



MOBILITY
AG

CORPORATE GOVERNANCE REPORT | 2025

according to the DCG -
Directive on Corporate Governance
of the Six Swiss Exchange



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Bajaj Mobility AG hereby announces that until January 13, 2026, the company was registered in the Austrian commercial register under the name PIERER Mobility AG. As a result of the exercise of the call option granted by Pierer Industrie AG to Bajaj Auto International Holdings B.V. on May 22, 2025, in relation to the acquisition of shares in Pierer Bajaj AG (now: Bajaj Auto International Holdings AG), Bajaj Auto International Holdings B.V. indirectly acquired control of PIERER Mobility AG on November 18, 2025. As a result of the change of control, the company name was changed to Bajaj Mobility AG and the company headquarters was relocated from 4600 Wels, Austria, to 5230 Mattighofen, Austria. Hereafter, the name Bajaj Mobility AG will always be used to refer to the company, regardless of whether the activities described took place before or after the name change.

As an Austrian company listed in Switzerland, Bajaj Mobility AG is subject to the rules of the Directive on Information relating to Corporate Governance of the SIX Swiss Exchange (the “Swiss Directive on Corporate Governance”). The Swiss Directive on Corporate Governance is available at: <https://www.ser-ag.com/dam/downloads/regulation/listing/directives/dcg-en.pdf>.

Bajaj Mobility AG points out that the company has been established under Austrian law and that the names, responsibilities, and duties of organs of the company may therefore diverge from the rules applicable in Switzerland. As a result, only the terms used in the Austrian legal system are used in the following. Companies that are not constituted in accordance with the Swiss Code of Obligations are required to fulfill the stipulations of the Swiss Directive on Corporate Governance, which are formulated with close reference to the Code of Obligations, in a manner analogous to Swiss companies. A short description of Austrian organizational structure therefore follows:

EXECUTIVE BOARD

The Executive Board is responsible for the independent general management and representation of the company; it is the sole organ of general management and representation. The Executive Board is not bound by any instructions from the shareholders or the Supervisory Board; rather, it acts under its own responsibility and without being under orders. Only when undertaking certain extraordinary transactions is the Executive Board required to obtain the consent of the Supervisory Board and/or the Annual General Meeting. Where the Swiss Directive on Corporate Governance requires details of the “Executive Committee”, details regarding the Executive Board will be provided accordingly. However, the function of the Executive Board does not precisely match that of the “Executive Committee” in a Swiss company.

SUPERVISORY BOARD

The Supervisory Board appoints, dismisses, and oversees the Executive Board. Its consent is also required for certain legal transactions. Where the Swiss Directive on Corporate Governance requires details of the “Board of Directors”, details regarding the Supervisory Board will be provided accordingly. However, the function of the Supervisory Board does not precisely match that of the “Board of Directors” of a Swiss company.

ANNUAL GENERAL MEETING

The Annual General Meeting, as the highest board of the company, appoints and dismisses the members of the Supervisory Board and appoints the auditor. Where the Swiss Directive on Corporate Governance requires details of the “general shareholders’ meeting”, details regarding the Annual General Meeting will be provided accordingly. Differences exist between Austrian and Swiss law with respect to these two institutions.

1 GROUP STRUCTURE AND SHAREHOLDER BASE

1.1 GROUP STRUCTURE

Bajaj Mobility AG is the holding company of KTM AG, one of Europe's leading motorcycle manufacturers. Focused on the premium segment, the company brings together brands such as KTM, GASGAS, and Husqvarna under one roof. This premium array of brands also includes the high-performance components from the WP brand.

Bajaj Mobility AG is headquartered at Stallhofnerstraße 3, 5230 Mattighofen, Austria, and has been recorded in the commercial register at the Provincial Court of Ried im Innkreis under file number FN 78112 x. The company is part of a group of companies ("Bajaj Group") with Bajaj Auto Ltd. (ultimate parent company of the Group) and its affiliated companies, and is included within its consolidated financial statements.

The Bajaj Mobility Group reports according to the segments Motorcycles, Bicycles, and Others. In the 2025 financial year, the business was broken down into the strategic core areas of "Motorcycles," "Bicycles," "Design, R&D," "Digital Transformation, IT," and "Motorsport".

The "Bicycles" division was discontinued with the sale of the "Felt" brand during the 2025 financial year.

The scope of consolidation of Bajaj Mobility AG can be seen in the notes to the Consolidated Financial Statements 2025, Section XII "Group Companies (Statement of Shareholdings)". None of the subsidiaries is listed.

The organizational structure of the Bajaj Mobility Group is headed by a management team that includes divisional managers who are responsible for managing a particular product group within the framework of the strategy set by the Executive Board. Divisional managers report directly to the Executive Board of Bajaj Mobility AG. For further information on the management structure of the Group, please refer to the sections on the Executive Board and Supervisory Board.

1.2 SIGNIFICANT SHAREHOLDERS

The shareholder structure of Bajaj Mobility AG as at December 31, 2025 ("reporting date") was as follows (rounded values):

» Bajaj Auto International Holdings AG	74.9%
» Free float	25.1%

Bajaj Mobility AG is not aware of any other shareholders holding more than 3% of the voting rights of Bajaj Mobility AG, whether directly or indirectly.

Notifications of significant shareholders and shareholder groups made to Bajaj Mobility AG and the Disclosure Office of SIX Swiss Exchange AG pursuant to Article 120 et seq. of the Swiss Financial Markets Infrastructure Act (FinfraG) can be viewed on the publications platform of the Disclosure Office at <https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/>.

1.3 CROSS-SHAREHOLDINGS

There are no cross-shareholdings.

2 CAPITAL STRUCTURE

2.1 CAPITAL

Bajaj Mobility AG has a (fully paid-up) share capital of EUR 33,796,535 and is divided into the same number of bearer shares with voting rights.

The shares grant the rights that are due to stockholders under the Austrian Stock Corporation Act. These include in particular the right to receive the distributions resolved upon at the Annual General Meeting as well as the right to vote at Annual General Meetings.

On the reporting date, Bajaj Mobility AG held both conditional capital and authorized capital:

- » Authorized capital: EUR 16,898,267, not yet utilized
- » Conditional capital: EUR 16,898,267, not yet utilized

2.2 AUTHORIZED AND CONDITIONAL CAPITAL IN PARTICULAR

Authorized capital (Provision of the Articles of Association)

The Executive Board is authorized, until April 29, 2027, to increase the share capital of the company from EUR 33,796,535.00 by up to EUR 16,898,267.00 to up to EUR 50,694,802.00 with the consent of the Supervisory Board by issuing, in several tranches if necessary, up to 16,898,267 no-par value bearer shares in return for cash contributions and/or contributions in kind and to determine the initial offering price, the terms and conditions of the issue, and the further details of implementing the capital increase in agreement with the Supervisory Board and, if need be, to offer the new shares to the shareholders for subscription by way of the indirect subscription right.

The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right in full or in part,

1. if the capital increase was made in return for cash contributions and the total arithmetical proportion of the company's share capital represented by the shares issued in return for cash contributions with exclusion of subscription rights does not exceed the limit of 10% (ten percent) of the company's share capital at the time of granting,
2. if the capital increase is made in return for contributions in kind,
3. to service an over-allotment (greenshoe) option, and/or
4. to compensate for fractional amounts.

The Supervisory Board is authorized to pass amendments to the Articles of Association that may arise due to the issue of shares from the authorized capital.

Conditional capital (Provision of the Articles of Association)

The company's share capital shall be increased in accordance with Section 159(2)(1) of the Austrian Stock Corporation Act (AktG) by up to EUR 16,898,267.00 by issuing up to 16,898,267 no-par value bearer shares (ordinary shares) for issue to creditors of financial instruments in accordance with Section 174 of the Austrian Stock Corporation Act, as per the resolution adopted at the Annual General Meeting of January 27, 2025, which are issued using the authorization granted in this Annual General Meeting by the company. The capital increase may only be carried out to the extent that the creditors of financial instruments make use of their options of conversion and/or subscription rights on company shares. The issue price and the conversion and/or subscription ratio are to be determined according to customary mathematical methods used in finance and the price of shares in the company in a customary pricing procedure (bases for calculating the issue price). The newly issued shares of the conditional capital increase are entitled to dividends to the same extent as the existing shares in the company. The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to resolve amendments to the Articles of Association resulting from the issue of shares from the conditional capital.

