

# Report of the Supervisory Board 2024

BAUER AG, with its shareholdings in companies distributed among the segments of Geotechnical Solutions, Equipment and Resources, performed well over the past financial year. Sales and earnings continued to develop stably, and consolidation work in the Geotechnical Solutions segment above all is showing results. Intensive work is ongoing to face the challenges in the Equipment segment in a competitive market environment. The work of the Supervisory Board in the 2024 financial year was predominantly shaped by the subsequent effects of the cyber attack towards the end of the previous year as well as continuous supervision of the business reorientation in the segments of Geotechnical Solutions, Equipment and Resources in response to changing market developments. The Supervisory Board has intensively monitored the work of the company's Executive Board and has assisted the Executive Board in its work.

Furthermore, the Supervisory Board regularly monitored the work of the Executive Board during the 2024 financial year on the basis of the detailed reports provided by the Executive Board in written and verbal form and provided support in the form of advice. The Executive Board properly discharged its duties to provide the Supervisory Board with regular, prompt and comprehensive information about all questions of strategy, planning, company development, risk development and compliance that are relevant to the company and the Group. Between the meetings, the Executive Board generally submitted monthly written reports on all important business transactions and financial indicators of the Group and the company. Due to a cyber attack on the IT infrastructure in the last quarter of the previous year, however, reporting was restricted at the start of the financial year. The Chairman of the Supervisory Board was also in regular contact with the Executive Board, gathered information as appropriate relating to the course of business and key transactions and discussed strategic topics as well as risk situations.

In the financial year, there were no indications of conflicts of interest among members of the Executive Board or Supervisory Board requiring immediate notification of the Supervisory Board and disclosure to the General Meeting.

## MAIN FOCUS OF CONSULTATIONS IN SUPERVISORY BOARD MEETINGS

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

At the start of the 2024 financial year, the Supervisory Board focused on addressing the annual planning for 2024 as well as the remuneration system for the Executive Board, repealing the remuneration system that applied as of the end of the 2023 financial year, and a resolution was passed regarding the distribution of responsibilities of the Labor Director due to the most recent changes in the Executive Board. Furthermore, resolutions were passed regarding the targets for the composition of the Supervisory Board in line with a competency profile as well as the female quota on the Supervisory Board, and the further development of the offshore business was discussed.

In April, the preliminary figures for the 2023 financial year were addressed and the annual planning for the 2024 financial year was definitively approved. The proposal to convert the shares of BAUER AG from bearer shares to registered shares as well as the creation of a new authorized capital was approved along with additional proposed amendments to the Articles of Association and transactions requiring approval. Moreover, the variable remuneration for members of the Executive Board and the performance bonus framework for BAUER AG were determined. In three meetings of the Supervisory Board in May, June and July of the year under review relating to the annual and consolidated financial statements for the 2023 financial year, also attended and informed by the auditor, a detailed review was undertaken of the respective financial statements along with the combined management report, the dependency report and the proposal of the Executive Board with regard to the appropriation of retained earnings. With the refinancing of the syndicated loan, the combined management report along with the information in the annual and consolidated financial statements were subjected to a supplementary audit. After reviewing the audit reports, the annual and consolidated financial statements were adopted and approved by the Supervisory Board.

Furthermore, the Supervisory Board addressed the invitation to the Annual General Meeting, and discussed the reporting on risk management and internal auditing as another focus in the July meeting.

Other core topics addressed in the meetings in the second half of the year were a revision of the employment contracts for the Executive Board including the remuneration system, as well as the search for an additional member of the Executive Board. In addition, the rules of procedure for the Executive Board were modified. In November, the Supervisory Board also addressed changes in the management of the parent company for the Geotechnical Solutions segment. Furthermore, the state of IT security was reappraised after the cyber attacks in 2023.

### WORK CARRIED OUT BY THE COMMITTEES

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

Two meetings of the Presidial and Personnel Committee were convened, in which the Supervisory Board meetings were prepared. In particular, the remuneration system for members of the Executive Board was addressed and preparations were made for decisions of the Supervisory Board relating to determination of salaries and variable remuneration for members of the Executive Board as well as the company's performance bonus framework. The committee also addressed the composition of the Executive Board and succession to the office of Executive Board members. The modification of the rules of procedure governing the Executive Board members was prepared by the committee.

