



Proposed Resolutions of the Supervisory Board

for the

Extraordinary General Meeting on November 19, 2025

Agenda item 1:

Election of the auditor and group auditor for the 2025 financial year and of the auditor for the sustainability report for the 2025 financial year.

The Supervisory Board proposes to appoint MOORE CENTURION Wirtschaftsprüfungs- und Steuerberatungs GmbH (FN 78655w), Vienna, as auditor and as group auditor of the annual financial statements and the consolidated financial statements for the financial year from January 1, 2025 to December 31, 2025.

The Supervisory Board further proposes to appoint KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (FN 269725 f), Linz – insofar as this is required by law for the 2025 financial year – as the auditor of the mandatory sustainability report for the 2025 financial year.

The EU Directive 2022/2464 (Corporate Sustainability Reporting) obliges listed companies to have their sustainability report externally audited. This EU Directive had not yet been transposed into national law by the Austrian legislator on the day this proposed resolution was submitted. In order to avoid a subsequent extraordinary general meeting to appoint an auditor for the sustainability report for the 2025 financial year, a corresponding resolution is to be passed at the upcoming annual general meeting.

Agenda item 2:

Resolution on the change of the Company name and the transfer of the Company's corporate seat and the associated amendments to the Articles of Association in § 1.

On May 22, 2025, Bajaj Auto International Holdings B.V. entered into a call option agreement with Pierer Industrie AG, which enables Bajaj Auto International Holdings B.V. to acquire the Pierer Industrie AG's shares in Pierer Bajaj AG and thus indirectly control over the Company until the end of May 2026 (the "Transaction"). This change of control requires regulatory approvals before the transfer of shares in Pierer Bajaj AG to Bajaj Auto International Holdings B.V. and thus the change of control over the

company may take place. At this point in time, the only pending regulatory condition is the non-prohibition of the transaction in accordance with Regulation (EU) 2022/2560.

The Supervisory Board proposes that the General Meeting resolve, subject to the condition precedent of the non-prohibition of the Transaction in accordance with Regulation (EU) 2022/2560,

- a) to change the Company name of PIERER Mobility AG to Bajaj Mobility AG;
- b) to transfer the Company's corporate seat from Wels to Mattighofen;
- c) to amend the Company's Articles of Association accordingly in '§ 1 Company Name and registered office' so that this provision reads as follows:

*„§ 1 Company Name and registered office“
The stock company is called Bajaj Mobility AG.
The registered office of the company is in Mattighofen.“;*

- d) to instruct the Executive Board to register the amendment of the Articles of Association to „§ 1 Company Name and registered office“ within 28 days of receipt of the non-prohibition of the merger in accordance with Regulation (EU) 2022/2560.

Agenda item 3:

Resolution on the change of the Object of the Company and the associated amendment to the Articles of Association in § 2.

The Supervisory Board proposes that the General Meeting resolve, subject to the condition precedent of the non-prohibition of the Transaction in accordance with Regulation (EU) 2022/2560,

- a) the Object of the Company to reads as follows: *“The object of the company is to act as a holding company, with a particular focus on the acquisition and administration of industrial companies and the performance of services for these companies (group services) as well as corporate advisory services in general.”*
- b) to amend the Articles of Association accordingly in “2 Object of the Company” in its first paragraph so that this provision:

“The object of the company is to act as a holding company, with a particular focus on the acquisition and administration of industrial companies and the performance of services for these companies (group services), as well as corporate advisory services in general.”
- c) to instruct the Executive Board to register the amendment of the Articles of Association to „§ 2 Object of the company“ within 28 days of receipt of the non-prohibition of the merger in accordance with Regulation (EU) 2022/2560.

Agenda item 4:

Elections to the Supervisory Board.

Due to the expected change of control over PIERER Mobility AG, the election resolutions regarding the newly elected members of the Supervisory Board are formulated with a suspensive condition. This means that the mandates of the newly elected members of the Supervisory Board will commence on the day the condition is met. If the expected change of control occurs before the date of the Extraordinary General Meeting on November 19, 2025, this condition shall be ineffective and the newly elected members of the Supervisory Board shall be elected to the Supervisory Board of the company with effect from the end of the Extraordinary General Meeting.

The Members of the Supervisory Board Ewald Oberhammer, Ernst Chalupsky, Michaela Friepeß and Iris Filzwieser have declared to the Company that they will resign their mandates from the Supervisory Board

- a) either at the end of the day on which the merger is not prohibited in accordance with Regulation (EU) 2022/2560, or
- b) if the date of non-prohibition of the merger pursuant to Regulation (EU) 2022/2560 takes place before the date of the next General Meeting, upon expiry of the next General Meeting.

In accordance with Section 7 of the Company's Articles of Association, the Supervisory Board consists of at least three members elected by the General Meeting. The Supervisory Board previously consisted of six members elected by the General Meeting.

In the future, the Company's Supervisory Board shall consist of only four members elected by the General Meeting. If the merger is not prohibited in accordance with Regulation (EU) 2022/2560 before the Extraordinary General Meeting on November 19, 2025, the Supervisory Board shall consist of four members elected by the general meeting with effect from the end of the Extraordinary General Meeting.

Two new members are therefore to be elected to the Company's Supervisory Board at the upcoming Extraordinary General Meeting.

The Supervisory Board proposes that,

- a) with effect from the date of non-prohibition of the merger pursuant to Regulation (EU) 2022/2560, or if the date of non-prohibition of the merger pursuant to Regulation (EU) 2022/2560 is before November 19, 2025, to reduce the Company's Supervisory Board from the current six members elected by the General Meeting to four members elected by the General Meeting.

- b) Pradeep Shrivastava, born on 31.03.1960, with effect from the date of non-prohibition of the merger pursuant to Regulation (EU) 2022/2560 or, if the date of non-prohibition of the merger pursuant to Regulation (EU) 2022/ 2560 is before 19 November 2025, with effect from the end of the Extraordinary General Meeting, in accordance with Section 7 of the Articles of Association and Section 87 (7) of the Austrian Stock Corporation Act (AktG), until the end of the General Meeting that decides on the discharge of the Supervisory Board for the 2029 financial year.

- c) Dr. Wulf Gordian Hauser, born on 25.03.1952, with effect from the date of non-prohibition of the merger pursuant to Regulation (EU) 2022/2560 or, if the date of non-prohibition of the merger pursuant to Regulation (EU) 2022/ 2560 is before 19 November 2025, with effect from the end of the Extraordinary General Meeting, in accordance with Section 7 of the Articles of Association and Section 87 (7) of the Austrian Stock Corporation Act (AktG), until the end of the General Meeting that decides on the discharge of the Supervisory Board for the 2029 financial year.

Pradeep Shrivastava and Dr. Wulf Gordian Hauser have each issued a statement in accordance with § 87 (2) of the Austrian Stock Corporation Act (AktG), which has been made available on the company's website together with the documents for the General Meeting.

The General Meeting is bound by election proposals in the following manner. Proposals for the election of Supervisory Board members, including the declarations pursuant to § 87 (2) AktG for each proposed person, must be made available on the Company's website by November 12, 2025 at the latest, otherwise the person concerned may not be included in the vote. This also applies to nominations by shareholders pursuant to § 110 AktG, which must be received by the Company in text form by November 10, 2025 at the latest. For details and requirements for the consideration of such nominations, please refer to Section V. of the invitation to the Extraordinary General Meeting.

Wels, October 2025

PIERER Mobility AG

The Supervisory Board

Disclaimer

This is a working translation from the German language provided for purposes of convenience only. In case of any inconsistency, the German version shall prevail.