Financial instruments (provision in the Articles of Association)

The Annual General Meeting of Bajaj Mobility AG held on January 27, 2025, authorized the Executive Board, with the consent of the Supervisory Board, to issue, up to January 27, 2030, financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act, in particular convertible bonds, profit-sharing bonds, and special dividend rights, with a nominal total of up to EUR 900,000,000.00, which may also grant subscription and/or conversion rights on the acquisition of up to a total of 16,898,267 shares in the company and/or that are also organized in such a way that they may be reported as equity, including in multiple tranches and in different combinations, including indirectly by way of a guarantee for the issue of financial instruments by an affiliate of the company with conversion and/or subscription rights to shares in the company.

The Executive Board may use the conditional capital and/or treasury shares or a combination of conditional capital and treasury shares to fulfill options of exchange and/or subscription rights.

The Executive Board may only issue financial instruments that grant the creditor a subscription right on the acquisition of shares in the company insofar as, when exercising all subscription rights of those financial instruments and taking into consideration all shares that were or should have been issued from the 2022 authorized capital (as decided under agenda item 9 of the Annual General Meeting of April 21, 2022), no more than 16,898,267 new shares in the company are created.

The issue price and issue conditions of the financial instruments are to be set by the Executive Board, with the consent of the Supervisory Board, whereby the issue price shall be determined according to recognized mathematical methods used in finance and the price of shares in the company in a recognized pricing procedure.

Shareholders' subscription rights to financial instruments within the meaning of Section 174(4) of the Austrian Stock Corporation Act (AktG) are excluded.

2.3 CHANGES IN CAPITAL IN THE LAST THREE REPORTING YEARS

No changes in share capital have taken place at Bajaj Mobility AG over the last three reporting years.

The total consolidated equity was EUR 909.3 million as at December 31, 2023, EUR -193.7 million at December 31, 2024, and EUR 385.2 million at December 31, 2025. Information on changes in equity are shown in the consolidated statement of changes in equity in the consolidated financial statements.

2.4/2.5/2.6/2.7 SHARES AND PARTICIPATION CERTIFICATES/PROFIT-SHARING CERTIFICATES/CONVERTIBLE BONDS AND OPTIONS

Bajaj Mobility AG has 33,796,535 ordinary bearer shares with voting rights. There are no restrictions on these ordinary shares, either in terms of exercising of shareholders' rights or in terms of transferability. There are also no corporate rules on nominee registrations.

The company has not issued any participation or profit-sharing certificates, nor has it issued any conversion or option rights.

The rights associated with the Bajaj Mobility AG shares can be seen in Appendix 1.

3 SUPERVISORY BOARD

3.1/3.2/3.3/3.4 MEMBERS OF THE SUPERVISORY BOARD, OTHER ACTIVITIES AND VESTED INTERESTS, CROSS-INTERESTS, ELECTION, AND TERM OF OFFICE

Members of the Supervisory Board of an Austrian stock corporation are considered non-executive directors in Swiss legal terminology.

The Supervisory Board is made up of at least three members who are separately elected by the Annual General Meeting, (shareholder representatives) and as many employee representatives as are required pursuant to Section 110(1) of the Austrian Labor Relations Act (currently no employee representatives). The shareholder representatives are elected by the Annual General Meeting for a term that shall not go beyond the end of the Annual General Meeting resolving on the discharge of the Executive Board for the fourth financial year following the election; in determining what constitutes the fourth financial year, the financial year in which the member is elected is excluded. The shareholder representatives are generally (and always at the request of a shareholder) elected by the Annual General Meeting individually and not “en-bloc”. Neither the Austrian Stock Corporation Act nor the company’s Articles of Association provide for the whole Supervisory Board to be replaced. Members are therefore usually elected to the Supervisory Board (unless the number is changed by the Annual General Meeting or one member resigns) at the end of a term of office.

During the 2025 financial year, the Supervisory Board of Bajaj Mobility AG initially consisted of six members before dropping to four members from November 2025:

Name (year of birth)	Functions for Bajaj Mobility AG ¹⁾	From – to	Initial appointment	End of current term of office ²⁾
Srinivasan Ravikumar (1957)	SB: Member SB: Deputy Chairman: SB: Chairman AC: Chairman AC: Deputy Chairman: RC: Chairman	Jan.01–Mar.23 Feb.23–Nov.19 Nov.19–Dec.31 Jan.01–Jun.23 Nov.19–Dec.31 Jun.23–Dec.31	2022	2027
Dinesh Thapar (1975)	SB: Member SB: Deputy Chairman: AC: Chairman RC: Member CfCIRS: Deputy Chairman: CfCIRS: Member	Jun.23–Nov.19 Nov.19–Dec.31 Jun.23–Dec.31 Nov.19–Dec.31 Jun.23–Nov.19 Nov.19–Dec.31	2025	2030
Pradeep Shrivastava (1960)	SB: Member RC: Deputy Chairman: CfCIRS: Deputy Chairman:	Nov.19–Dec.31 Nov.19–Dec.31 Nov.19–Dec.31	2025	2030
Dr. Wulf Gordian Hauser LL.M. (1952)	SB: Member AC: Member CfCIRS: Chairman	Nov.19–Dec.31 Nov.19–Dec.31 Nov.19–Dec.31	2025	2030
Josef Blazicek (1956)	SB: Chairman RC: Chairman CfCIRS: Deputy Chairman:	Jan.01–Jan.27 Jan.01–Jan.27 Jan.01–Jan.27	2008	2026 ³⁾
Rajiv Bajaj (1966)	SB: Deputy Chairman:	Jan.01–Jun.23	2022	2027 ⁴⁾
Dr. Iris Filzwieser (1971)	SB: Member	Jan.01–Nov.19	2022	2027 ⁵⁾
Mag. Michaela Friepeß (1972)	SB: Member AC: Member AC: Deputy Chairwoman: RC: Deputy Chairwoman: CfCIRS: Chairwoman	Jan.01–Nov.19 Jan.01–Jan.27 Jun.23–Nov.19 Jan.01–Nov.19 Jan.01–Nov.19	2022	2027 ⁵⁾
Mag. Friedrich Roithner (1963)	SB: Member AC: Deputy Chairman:	Jan.01–Jun.23 Jan.01–Jun.23	2023	2028 ⁴⁾
Mag. Stephan Zöchling (1972)	SB: Chairman AC: Deputy Chairman: RC: Chairman CfCIRS: Deputy Chairman:	Jan.27–Jun.23 Jan.27–Jun.23 Jan.27–Jun.23 Jan.27–Jun.23	2025	2029 ⁴⁾

Mag. Ewald Oberhammer (1974)	SB: Chairman AC: Member CfCIRS: Member	Jun.23–Nov.19 Jun.23–Nov.19 Jun.23–Nov.19	2025	2026 ⁵⁾
Dr. Ernst Chalupsky (1954)	SB: Member	Jun.23–Nov.19	2025	2026 ⁵⁾

- 1) SB = Supervisory Board, AC = Audit Committee, RC = Remuneration Committee, CfCIRS = Committee for Compliance, Investor Relations (IR), and Sustainability (ESG)
2) Specifically: End of the Annual General Meeting resolving on the previous financial year in the specified year
3) Josef Blazicek resigned from his Supervisory Board seat with effect from the end of the Extraordinary General Meeting of January 27, 2025.
4) Stephan Zöchling, Rajiv Bajaj, and Friedrich Roithner resigned from the Supervisory Board with effect from the end of the Annual General Meeting held on June 23, 2025. Their departure from the Supervisory Board also ended their functions within the Supervisory Board committees.
5) Iris Filzwieser, Michaela Friepeß, Ewald Oberhammer, and Ernst Chalupsky resigned from the Supervisory Board with effect from the end of the Extraordinary General Meeting held on November 19, 2025. Their departure from the Supervisory Board also ended their functions within the Supervisory Board committees.

Srinivasan Ravikumar (1957, India) has a Bachelor of Commerce degree and is a certified public accountant and tax consultant. He started his career in the Corporate Finance department at Bajaj Auto Ltd. in June 1984. In 1994, he took over the management of the Business Development department. Srinivasan Ravikumar is currently Chief Business Development Officer and responsible for the Business Development & Assurance department. He is also a member of the Corporate Management Committee, Investment Committee, and Foreign Exchange Management Committee of Bajaj Auto Ltd. His area of responsibility includes Corporate Strategy, Business Development, Foreign Collaborations, and IP Management. Mr. Ravikumar has been a member of the company's Supervisory Board since 2022.

