documents, telecommunications, and legal advisers. In addition, personal data is also published for the other shareholders through the list of participants and to the shareholders of the Annual General Meeting in the context of the exercise of shareholder rights and, if applicable, for the public bodies by fulfilling legal reporting obligations via the Company's website (such as supplementary requests, counter-motions, nominations, voting rights announcements).

For the data collected in the context of Annual General Meetings, the period of storage (subject to special legal requirements) is regularly up to three years. After this period, personal data must be erased if there are no other legal obligations for further storage of the data, particularly with regard to storage periods under commercial and fiscal law (up to 10 years), if the data are required for the assertion, exercise or defense of legal claims in the context of valid statutes of limitations (up to 30 years), or if a legitimate interest of the controller exists.

The data subject has the rights, with regard to his or her personal data, to obtain information (Art. 15 GDPR), to rectification (Art. 16 GDPR), to erasure (Art. 17 GDPR), to restriction of processing (Art. 18 GDPR), to object to processing (Art 21 GDPR) and to data portability (Art. 20 GDPR). The restrictions according to Sections 34, 35 of the German Federal Data Protection Act (BDSG) apply to the right of access and the right of cancellation. The assertion of the rights can be made to the above-mentioned Data Protection Officer. There is also the option of lodging a complaint to the above-mentioned Data Protection Officer or to a data protection supervisory authority.

Information about the right of objection according to Art. 21

GDPR

You have the right, for reasons arising from your particular situation, to object at any time to the processing of personal data which is based on predominant legitimate interests pursuant to Art. 6 (1) (f) of the GDPR. We will then stop processing your personal data unless we can demonstrate compelling, legitimate grounds for the processing that outweigh your interests, rights and freedoms, or the processing serves the assertion, exercise or defense of legal claims.

Schrobenhausen, April 2019

BAUER Aktiengesellschaft

The Management Board

DATES 2019

April 15, 2019	Publication Annual Report 2018 Annual Press Conference Analysts' Conference
Mai 14, 2019	Quarterly Statement Q1 2019
Juni 27, 2019	Annual General Meeting
August 14, 2019	Half-Year Interim Report to June 30, 2019
November 14, 2019	Quarterly Statement 9M/Q3 2019

You will find more information on the BAUER Group on the Internet at www.bauer.de.

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