### COMPOSITION AND ATTENDANCE

As in previous years, in the 2024 financial year there was once again a consistently high participation rate in the Supervisory Board meetings as well as in its committees. The Mediation Committee and Nomination Committee did not meet. The meetings of the Supervisory Board and its committees are all conducted in hybrid form as a rule, with an in-person and video and/or phone conference, in order to facilitate the participation of all members of the Supervisory Board and achieve high participation rates. In the year under review, there were two changes in the composition of the Supervisory Board on the

	Supervisory Board meeting	Presidential and Personnel Committee
<b>Number of sessions held</b>	<b>7</b>	<b>2</b>
Rainer Burg	7	
Alfons Doblinger	7	
Sabine Doblinger	7	
Petra Ehrenfried	7	
Maria Engfer-Kersten	7	
Robert Feiger	4	
Prof. Dr.-jur. Bastian Fuchs	7	2
Reinhard Irrenhauser	7	2
Klaus Pöllath	7	2
Wolfgang Rauscher	7	
Sebastian Sennebogen (since Sep 19, 2024)	2	
Florian Freiherr Tucher von Simmelsdorf (since Sep 19, 2024)	1	
Dipl.-Ing. (FH) Elisabeth Teschemacher (until Sep 19, 2024)	5	
Gerardus N.G. Wirken (until Sep 19, 2024)	5	

shareholder side due to two shareholder requests in accordance with Section 122 AktG regarding additions to the agenda of the General Meeting. Ms. Elisabeth Teschemacher and Mr. Gerardus N.G. Wirken were removed from their positions as members of the Supervisory Board in the Annual General Meeting on September 19, 2024. As their successors, effective as of the end of the General Meeting on September 19, 2024, Mr. Sebastian Sennebogen and Mr. Florian Freiherr Tucher von Simmelsdorf were elected by the General Meeting as shareholder representatives on the Supervisory Board of BAUER AG.

#### **AUDITING OF THE 2024 ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS**

The annual financial statements of BAUER AG as at December 31, 2024 and the consolidated financial statements of the Group prepared according to international accounting standards as well as the Combined Management Report, including the Group Accounting, were audited by the auditors elected by the General Meeting and duly appointed by the Supervisory Board, Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg. The accounts were certified by the auditors with an unqualified opinion. Regarding the dependency report, the auditor issued the following unqualified opinion in accordance with Section 313 (3) of the AktG:

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

The annual and consolidated financial statements along with the combined management report, the dependency report and the auditor's reports were provided in good time to all members of the Supervisory Board, who reviewed these documents. The auditor attended the annual financial review meeting of the Supervisory Board regarding these documents. The Supervisory Board duly noted and concurred with the findings of the auditor's review of the documents. Following conclusion of the Supervisory Board review, no objections were raised, and publication was approved. No objections were raised against the dependency report, particularly including objections against the final statement of the Executive Board regarding the dependency report.

The annual financial statements of BAUER AG and the consolidated financial statements of the Group as well as the final statement of the Executive Board regarding the dependency report were audited and approved by the Supervisory Board in a meeting on May 7, 2025. The annual financial statements of BAUER AG were thus adopted. The Supervisory Board concurred with the proposal of the Executive Board regarding the appropriation of retained earnings. Given the lack of retained earnings, no proposal can be made to the shareholders regarding the appropriation of retained earnings.

On behalf of the Supervisory Board, I would like to thank the members of the Executive Board, all the Group employees and the employee representatives within all Group companies for their great commitment throughout the past financial year. We would also like to thank the departed members of the Supervisory Board, Ms. Elisabeth Teschemacher and Mr. Gerardus N.G. Wirken, for their years of dedication to the company and its employees.

Schrobenhausen, May 2025

#### **The Supervisory Board**



Prof. Dr.-jur. Bastian Fuchs  
Chairman of the Supervisory Board