Dinesh Thapar (1975, India), joined Bajaj Auto in March 2022, having served three years as Group Chief Financial Officer at Reliance Retail. Prior to that, he spent two decades at Hindustan Unilever Limited (HUL), where he held various leadership positions in corporate finance, business finance, and supply chain. In his last role as Vice President at HUL, he was Divisional CFO responsible for the Beauty & Personal Care business in India and the South Asia cluster. In this position, he was also responsible for leading the Business Finance team in India. He was a member of the Executive Board of the HUL Group and also served on the functional leadership teams. In previous positions, Dinesh Thapar served as General Manager & Head of Treasury and also held roles in Mergers & Acquisitions and Investor Relations at HUL, in addition to holding the role of CFO & Head of Supply Chain at Kimberly-Clark Lever JV. He also spent several years working at Unilever in the United States.

Alongside his role as CFO, Dinesh Thapar is currently also a member of the Executive Board of affiliated companies and the Risk Management Committee of Bajaj Auto Limited. He has been a member of the Supervisory Board of Bajaj Mobility AG since June 2025.

Pradeep Shrivastava (1960, India) completed his education in mechanical engineering (Bachelor of Technology) at the Indian Institute of Technology in Delhi (IIT Delhi) in 1986 and went on to obtain a Postgraduate Diploma in Management (PGDM) from the Indian Institute of Management in Bangalore (IIM Bangalore). Mr. Shrivastava began his career at Bajaj Auto in April 1986. After several successful positions in production, he took over the position of Head of Engineering and was subsequently appointed Chief Operating Officer in April 2010. Mr. Shrivastava has been a member of the Bajaj Auto Executive Board since April 2016. Pradeep Shrivastava has been a member of the company's Supervisory Board since November 2025.

Dr. Wulf Gordian Hauser LL.M. (1952, Austria) graduated from the Faculty of Law at the University of Vienna and the Vienna University of Economics and Business and trained as an attorney at Georgetown University Law Center. He has been a practicing attorney since 1983. After holding various positions in law firms in Austria and the USA, he founded HAUSER PARTNERS Rechtsanwälte GmbH in Vienna. Mr. Hauser has been a senior partner in this law firm since 1987. He has also been a member of the ICC Commission on Arbitration since 2012 and has served as a member of the Austrian Takeover Commission, among others. Mr. Hauser has been a member of the company's Supervisory Board since November 2025.

Josef Blazicek (1964, Austria) has been active in business since completing high school. He began his career in the International Sales division of GIRO Credit Bank der Österreichischen Sparkassen AG. From 1989, he was head of the trading department at ERSTE BANK AG, before taking up the same position at INVESTMENTBANK AUSTRIA AG in 1991, where he was *inter alia* a director of Bank Austria Securities Ltd. in New York. From 1997 to 2000, he was Head of Syndications at ICE Securities Ltd. in London. This was followed by the position of Managing Partner of OCEAN Equities Ltd. in London until 2003. From 2000, he worked in various roles within the QINO Group. Josef Blazicek is also Deputy Chairman of the Supervisory Board of Pierer Industrie AG (Austria).

Rajiv Bajaj (1966, India) holds a Master of Science degree in Manufacturing Systems Engineering. He started his career working in the Streamlines Manufacturing Systems department at Bajaj Auto Ltd. in 1990. In 1995, Rajiv Bajaj switched department and worked as General Manager and Vice President in the R+D and Engineering department. In 2000, as Deputy Managing Director he started reorganizing the marketing, sales and service interfaces and promoted export initiatives. In April 2005, he became Managing Director of Bajaj Auto Ltd. Rajiv Bajaj is Managing Director, CEO, and shareholder of Bajaj Auto Ltd., Pune, India. Bajaj Auto Ltd. has a significant business relationship with KTM AG, a subsidiary of Bajaj Mobility AG. In this context, please refer to the notes to the Consolidated Financial Statements (note 48 “Business relationships with related parties”).

DI Dr. Iris Filzwieser (1971, Austria) graduated from the Higher Technical Institute for Mechanical Engineering and Business Administration (HTL) in Wolfsberg to become a qualified engineer at the University of Leoben. In June 2005, she received her doctorate in mining engineering. Iris Filzwieser is the founder and managing director of UrbanGold GmbH and managing director of Mettop GmbH. She also serves as President of Austrian Cooperative Research and sits on the advisory board of the Delta Academy at the University of Leoben. Iris Filzwieser also has other roles, including serving as a member of the jury at the Austrian Research Promotion Agency (FFG), a member of the delegates' assembly of the FWF Science Fund, and a member of the Board at Vienna University of Technology.

Mag. Michaela Friepeß (1972, Austria) completed a degree in business studies and then began her professional career in 1998 working as a financial analyst and worked in the Business Development department at GE Capital Bank in Vienna and Paris. In September 2003, she joined the PIERER Group. Ms. Friepeß is a specialist with comprehensive practical experience in the areas of capital market, corporate governance, compliance, and sustainability. In addition, as a member of the Executive Board of Pierer Industrie AG, she is responsible for investor relations, compliance, and sustainability. She is also an authorized signatory for Pierer Konzerngesellschaft mbH.

Mag. Friedrich Roithner (1963) graduated from the Johannes Kepler University, Linz with a degree in business administration and then began his career at Ernst & Young GmbH. After three years, he switched to Austria Metall AG, where he worked until 2006 (he became a member of the Executive Board in 2002). From March 2008 to June 2010, Friedrich Roithner was a member of the Executive Board at Invest AG. In 2007, he moved to the Bajaj Mobility Group, and served as a member of the Executive Board from 2010 to 2023, as CFO from 2015 to 2023, and as a member of the Supervisory Board from 2023 to 2025. He was also a member of the Executive Board of Pierer Industrie AG from 2012 to 2024 before taking on the role of Managing Director of Pierer Konzerngesellschaft mbH until June 2025. Friedrich Roithner has been a member of the Executive Board of Pierer Industrie AG since July 1, 2025 and has been Chief Executive Officer since October 1, 2025.

Mag. Ewald Oberhammer LL.M. (1974) studied law at Leopold Franzens University in Innsbruck and the University of Padua before going on to train as an attorney. He has been a practicing attorney since 2006. Having been employed at various Austrian law firms specializing in commercial and capital market law, he founded Oberhammer Rechtsanwälte GmbH in Vienna in 2014. He has been a partner and general manager of this law firm since 2014. Ewald Oberhammer became a member of the company's Supervisory Board in 2025.

Dr. Ernst Chalupsky (1954) studied law at the Johannes Kepler University, Linz and trained as an attorney at a law firm in Upper Austria. He has been a practicing attorney in Wels since 1982. Until the merger with Saxinger & Baumann to form SCWP in 2000, he had been growing the law firm Chalupsky & Gumpoldsberger in Wels together with Dr. Maximilian Gumpoldsberger as a partner. Since 1999, he has been a partner and general manager of the law firm Saxinger Rechtsanwalts GmbH, which also provides legal advice to the company and its affiliated companies. Ernst Chalupsky served on the company's Supervisory Board from 2014 to 2022 and again in 2025.

Other main functions of the members of the Supervisory Board

The rules of the Remuneration Ordinance are not applicable to the Articles of Association of Bajaj Mobility AG as a company with its registered office in Austria, which is why the company's Articles of Association do not stipulate any restriction on the permissible activities for the Supervisory Board. However, a restriction arises from Section 86 of the Austrian Stock Corporation Act, which stipulates that anyone who is already a member of the Supervisory Board at ten corporations, whereby the role of Chair counts twice in calculating this maximum number, cannot be a member of this company's Supervisory Board. In addition, for listed companies such as Bajaj Mobility AG, it is not possible for a person to join the Supervisory Board if they are already a member of the Supervisory Board at eight listed companies, whereby the role of Chairman counts twice in calculating this maximum number.

A list of the relevant businesses and companies in which the current members of the Supervisory Board, to the best of the company's knowledge, were members of an administrative, management or supervisory body over the last three reporting periods can be found in Appendix 2. The members of the Supervisory Board also have no other material activities, vested interests, or cross-interests.

3.4 INTERNAL ORGANIZATIONAL STRUCTURE

Division of responsibilities on the Supervisory Board

In accordance with the Articles of Association, the Supervisory Board has one Chair and one Deputy Chair. The Supervisory Board meetings are presided over by the Chairman, or, in the event of their absence, by the Deputy Chairman.

The Supervisory Board performed the duties incumbent upon it under the law, the Articles of Association and the rules of procedure, was involved in fundamental decisions made by the Executive Board at an early stage, and advised the Executive Board. Individual topics were dealt with in greater depth in the committees set up by the Supervisory Board, which in turn reported on their activities to the full Supervisory Board.

The Supervisory Board held eight ordinary meetings during the 2025 financial year. In addition, there were further coordination discussions by telephone and resolutions passed by electronic, telephone, or written means. During the 2025 financial year, the Supervisory Board or its members held numerous informal votes and meetings, also with Executive Board participation, due to KTM AG's economic situation.

