



■ BAUER Aktiengesellschaft

# **Invitation** **to the Annual General Meeting** 2025

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

**Unique identifier for the event: BAUE250701GM**

We invite the shareholders of our company to attend the

**Annual General Meeting of BAUER Aktiengesellschaft**

that will be held on

**Thursday, July 10, 2025 at 10:00 a.m. (entry starting from 9:00 a.m.) (Central European Summer Time – CEST)**

at the headquarters of BAUER Aktiengesellschaft, BAUER-Strasse 1, 86529 Schrobenhausen, Germany.

## I. AGENDA

### 1. Submission of the adopted annual financial statements of BAUER Aktiengesellschaft, the approved consolidated financial statements, the combined management report of BAUER Aktiengesellschaft and the Group, the report of the Supervisory Board, all for the 2024 financial year

The annual financial statements of the company and the consolidated financial statements were adopted by the Supervisory Board on May 7, 2025. The annual financial statements are thus approved. 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).

### 2. Resolution regarding formal approval of Executive Board members for the 2024 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 2024 financial year for that period.

### 3. Resolution regarding formal approval of Supervisory Board members for the 2024 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 2024 financial year for that period.

### 4. Election of the auditor and Group auditor for the 2025 financial year

The Supervisory Board proposes the election of Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, as auditor and Group auditor for the 2025 financial year.

## II. 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 registered ordinary 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 are entered in the share register and have registered in time before the General Meeting are allowed to participate in the General Meeting and to exercise their voting rights. The date of the General Meeting and the date of receipt are not included when calculating this period. Registration in text form must therefore be received by the company at the following address in German or English by July 3, 2025, 24:00 hours (CEST) at the latest (the "registration deadline"):

HCE Consult AG  
Registration Office for BAUER AG  
PO Box 820335, 81803 Munich, Germany  
E-mail: anmeldestelle@hce-consult.de

To facilitate registration, the shareholders are sent a registration form on request together with the invitation. Registrations which are not received at the address or email address indicated above until after July 3, 2025, 24:00 hours (CEST) - regardless of the grounds for this - can no longer be considered owing to legal reasons.

Only those shareholders who are entered in the share register will be considered company shareholders. Accordingly, the right to participate in the General Meeting and exercise voting rights is determined by the registration status in the share register on the date of the General Meeting. For operational reasons, however, deletions and entries in the share register are not carried out on the date of the General Meeting and during the last six days before the date of the General Meeting, that is, from July 4, 2025, 0:00 hours (CEST) up to and including July 10, 2025, 24:00 hours (CEST) (referred to as the stop of re-registration). Therefore, the registration status in the share register on the date of the General Meeting corresponds to the status at the end of the day on the registration deadline, July 3, 2025, 24:00 hours (CEST) (referred to as the technical record date). The stop of re-registration does not restrict the trade of shares, the shares are not blocked.

After receipt of registration at the designated address, the shareholders will be sent attendance cards with a power of attorney form for the General Meeting. Attendance cards do not constitute a prerequisite for participation in the General Meeting or exercising voting rights, but are provided purely for organizational purposes. Shareholders who are entered in the share register and have registered properly before the General Meeting are allowed to participate in the General Meeting and to exercise their voting rights even without an attendance card.

#### **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, entry in the share register as well as proper and timely registration of the shares 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 in advance of the General Meeting for organizational reasons no later than July 9, 2025, 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:

HCE Consult AG  
Registration Office for BAUER AG  
PO Box 820335, 81803 Munich, Germany  
E-mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

A power of attorney form is sent to the shareholders with the registration form. 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.

Even after granting power of attorney, shareholders are allowed to exercise their rights in person during the General Meeting. Attendance in person is considered a withdrawal of any power of attorney that has been previously granted.

### **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, entry in the share register as well as proper and timely registration of the shareholder are required according to the above terms. 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 by the company for organizational reasons no later than July 9, 2025 at 24:00 hours (CEST) at

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 Registration Office for BAUER AG  
 PO Box 820335, 81803 Munich, Germany  
 E-mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

Up to this deadline, in advance of the General Meeting, any withdrawal of power of attorney or changes to instructions that are received at this address or e-mail address will also be taken into account. On the date of the General Meeting, it is permitted to issue powers of attorney and instructions to the proxies appointed by the company who are bound to follow instructions, to change instructions or to withdraw power of attorney in text form even at the entrance and exit controls of the General Meeting.

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 June 15, 2025, 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/en/general-meeting](http://www.bauer.de/en/general-meeting) 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 June 25, 2025, 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. 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](mailto:hauptversammlung@bauer.de)

Counter-motions and nominations sent to other addresses will not be considered.

The right of each shareholder to submit counter-motions to the different agenda items or to propose nominations during the General Meeting, even without prior transmission to the company, remains unaffected.

### **Shareholder rights: Right to information**

By request, each shareholder must be given information from the Executive Board 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 address for motions and nominations stated in the above section as early as possible. Sending questions is not a formal prerequisite for receiving a response. The right to information remains unaffected by this.

## **III. INFORMATION AND DOCUMENTS CONCERNING THE GENERAL MEETING**

On the company's website at [www.bauer.de/en/general-meeting](http://www.bauer.de/en/general-meeting), the statutory documents to be communicated can be accessed starting from the convocation of the General Meeting as well as during the General Meeting. The statutory documents to be communicated can also be accessed during the General Meeting for review.

#### IV. DATA PROTECTION INFORMATION

For keeping the share register as prescribed by the Stock Corporation Act, for communication with shareholders or proxies and for conducting the General Meeting, BAUER Aktiengesellschaft acting as controller processes the personal data of shareholders and their authorized representatives in compliance with the provisions of the EU General Data Protection Regulation (GDPR) as well as other relevant laws. The Privacy Policy for shareholders and shareholder proxies regarding the processing of personal data in connection with the General Meeting and the share register can be accessed at [www.bauer.de/en/share](http://www.bauer.de/en/share).

Schrobenhausen, May 2025

BAUER Aktiengesellschaft  
The Executive Board

**BAUER Aktiengesellschaft**

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86529 Schrobenhausen, Germany

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