The Supervisory Board has set up three committees:

- » Audit Committee
- » Remuneration Committee
- » Committee for Compliance, Investor Relations (IR), and Sustainability (ESG)

For reasons of efficiency, since the Supervisory Board of Bajaj Mobility AG is made up of no more than six members, the tasks of a Nomination Committee are performed by the full Supervisory Board.

Composition of all Supervisory Board committees, their tasks and competence, and delimitation

Audit Committee

- » Chair: Dinesh Thapar
- » Deputy Chair: Srinivasan Ravikumar
- » Member: Dr. Wulf Gordian Hauser

The Audit Committee was set up in accordance with the Austrian Stock Corporation Act and performs supervisory and auditing functions as planned. It is responsible for the auditing and preparation for the approval of the annual financial statements, the proposed distribution of net income and the management report, as well as the auditing of the consolidated financial statements and the consolidated corporate governance report. The Audit Committee makes a proposal for the selection of the auditor and presents the proposal of the Supervisory Board to the Annual General Meeting for voting. In line with C-Rule 81a of the Austrian Corporate Governance Code, the Audit Committee must meet with the auditor to establish a mutual line of communication.

The Audit Committee convened for two meetings during the 2025 financial year, in which a representative of the auditor also participated.

Remuneration Committee

- » Chair: Srinivasan Ravikumar
- » Deputy Chair: Pradeep Shrivastava
- » Member: Dinesh Thapar

The Remuneration Committee convened for one meeting during the 2025 financial year. At this meeting, the Committee examined the remuneration report and addressed general questions about the remuneration of the Executive Board.

Committee for Compliance, Investor Relations (IR), and Sustainability (ESG)

- » Chair: Dr. Wulf Gordian Hauser
- » Deputy Chair: Pradeep Shrivastava
- » Member: Dinesh Thapar

The Committee for Compliance, IR, and ESG convened for one meeting during the 2025 financial year. In addition, its members are in regular contact with all ESG stakeholders within the Group. Among other things, the committee focuses on the topics of the sustainability declaration and regularly reviews whether the Compliance, IR, and ESG objectives pursued by Bajaj Mobility AG are being met. For this purpose, the committee monitors the measures being taken to achieve these objectives and supports the implementation of such measures in all divisions of Bajaj Mobility AG. In addition, the committee regularly evaluates the pursued objectives.

Working methods of the Supervisory Board and its committees

During the 2025 financial year, the Supervisory Board diligently performed the duties and tasks incumbent upon it under Austrian law, the Articles of Association, the applicable corporate governance guidelines, and the Rules of Procedure.

In accordance with the Articles of Association, the Supervisory Board has one Chairman and one Deputy Chairman. The Supervisory Board meetings are presided over by the Chairman, or, in the event of their absence, by the Deputy Chairman.

Members of the Supervisory Board receive the agenda that has been agreed with the Chairman at least seven days before each meeting, together with comprehensive information concerning each item included on the agenda. In urgent cases, the Chairman of the Supervisory Board is permitted to shorten that period, provided it can be demonstrated that all members of the Supervisory Board have been informed of this. In the event that the above-mentioned period is shortened, and if not all members of the Supervisory Board are present or represented, only those items on the agenda that resulted in the notice period being shortened shall be addressed.

A quorum of the Supervisory Board shall be present when all members of the Supervisory Board have been duly invited and at least half of the elected members, but no fewer than three members, including the Chairman or his Deputy, participate in the meeting.

Supervisory Board decisions shall be made on the basis of a simple majority of the votes cast; in the event that votes are tied, the Chairman of the Supervisory Board shall cast the deciding vote. The transfer of ownership of shares or equity interests, as well as capital increases of any kind relating to KTM AG, PIERER New Mobility GmbH, Kiska GmbH, and their subsidiaries, as well as the sale or transfer of ownership of all significant company assets of Bajaj Mobility AG, KTM AG, PIERER New Mobility GmbH, and Kiska GmbH and their subsidiaries requires the approval of all capital representatives on the Supervisory Board.

The Executive Board shall also participate in meetings of the Supervisory Board and the Audit Committee, unless the Chairman of the Supervisory Board states otherwise. Members of the Executive Board do not possess any voting rights.

During the Supervisory Board meeting, the members of the Executive Board will provide a comprehensive explanation of the course of business and the development of the Group. Lengthy discussions take place between the Executive Board and the members. Resolutions concerning investments, acquisitions, and other requests made in accordance with the rules of procedure of the Executive Board represent an additional focus for each Supervisory Board meeting.

The committees formed by the Supervisory Board shall carry out their tasks on behalf of the Supervisory Board. Each committee must comprise at least two members. For each committee formed, the Supervisory Board shall appoint a chairman from among the members of that committee. The rules of procedure of the Supervisory Board shall apply with regard to the notice period, meetings, and resolutions of a committee.

The Supervisory Board shall also be entitled to task an individual member with the supervision and auditing of individual business transactions. That member of the Supervisory Board must report to the Supervisory Board with regard to its activities.

The Supervisory Board shall be entitled to request written reports from the Executive Board at any time with regard to company affairs and management issues. As a general rule, the Executive Board shall also participate in meetings of the Supervisory Board and the Audit Committee, unless the Chairman of the Supervisory Board states otherwise. Members of the Executive Board do not possess any voting rights.

3.6 DEFINITION OF AREAS OF RESPONSIBILITY

Responsibility for the management of an Austrian stock corporation lies with the Executive Board. Neither the Supervisory Board nor the Annual General Meeting has a right to issue instructions to the Executive Board. However, under the Austrian Stock Corporation Act, the Executive Board is required to obtain the consent of the Supervisory Board before entering into certain transactions. The Executive Board consults with the Supervisory Board on the strategic direction of the company and discusses the implementation status of the strategy with the Supervisory Board at regular intervals.

The duty of the Supervisory Board is to appoint and dismiss the Executive Board and in particular to review the ongoing business activities of the Executive Board. To this end, the Executive Board informs the Supervisory Board of its activities on a regular basis.

The Supervisory Board shall be entitled to request written reports from the Executive Board at any time with regard to company affairs and management issues. As a general rule, the Executive Board shall also participate in meetings of the Supervisory Board and the Audit Committee, unless the Chairman of the Supervisory Board states otherwise. Members of the Executive Board do not possess any voting rights.

During the Supervisory Board meeting, the members of the Executive Board will provide a comprehensive explanation of the course of business and the personal and financial development of the Group. Lengthy discussions take place between the Executive Board and the members. Resolutions concerning investments, acquisitions, and other requests made in accordance with the rules of procedure of the Executive Board represent an additional focus for each Supervisory Board meeting.

3.7 INFORMATION AND CONTROL INSTRUMENTS VIS-À-VIS THE EXECUTIVE BOARD

As a group of companies conducting business on a global scale, the Bajaj Mobility Group faces a multitude of possible risks that are monitored by means of a comprehensive risk management system. The Executive Board and Supervisory Board are periodically informed about risks that may have a major impact on the Group's business operations. Management takes timely action to avoid, minimize, and hedge risks.

An internal control system adapted to the company's needs and incorporating basic principles such as segregation of duties and dual control has been integrated into the financial reporting process. Internal and external audits ensure that the processes are continually improved and optimized. Furthermore, a uniform reporting system is in place throughout the Group, for the ongoing management and control of the risk management process. Group reporting is subject to a continuous improvement process so that the Executive Board is informed even sooner, and more comprehensively, about the degree to which targets have been achieved and about changes in the market and competition.

The company's management information system collates a large number of performance indicators from various areas of the Bajaj Mobility Group, as well as comprehensive financial information. The system makes this data available electronically to the company's management in a predesigned format. The Supervisory Board receives monthly and quarterly reports based on information in the management information system.

For further information on risk management, see notes to the Consolidated Financial Statements 2025, Section VII "Financial Risk Report", and Chapter 6 "Opportunity and Risk Report".

4 MEMBER OF THE EXECUTIVE BOARD

4.1/4.2 MEMBERS OF THE EXECUTIVE BOARD, OTHER ACTIVITIES AND VESTED INTERESTS

Unless otherwise stated below, the members of the Executive Board have no further disclosable activities or vested interests.

In the 2025 financial year, the Executive Board of Bajaj Mobility AG was composed as follows:

Name (year of birth)	Function	Initial appointment:	End of current term of office
Gottfried Neumeister (1977)	Chairman (CEO)	Sept. 01, 2024	Dec. 31, 2028
	Areas of responsibility: Strategy, project management, design, R&D, production/logistics, quality management, sales/marketing, customer service, motorsports, communications, human resources		
Petra Preining (1973)	Member (CFO)	Sept. 16, 2025	Dec. 31, 2028
	Areas of responsibility: Controlling, accounting/tax, purchasing, IT, dealer finance, treasury, risk Management, ESG, investor relations		
Verena Schneglberger-Grossmann (1979)	Member (CLO)	Jun. 01, 2025	Dec. 31, 2025
	Areas of responsibility: Legal, real estate, joint ventures		
Stefan Pierer (1956)	Deputy Chairman (Co-CEO)	June 02, 2015 ¹⁾	Jun. 30, 2025

1) Stefan Pierer has been on the Executive Board of CROSS Industries AG (FN 261823 i) since April 30, 2005. At the Annual General Meetings of BF Holding AG (FN 78112x) and CROSS Industries AG held on April 22, 2015, a resolution was passed to merge CROSS Industries AG as the transferring company with BF Holding AG as the acquiring company as part of a universal succession. With effect from June 2, 2015, CROSS Industries AG was merged with BF HOLDING AG. At the same time, the trading name of the acquiring company (FN 78112 x) was changed to CROSS Industries AG. Since June 2, 2015, Stefan Pierer has therefore been a member of the Executive Board of CROSS Industries AG (now Bajaj Mobility AG).

Mag. Gottfried Neumeister (1977, Austria) completed his studies in International Business Management at the University of Vienna and began working as a consultant at Siemens AG Austria. In 2003, he founded flyniki together with Niki Lauda and, in his capacity as General Manager, was responsible for the successful development of the aviation business (until its sale to Air Berlin). In 2012, he moved to DO & CO Aktiengesellschaft, where he occupied various positions on the Executive Board, most recently (2021–2023) as Co-CEO. Gottfried Neumeister has been a member of the Executive Board of Bajaj Mobility AG and KTM AG since September 1, 2024, and he has held the position of CEO since January 23, 2025.

Mag. Petra Preining (1973, Austria) studied business administration at the Vienna University of Economics and Business. As a proven financial expert, she has many years of international experience in various companies. Since 2022, Ms. Preining has held the position of CFO at the listed company AT&S Austria Technologie & Systemtechnik AG, prior to which she held the same position at the listed company Semperit AG Holding. She has also held various management positions within the B&C Group. Previous stages of her career took her to companies such as Deloitte Tax Wirtschaftsprüfungs GmbH, Kraft Foods, and Unilever. Ms. Preining has been Chief Financial Officer of Bajaj Mobility AG and KTM AG since September 16, 2025.

Mag. Verena Schneglberger-Grossmann (1979, Austria) graduated with a degree in law from the Leopold Franzens University in Innsbruck. She was admitted to the bar in 2008. From 2010 to 2015, Verena Schneglberger-Grossmann was a shareholder and junior partner at a renowned commercial law firm in Upper Austria. She joined KTM as Vice President of Legal Affairs. Since 2022, Verena Schneglberger-Grossmann has been an authorized signatory of KTM AG and served as Chief Legal Officer from June 1 to December 31, 2025.

DI Stefan Pierer (1956, Austria) graduated from the University of Leoben (Business and Energy Management) and began his career in 1982 as a sales assistant at HOVAL GmbH, where he went on to become a sales manager and authorized signatory. In 1987, he founded the Bajaj Mobility Group, where he acted as majority shareholder and member of the Executive Board. He has been a shareholder and Executive Board member of KTM AG since 1992. In 2011, he established Pierer Industrie AG, of which he was Chair of the Executive Board until Oktober 01, 2025.

Other main functions of the members of the Executive Board can be found in Appendix 3.

4.3 NUMBER OF PERMISSIBLE ACTIVITIES

The rules of the Remuneration Ordinance are not applicable to the Articles of Association of the Austrian company, Bajaj Mobility AG. Therefore, the company's Articles of Association do not stipulate any restriction on the permissible activities. C-Rule 26 (Comply or Explain Rule) of the Austrian Code of Corporate Governance states that Executive Board members may not hold more than four Supervisory Board seats (Chairman counts as two seats) in stock corporations outside of the Group. Bajaj Mobility AG complies with this rule.

4.4 MANAGEMENT CONTRACTS

There are no management contracts.

5 COMPENSATION, EQUITY HOLDINGS AND LOANS

5.1 CONTENT AND METHOD OF DETERMINING THE COMPENSATION AND THE SHAREHOLDING PROGRAMS

Please refer to the statements in the Remuneration Report for the 2025 financial year.

There are no programs that enable employees at any level or members of the company's boards to acquire equity holdings in the company.

5.2 REMUNERATION REPORT AS PER ART. 14–16 OF THE ORDINANCE AGAINST EXCESSIVE REMUNERATION IN LISTED COMPANIES (VEGÜV)

Please refer to the statements in the Remuneration Report for the 2025 financial year.

As of December 31, 2025, the following current members of the Executive Board and Supervisory Board of Bajaj Mobility AG held shares in the company:

Person	Shareholdings		Number of shares	Voting rights ¹⁾
	Direct	Indirect		
Gottfried Neumeister	Yes	No	22,277	0.07%
1) Rounded				

To the best of the Company's knowledge, the members of the Supervisory Board (Srinivasan Ravikumar, Dinesh Thapar, Pradeep Shrivastava, and Dr. Wulf Gordian Hauser) did not hold any shares in the Company, either directly or indirectly.

6 SHAREHOLDERS' PARTICIPATION RIGHTS

6.1 VOTING RIGHTS RESTRICTIONS AND REPRESENTATION

Each ordinary share in Bajaj Mobility AG grants one voting right. There are no shares with preferential rights and no restrictions on the shares in issue. The principle of "one share – one vote" therefore applies. Voting rights may also be exercised by proxy in the Annual General Meeting.

There are therefore no restrictions on voting rights in the Articles of Association, no group clauses, and no rules on granting exceptions.

6.2 QUORUMS REQUIRED BY THE ARTICLES OF ASSOCIATION

Where the law does not prescribe a different majority, the Annual General Meeting shall pass resolutions by simple majority of the votes cast and, in those cases where a majority of the capital is required, by simple majority of the share capital represented.

The Articles of Association of Bajaj Mobility AG do not set more stringent voting requirements than those set by the Austrian Stock Corporation Act.

6.3/6.4 CONVOCATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS, INCLUSION OF ITEMS ON THE AGENDA

The provisions regarding the convocation of the Annual General Meeting do not diverge from the provisions of the Austrian Stock Corporation Act.

Convocations should be announced no later than the 28th day before an ordinary Annual General Meeting, and no later than the 21st day before any other General Meeting. Convocations are announced via the electronic announcement and information platform of the Federal Government (Austria), via a European dissemination system, SWIFT and via CONNEXOR® (Switzerland) and made available on the website of Bajaj Mobility AG.

Annual General Meetings are normally convened by the Executive Board.

The Executive Board is also obliged to convene a General Meeting if shareholders holding at least 5% of the share capital submit a written demand for convocation, stating the grounds for the demand and presenting an agenda and a proposed resolution for each item thereon.

The Articles of Association may modify this statutory requirement by relaxing the formal requirements or reducing the minimum size of the shareholding required to demand convocation of a General Meeting. The Articles of Association of Bajaj Mobility AG currently contain no such provisions that deviate from the statutory requirements. The petitioning shareholders must have held their shares for at least three months before submitting the petition and retain them until a decision on the petition is made. If the convocation is not issued by the Executive Board, the Executive Board is obliged to assist as necessary with the proper convocation of and preparation for the Annual General Meeting.

6.5 SHARE REGISTER

Bajaj Mobility AG has only bearer shares in issue. It therefore does not maintain a share register.

7 CHANGES OF CONTROL AND DEFENSE MEASURES

7.1 MANDATORY OFFER

Bajaj Mobility AG is subject to the provisions of the Austrian Takeovers Act. This Act provides for both mandatory and voluntary takeover bids. The Articles of Association of Bajaj Mobility AG, in the version valid as of December 31, 2025, contain an opting-out clause within the meaning of the Swiss Financial Market Infrastructure Act (FinFraG).

On the reporting date, Bajaj Mobility AG was subject to the provisions of the Swiss Financial Market Infrastructure Act (FinfraG) on public purchase offers. Article 135 (1) of the FinfraG stipulates that any party who acquires participation rights and thus exceeds the limit of 33 1/3% of the voting rights must, as a fundamental rule, submit a public takeover offer.

On February 26, 2021, the Extraordinary General Meeting of the company resolved to include an opting-out clause in accordance with Swiss takeover law in the company's Articles of Association. The background to the inclusion of the opting-out clause is the fact that, owing to the parallel listing on the SIX Swiss Exchange and the Vienna Stock Exchange, Swiss takeover law and Austrian takeover law would have to be applied to the company concomitantly. In order to avoid any conflict between different laws resulting from this, the company has included an opting-out clause in accordance with Swiss takeover law in the Articles of Association. Accordingly, there is no obligation to make an offer under the Swiss takeover law as long as there is no obligation to make an offer under the provisions of the Austrian takeover law. On the other hand, if a voluntary offer or a mandatory offer is made under Austrian law, the provisions of the Swiss takeover law must continue to be observed.

Mandatory offers pursuant to the Austrian Stock Corporation Act

If a bidder (acting alone or in concert with other legal entities) obtains a controlling interest in a listed Austrian company, it is obliged under the Takeovers Act to make a mandatory offer to the remaining shareholders. Anyone who controls, directly or indirectly, 30% or more of the permanent voting shares of the listed company is deemed to have a controlling interest.

The obligation to make an offer for all equity shares in a target company is also triggered if a shareholder who has a controlling interest but does not hold more than 50% of the voting shares acquires an additional 2% or more of the voting rights in the company within a twelve-month period ("creeping in").

If a control-relevant threshold is reached, this must be reported to the Takeovers Commission without delay. The offer document must be submitted to the Takeovers Commission within 20 stock-market working days from the date control is attained.

A control-relevant threshold may be reached by a single shareholder or by two or more legal entities acting in concert. It follows that the duty of notification and mandatory offer may be triggered by the conclusion of a syndicate agreement or other agreements. Shareholders acting in concert need not be related parties for company law purposes. When calculating the control-relevant thresholds, treasury shares are not taken into consideration; their votes are suspended.

The Takeovers Act provides for various exceptions to the rules regarding mandatory offers. In such cases, the matter must merely be notified to the Takeovers Commission.

In order to protect the interests of shareholders, the Takeovers Act sets a twofold lower limit to the offer price in the event of a mandatory offer. The offer price must not be less than

- » the highest amount of consideration offered by the bidder (or a legal entity acting in concert with the bidder) for shares in the target company during the twelve months before the takeover offer.
- » the average stock-exchange price of shares in the target company, weighted according to trading volumes, over the last six months.

Voluntary offer to obtain control pursuant to the Austrian Stock Corporation Act

Such a bid may be issued by a bidder who does not have, but wishes to obtain, a controlling interest in the target company. The rules regarding mandatory offers, including those concerning the minimum price, must be applied accordingly.

Where an offer would enable a bidder to obtain a controlling interest, the bidder must, by law, receive declarations of acceptance relating to over 50% of the permanent voting shares that are the object of the offer.

Voluntary offer pursuant to the Austrian Stock Corporation Act

A voluntary offer is neither a legal consequence of nor a means of causing a change in control. In practice, voluntary offers are frequently used by existing controlling shareholders to reduce the free float. Bidders making voluntary offers are not subject to statutory rules regarding the offer price, which they can set freely.

Change of control without an offer pursuant to the Austrian Stock Corporation Act

The restructuring privilege provided for in Austrian takeover law is a key exception to the obligation to make a public takeover bid. In order to claim this privilege, the target company must be in a degree of financial distress that would jeopardize its continued existence without an injection of capital or restructuring. The acquisition of the shares must be objectively suitable and subjectively aimed at restructuring the company in a sustainable manner, and there must not be any less severe means of restructuring available that would not require a change of control.

7.2 CLAUSES ON CHANGE OF CONTROL

In the event of a mandatory public takeover bid in which the current majority shareholder does not qualify as a legal entity acting jointly with the bidder, the member of the Executive Board, Mag. Petra Preining, may resign from her position as a member of the Executive Board of the company and terminate her Executive Board service contract within six months of the change of control, subject to a notice period of three months. As compensation for the termination, the member of the Executive Board shall receive a severance payment equal to her fixed and variable remuneration for the remaining term of her Executive Board service contract, but not exceeding one full year.

There are no further compensation agreements between the company and its Executive Board and Supervisory Board members or employees in the event of a public takeover bid.

7.A TRANSPARENCY ON NON-FINANCIAL MATTERS

Bajaj Mobility AG has prepared a consolidated “Non-Financial Statement” in accordance with the European Sustainability Reporting Standards (ESRS). Since reporting year 2024, this statement has constituted a section of the consolidated management report (and is therefore a component of the Annual Financial Report) and is subject to external audit.

8 STATUTORY AUDITOR

8.1 DURATION OF MANDATE AND TERM OF OFFICE OF THE LEAD AUDIT PARTNER

At the Extraordinary General Meeting held on November 19, 2025, MOORE CENTURION Wirtschaftsprüfungs- und Steuerberatungs GmbH, Vienna, was appointed as auditor and group auditor for the 2025 financial year. The lead audit partner is Dr. Andreas Staribacher; he first took up these duties for the 2025 financial year. Furthermore, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (FN 269725 f), Linz, was appointed as auditor of the non-financial statement (consolidated non-financial statement pursuant to Section 267a of the Austrian Commercial Code (UGB)). The responsible audit partner is Mag. Alexander Gall.

8.2/8.3 AUDIT FEES/ADDITIONAL FEES

Please refer to notes to the Consolidated Financial Statements 2025, Section IV “Notes to the Consolidated Income Statement,” Note 20 “Expenses for the auditor”.

8.4 INFORMATION TOOLS OF THE EXTERNAL AUDIT

During the reporting year, the auditor (external audit company) attended two meetings of the Supervisory Board and two meetings of the Audit Committee. The auditor is monitored and evaluated at regular intervals by the Audit Committee of the Supervisory Board.

The Audit Committee makes a proposal for the selection of the auditor and presents the proposal of the Supervisory Board to the Annual General Meeting for voting.

The Audit Committee must also meet with the auditor to establish a mutual line of communication. The Audit Committee must also approve non-audit reviews by the auditor of the consolidated financial statements). Finally, the independence and activities of the auditor are reviewed and monitored, particularly with regard to the additional services provided to the audited company.

The compensation paid to the auditor is reviewed regularly for conformity to market terms and conditions. In accordance with Austrian and European legislation, the auditor responsible for carrying out this assignment may participate in the audit for a maximum uninterrupted period of seven consecutive years. The auditor responsible for carrying out this assignment must then change (different person, internal rotation). Following the implementation of Regulation (EU) No 537/2014 of April 16, 2014, on specific requirements regarding statutory audit of public-interest entities, statutory auditors may be auditors of a public-interest entity for a maximum of ten consecutive years. The auditor must then be changed (external rotation).

9 INFORMATION POLICY

The company maintains an Investor Relations section on its website at <https://www.bajaimobility.com>. This is freely accessible and serves as a permanent information source. All important information and documents for shareholders can be found here.

Bajaj Mobility AG publishes its annual financial statements and interim financial statements for the first half-year, annual consolidated financial statements and an annual management report, the annual financial statements and management report of Bajaj Mobility AG, the consolidated corporate governance report pursuant to the Austrian Code of Corporate Governance and the corporate governance report pursuant to the Swiss Directive on Corporate Governance, and the remuneration report on an annual basis. The company also voluntarily provides an annual report and investor presentation.

Please visit the Investor Relations section for information on managers' transactions and announcements regarding voting rights.

The company is required to maintain a connection to a suitable Europe-wide electronic information dissemination system and to disseminate via said system, in German and English, the inside information and reports on managers' transactions (that must be published under Article 17 of Regulation (EU) No. 596/2014). Inside information concerning Bajaj Mobility AG is available on the websites <https://www.bajajmobility.com/en/newsroom/ad-hoc-news> and <https://issuerinfo.oekb.at/startpage.html> and can also be obtained after registering at <https://www.bajajmobility.com/en/investor-relations/ir-contact-newsletter> (Investor Relations Newsletter email subscription).

The financial calendar of Bajaj Mobility AG, showing key dates in the current financial year, can be viewed at <https://www.bajajmobility.com/en/investor-relations/financial-calendar/>.

The company's contact information can be found on the company's website at <https://www.bajajmobility.com/en/contact>.

The management of Bajaj Mobility AG and/or the Investor Relations team take part in numerous investor events (e.g. conferences and roadshows) to inform capital market participants personally about the business situation and strategy.

10 QUIET PERIODS

In the 2025 financial year, as its shares were admitted for trading on the Official Market of the Vienna Stock Exchange, Bajaj Mobility AG was subject to the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, on market abuse (Market Abuse Regulation, MAR). This Regulation establishes a ban on trading for people who discharge managerial responsibilities. This ban relates to:

- » People who are members of an administrative, management, or supervisory body of the company (members of the Executive Board and Supervisory Board) and
- » People who, as senior managers, are not members of any of the aforementioned bodies, but regularly have access to inside information that relates directly or indirectly to that company and who are authorized to make corporate decisions regarding the company's future developments and business prospects.

The ban on trading extends to the closed period of 30 calendar days before the announcement of an interim report or year-end financial report which the company is obliged to publish. During this period, people who discharge managerial responsibilities may only conduct transactions involving company shares in individual cases, due to extraordinary circumstances and with the express authorization of the company.

In the 2025 financial year, Bajaj Mobility AG established the following general no-trade periods for people who discharge managerial responsibilities:

- » April 28, 2025, until publication of the annual financial statements for 2024 on May 28, 2025;
- » July 28, 2025, until publication of the Interim Financial Statements for the first half-year for 2025 on August 28, 2025.

No exceptions to the general ban on trading were requested or granted for these periods.

Furthermore, insiders (as defined in the MAR) are subject to a ban on trading from the period during which inside information becomes known (as defined in the MAR) until its publication.

APPENDIX 1: RIGHTS ASSOCIATED WITH SHARES IN BAJAJ MOBILITY AG

ASSET-RELATED RIGHTS

Rights to dividends/right to share in profit

Every shareholder has the right to the distribution of a dividend from the net profit disclosed in the Annual Financial Statements. Under the company's Articles of Association, the Annual General Meeting of Bajaj Mobility AG is entitled to exclude all or part of the balance sheet profit from distribution. Should the Annual General Meeting thus resolve to exclude the profit from distribution, the shareholder shall have no claim to it, even if the company has achieved a profit during the past financial year and disclosed it on its statement of financial position.

Each shareholder's share in the profit of the company is determined in proportion to their share of the share capital. There are no restrictions in this regard affecting non-local investors.

Dividends may only be paid from adjusted balance sheet profit as disclosed in the Annual Financial Statements (separate financial statements) of the company, as prepared in accordance with the Austrian Commercial Code and approved by the Executive Board and Supervisory Board.

Dividends passed by the Annual General Meeting shall be paid out in accordance with the rules of the relevant clearing system, as the shares entitled to dividends are held in a clearing system.

Pre-emption rights regarding subscription offers for shares of the same category

In the event of a capital increase, every shareholder may request to be allotted a number of shares in proportion to their current holding (subscription right). Pre-emption rights may be overridden by a resolution adopted at the General Meeting, subject to a qualified majority of three quarters of the share capital represented. A valid reason for overriding the pre-emption right must exist.

Right to a share of the balance in the event of liquidation

In the event of a winding-up (liquidation), every shareholder has a claim to the assets remaining after all debts have been settled (liquidation proceeds). The shareholder will thus become a creditor of the company, with a claim that may be enforced in court. Liquidation proceeds are to be distributed among the shareholders in proportion to their shareholdings. They need not be in cash; they may also be distributed in kind.

Dissolution of the company shall be in accordance with the Austrian Stock Corporation Act.

RIGHTS IN RELATION TO ANNUAL GENERAL MEETINGS

Right to attend

Every shareholder has the right to attend the Annual General Meetings, as shareholders exercise their rights at General Meetings. Shareholders are entitled to attend Annual General Meetings insofar as they hold shares at the end of the tenth day before the day of the General Meeting in question (record date).

Shareholders do not need to attend the Annual General Meeting in person; they may also appoint a proxy to represent them or issue a voting instruction.

Rights of petition

Pursuant to Section 109 of the Austrian Stock Corporation Act, shareholders whose cumulative holdings reach 5% of the share capital may, under certain circumstances, demand in writing that certain items be placed on the agenda of the next Annual General Meeting and announced.

Pursuant to Section 110 of the Austrian Stock Corporation Act, shareholders whose cumulative holdings reach 1% of the share capital may send the company suggestions for resolutions regarding any agenda item in text form and may, under certain circumstances, request that these suggestions be published on the company's website.

Pursuant to Section 119 of the Austrian Stock Corporation Act, every shareholder has the right to propose a motion on any item on the agenda at an Annual General Meeting. Where a motion is proposed at the Annual General Meeting itself, there is no requirement to provide grounds.

Right to information/right of inquiry

Pursuant to Section 118 of the Austrian Stock Corporation Act, each shareholder must, on request, provide information on company affairs during the Annual General Meeting, provided that this is required for the proper assessment of the agenda item and the company information would not cause any significant disadvantages or its disclosure would be punishable by law. The right to information allows information to be obtained on the company's position and serves as a basis for the company's decision-making.

Right to speak

Every shareholder has the right to express their opinion at the Annual General Meeting. The Annual General Meeting is the shareholders' forum for information and discussion. The chairman of the Annual General Meeting may restrict the right to speak from the start of the meeting or as required. The right to speak as such may not be completely eliminated.

Voting rights and right to challenge resolutions

Every shareholder has a right to vote at the Annual General Meeting in proportion to their shareholding. Shareholders may exercise their voting right in three ways: they may vote for a motion, vote against the motion, or abstain. Voting rights in respect of specific resolutions are suspended in certain cases of a shareholder's conflict of interest. Where the law does not prescribe a different majority, the Annual General Meeting shall pass resolutions by simple majority of the votes cast and, in those cases where a majority of the capital is required, by simple majority of the share capital represented. Every shareholder has the right to challenge resolutions adopted at the Annual General Meeting, whereby a challenge may result in the rescission of a resolution that was passed effectively. All resolutions may be contested that contravene the law or the Articles of Association but are not void *ab initio*. Shareholders must raise an objection in the minutes in order to be entitled to contest the resolution.

APPENDIX 2: ACTIVITIES OF MEMBERS OF THE SUPERVISORY BOARD ON ADMINISTRATIVE, MANAGEMENT, OR SUPERVISORY BODIES

The table below contains the names of the companies and corporations in which the members of the Supervisory Board of Bajaj Mobility AG in office on the reporting date were – to the best of the company's knowledge – members of an administrative, management, or supervisory body of Bajaj Mobility AG or a group company of Bajaj Mobility AG during the last three reporting periods. Furthermore, it lists ongoing roles in the management and supervisory bodies of major Swiss and foreign entities, institutions, and foundations governed by private and public law. The column headed "Serving" indicates whether the partnership or membership of a management, executive, or supervisory board is still current:

Member of the Supervisory Board	Company	Position¹⁾	Serving
Srinivasan Ravikumar	KTM AG ³⁾	Member of the Supervisory Board	Yes
	Bajaj Auto International Holdings AG ²⁾	Chairman of the Supervisory Board	Yes
	Bajaj Auto International Holdings BV ²⁾	Member of the Board of Directors	Yes
	Bajaj Auto Ltd.	Member of the Executive Board	Yes
	Bajaj Auto Technology Ltd.	Member of the Executive Board	Yes
	Bajaj Auto Spain. S.L.U.	Member of the Executive Board	Yes
	Maharashtra Scooters Ltd.	Member of the Executive Board	Yes
Dinesh Thapar	KTM AG ³⁾	Member of the Supervisory Board	Yes
	Bajaj Auto International Holdings AG ²⁾	Deputy Chairman of the Supervisory Board	Yes
	Bajaj Auto Ltd.	Member of the Executive Board	Yes
	Bajaj Auto Technology Ltd.	Member of the Executive Board	Yes
	PT. Bajaj Auto Indonesia	Member of the Supervisory Board	Yes
	Bajaj Auto (Thailand) Ltd.	Member of the Executive Board	Yes
	Bajaj Auto Spain S.L.U.	Member of the Executive Board	Yes
	Bajaj Do Brasil Comercio De Motocicletas LTDA	Member of the Executive Board	Yes
Pradeep Shrivastava	KTM AG ³⁾	Chairman of the Supervisory Board	Yes
	Bajaj Auto Ltd.	Member of the Executive Board	Yes
Dr. Wulf Gordian Hauser LL.M.	Hauser Partners – Rechtsanwälte GmbH	Managing Director	Yes
	Hauser Partners Rechtsanwälte GmbH & Co KG	Managing Director	Yes
	Bajaj Auto International Holdings AG ²⁾	Member of the Supervisory Board	Yes
	Château Dysis M.I.K.E. Greece	Member of the Executive Board	Yes
	Paraggi Beteiligungsverwaltungs GmbH	Managing Director	Yes
Josef Blazicek	All for One Group SE	Chairman of the Supervisory Board	Yes
	Leoni AG	Member of the Supervisory Board	No
	Pankl AG (formerly Pankl SHW Industries AG)	Member of the Supervisory Board	Yes
	Pankl Racing Systems AG	Deputy Chairman of the Supervisory Board	Yes
	Bajaj Auto International Holdings AG ²⁾	Member of the Supervisory Board	No
	Pierer Industrie AG	Deputy Chairman of the Supervisory Board	Yes
	swisspartners Group AG	Member of the Board of Directors	Yes
	SHW AG	Member of the Supervisory Board	No
	Schwäbische Hüttenwerke Automotive GmbH	Member of the Supervisory Board	No
Rajiv Bajaj	KTM AG ³⁾	Deputy Chairman of the Supervisory Board	Yes
	Bajaj Auto Ltd.	Managing Director	Yes
	Bajaj Auto International Holdings AG ²⁾	Deputy Chairman of the Supervisory Board	Yes
Dr. Iris Filzwieser	Bajaj Auto International Holdings AG ²⁾	Member of the Supervisory Board	Yes
	METTOP GmbH	Managing Director	Yes
Mag. Michaela Friepeß	Leoni AG	Member of the Supervisory Board	Yes
	Bajaj Auto International Holdings AG ²⁾	Member of the Executive Board	Yes
	Bajaj Auto International Holdings AG ²⁾	Member of the Supervisory Board	No
	Schwäbische Hüttenwerke Automotive GmbH	Member of the Supervisory Board	Yes
	SHW AG	Member of the Supervisory Board	Yes
Mag. Friedrich Roithner	Pierer Industrie AG	Member of the Executive Board	Yes
	KTM AG ³⁾	Chairman of the Supervisory Board	No
	KTM Components GmbH ³⁾	Chairman of the Supervisory Board	No
	L1-Beteiligungs GmbH	Managing Director	Yes
	L2-Beteiligungs GmbH	Managing Director	Yes
	Leoni AG	Chairman of the Supervisory Board	Yes
Pankl AG (formerly Pankl SHW Industries AG)	Member of the Supervisory Board	Yes	
	Pankl Racing Systems AG	Member of the Supervisory Board	Yes

Mag. Friedrich Roithner	Bajaj Auto International Holdings AG	Member of the Executive Board	No
	Pierer Beteiligungs GmbH	Managing Director	Yes
	2. Pierer Beteiligungs GmbH	Managing Director	Yes
	Pierer Konzerngesellschaft mbH	Managing Director	No
	Schwäbische Hüttenwerke Automotive GmbH	Member of the Supervisory Board	Yes
	SHW AG	Member of the Supervisory Board	Yes
	abatec Beteiligungsverwaltungs GmbH	Chairman of the Supervisory Board	No
	PB Invest GmbH	Managing Director	No
	Pierer Invest GmbH	Managing Director	Yes
	PIERER E-Commerce GmbH (formerly HDC GmbH)	Managing Director	No
	PIERER Green Energy GmbH	Managing Director	No
	PIERER IMMOREAL GmbH	Managing Director	No
	PIERER IMMOREAL Deutschland GmbH	Managing Director	Yes
	Pierer Industrie AG	Member of the Executive Board, CEO	Yes
	RM 2 Radbeteiligungs GmbH (PIERER 2 Radbeteiligungs GmbH)	Managing Director	No
	Robau Beteiligungsverwaltungs GmbH	Managing Director	Yes
RVG NewCo	Managing Director	Yes	
Mag. Stephan Zöchling	Pierer Industrie AG	Member of the Executive Board	No
	Erne Group Beteiligungsgesellschaft	Deputy Chairman of the Supervisory Board	Yes
	Dabepo Holding GmbH	Managing Director	Yes
	REMUS Elite Equestrian GmbH	Managing Director	Yes
	REMUS Holding GmbH	Managing Director	Yes
	Remus Innovation d.o.o.	Managing Director	Yes
	Remus Innovation Forschungs- und Abgasanlagen Produktions GmbH	Managing Director	Yes
	Remus Innovation GmbH	Managing Director	Yes
Mag. Ewald Oberhammer	KTM AG ³⁾	Member of the Supervisory Board	Yes
Ernst Chalupsky	KTM AG ³⁾	Member of the Supervisory Board	No
	Bajaj Auto International Holdings AG ²⁾	Chairman of the Supervisory Board	No

1) CEO = Chief Executive Officer

2) Part of the Bajaj Auto Ltd. Group

3) Part of the Bajaj Mobility Group

APPENDIX 3: OTHER MAIN FUNCTIONS OF THE MEMBERS OF THE EXECUTIVE BOARD

The table below contains the names of the companies and corporations in which the current members of the Executive Board – to the best of the company’s knowledge – were members of an administrative, management, or supervisory body of Bajaj Mobility AG or a Group company of Bajaj Mobility AG during the last five reporting periods. Furthermore, it lists ongoing roles in the management and supervisory bodies of major Swiss and foreign entities, institutions, and foundations governed by private and public law. The column headed “serving” indicates whether the partnership or membership of a management, executive, or supervisory board is still current:

Board member	Company/organization	Position ¹⁾	Serving
Mag. Gottfried Neumeister	KTM AG ³⁾	Executive Board, CEO	Yes
	KTM Components GmbH ³⁾	Member of the Supervisory Board	Yes
	KTM North America Inc. ³⁾	Member of the EB	Yes
	Lauda Private Foundation	Member of the EB	Yes
Mag. Petra Preining	KTM AG ³⁾	Member of the EB	Yes
	KTM Components GmbH ³⁾	Member of the Supervisory Board	Yes
	Frequentis AG	Member of the Supervisory Board	Yes

DI Stefan Pierer	European Association of Motorcycle Manufacturers	Vice President	Yes
	Federation of Upper Austrian Industry	President	No
	KTM AG	Chairman of the EB	No
	KTM Motorsports Inc.	Member of the EB	No
	KTM North America, Inc.	Member of the EB	No
	Mercedes-Benz AG	Member of the Supervisory Board	Yes
	Mercedes-Benz Group AG	Member of the Supervisory Board	Yes
	MR IMMOREAL GmbH	Managing Director	Yes
	P Immobilienverwaltung GmbH	Executive manager	Yes
	Pankl AG (formerly Pankl SHW Industries AG)	Chairman of the Supervisory Board	Yes
	Pankl Racing Systems AG	Chairman of the Supervisory Board	Yes
	Bajaj Auto International Holding AG	Member of the EB	No
	Pierer Beteiligungs GmbH	Executive manager	Yes
	PIERER IMMOREAL GmbH	Executive manager	Yes
	Pierer Industrie AG	Member of the EB, CEO	No
	Pierer Konzerngesellschaft mbH	Executive manager	Yes
	Pierer Swiss AG	Administrative Board	Yes
	RM 2 Radbeteiligungs GmbH (formerly PIERER 2 Radbeteiligungs GmbH) 2)	Executive manager	No
	Schwäbische Hüttenwerke Automotive GmbH	Member of the Supervisory Board	No
	SHW AG	Member of the Supervisory Board	No
	Kiska GmbH	Executive manager	No
	Oberbank AG	Member of the Supervisory Board	No
	swisspartners Group AG	Member of the Board of Directors	No
	Robau Beteiligungsverwaltungs GmbH	Managing Director	No
PiMa Beteiligungsverwaltungs GmbH	Managing Director	No	
RVG NewCo GmbH	Managing Director	No	
Mag. Verena Schneglberger-Grossmann	KTM AG ³⁾	Member of the EB	No
	Bajaj Auto International Holdings AG ²⁾	Member of the EB	Yes

1) SB = Supervisory Board, EB = Executive Board, CEO = Chief Executive Officer/Chairman of the Executive Board

2) Part of the Bajaj Auto Ltd. Group

3) Part of the Bajaj Mobility Group

Mattighofen, March 2026



Mag. Gottfried Neumeister
CEO



Mag. Petra Preining
CFO

FINANCAL CALENDER

April 14, 2026	Record date: Annual General Meeting
April 24, 2026	29th Annual General Meeting
April 29, 2026	Ex-dividend date
April 30, 2026	Record date: dividend
May 5, 2026	Dividend payment date
May 13, 2026	Report on Q1 2026
August 27, 2026	Report on H1 2026
October 13, 2026	Report on Q3 2026

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In this report, KTM stands for KTM AG, which, as the owner of the KTM brand, manufactures and/or distributes motorcycles and motorcycle accessories under this brand. To be distinguished from this is KTM Fahrrad GmbH, which, as the exclusive licensee, manufactures and/or sells bicycles and bicycle accessories under the KTM brand. KTM AG and KTM Fahrrad GmbH are neither affiliated with each other under corporate law nor intertwined with each other in terms of capital or otherwise. Consequently, the Bajaj Mobility Group does not produce or distribute bicycles and bicycle accessories under the KTM brand, but under brands such as Husqvarna, GASGAS or Felt.

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