



Dear Shareholders,

The 2025 fiscal year was marked by the consistent stabilization of our most important subsidiary, KTM AG, as well as two of its subsidiaries, KTM Components GmbH and KTM Forschungs- & Entwicklungs GmbH. Following the opening of restructuring proceedings under self-administration at the end of November 2024, the creditors approved the restructuring plan on February 25, 2025, with a cash distribution ratio of 30%. The respective payment of the 30% cash quota and the procedural costs to the restructuring administrator was made on May 22, 2025. With the plan becoming legally binding on June 16, 2025, the restructuring proceedings for KTM AG and its two subsidiaries were finally concluded. The first half of the 2025 fiscal year was thus primarily dominated by the resolution of the KTM Group's insolvency and the associated issues.

On this basis, and with additional liquidity support from Bajaj, production was gradually ramped up again starting in late July 2025; at the same time, we continued the cost-cutting and structural measures already initiated in 2024 – including the temporary reduction of production volumes, particularly at the Austrian sites, to relieve inventory pressure, the streamlining of the portfolio to focus on the core brands KTM, Husqvarna, and GASGAS, as well as adjustments to the partner and distribution network.

As part of the realignment, several business units were also sold or wound up during the 2025 fiscal year. These included KTM Sportcar GmbH and the business activities related to the KTM X-BOW, the holdings in all MV Agusta companies, and, for the most part, the entire bicycle segment. As a result, the Group will henceforth focus consistently on its core business in the premium motorcycle sector.

Structurally, the change of control at the Group level was formally completed in 2025: Following regulatory approval, Bajaj assumed control of the former PIERER Mobility AG as of November 18, 2025; on November 19, 2025, the company was renamed Bajaj Mobility AG, its headquarters were relocated from Wels to Mattighofen, and the Supervisory Board was reconstituted (see also "Changes to the Supervisory Board" below). This streamlined financing and decision-making processes across the Group.



The market environment remained challenging: Following the pull-forward effects surrounding Euro 5+, a significant market correction occurred in 2025 across the five largest European motorcycle markets, with particularly weak performance in Germany. These conditions reinforced the priority on capacity, cost, and inventory discipline.

The Bajaj Mobility Group generated consolidated revenue of approximately €1,009 million in fiscal year 2025 (previous year: approximately €1,879 million). This represents a decrease of approximately 46.3% compared to fiscal year 2024. EBITDA amounted to approximately €874 million, and EBIT to approximately €748 million. The earnings situation was characterized by restructuring and start up efforts and weak operating performance.

In fiscal year 2025, the Group sold 209,704 motorcycles, which is approximately 28.3% fewer than in the previous year. Through the deliberate adjustment of production volumes, global inventories were reduced by approximately 101,153 units. The targeted reduction of inventory – a central component of the restructuring program – continued as planned throughout the year.

## **SUPERVISORY AND ADVISORY ACTIVITIES OF THE SUPERVISORY BOARD**

The Supervisory Board of Bajaj Mobility AG fulfilled the duties incumbent upon it under the law, the Articles of Association, and the Rules of Procedure, was involved at an early stage in the Executive Board's fundamental decisions, and provided advisory support to the Executive Board. During the 2025 fiscal year, the Executive Board of Bajaj Mobility AG regularly reported to the Supervisory Board as part of its ongoing reporting to the Chairman of the Supervisory Board, as well as at all meetings, providing detailed reports on the business and financial situation, the course of business, and the condition of the company, including its group companies. Individual areas were discussed in greater depth in the committees established by the Supervisory Board, which in turn reported on their activities to the full Supervisory Board.

Even outside of Supervisory Board meetings, the Chairman and the members of the Supervisory Board and the Executive Board were in regular communication. The Chairman of the Supervisory Board was always informed promptly and comprehensively about current developments and significant individual matters. The Supervisory Board was directly and promptly involved in decisions of material importance. To the extent that the Supervisory Board's approval was required for individual measures taken by the Executive Board pursuant to law or the Articles of Association, the Supervisory Board – in some cases following preparatory work by its committees – approved these measures after careful review and discussion.



Resolutions were generally adopted at Supervisory Board meetings and, where necessary, by written circular resolution.

As part of the restructuring process at KTM AG, the Supervisory Board has intensified its oversight of management. The Supervisory Board has regularly sought updates from the Executive Board on the progress of the restructuring process to ensure that management is taking all necessary steps to restore the company's financial stability. This included regularly reviewing progress in implementing the restructuring plan and assessing the effectiveness of the measures taken. The Supervisory Board also ensured that management reported transparently on the company's financial situation and provided all relevant information. In addition, the Supervisory Board monitored compliance with legal and regulatory requirements and ensured that the Executive Board consulted external advisors when necessary to guarantee an objective assessment of the situation. Through its active and critical oversight of the restructuring process, the Supervisory Board helped to strengthen stakeholder confidence and secure the company's long-term future.

#### **WORK CULTURE AND FOCUS OF SUPERVISORY BOARD MEETINGS**

The Supervisory Board held eight regular meetings during the reporting year. In addition, there were further telephone coordination meetings as well as resolutions passed via electronic, telephone, or written procedures. The work of the Supervisory Board was characterized by open and intensive dialogue. Beginning in the last quarter of 2024 and continuing into the reporting year, the economic situation of KTM AG also led to numerous informal consultations and meetings of the Supervisory Board or its members, sometimes with the participation of the Executive Board. At its meetings, the Supervisory Board was regularly briefed by the Executive Board on pending decisions, business performance, and expected developments, and also provided advisory support to the Executive Board on major strategic decisions. Furthermore, the Supervisory Board addressed the company's corporate governance and compliance management. Outside of regular meetings, the Supervisory Board was informed of special events. In addition, members of the Supervisory Board and the Executive Board held bilateral meetings to exchange views. The Executive Board also briefed the Supervisory Board on the key indicators of business performance and existing risks through oral reports.

#### **CHANGES IN THE EXECUTIVE BOARD**

Significant personnel changes took place during the reporting year: Mag. Gottfried Neumeister was appointed CEO of Bajaj Mobility AG and KTM AG effective January



24, 2025; he had already been a member of the Executive Board and Co-CEO of both companies since September 1, 2024. Dipl.-Ing. Stefan Pierer assumed the position of Co-CEO effective January 24, 2025. Mag. Verena Schnegelberger-Grossmann was responsible for the legal department as Chief Legal Officer from June 1, 2025, to December 31, 2025. As of June 30, 2025, Dipl.-Ing. Stefan Pierer stepped down from his position on the Executive Board of Bajaj Mobility AG. Mag. Petra Preining joined the Executive Board on September 16, 2025, as Chief Financial Officer of Bajaj Mobility AG and KTM AG.

## **CHANGES TO THE SUPERVISORY BOARD**

The reporting year also saw significant personnel changes on the Supervisory Board: The former Chairman of the Supervisory Board, Josef Blazicek, stepped down from his position effective at the conclusion of the extraordinary general meeting on January 27, 2025. During this extraordinary general meeting, Stephan Zöchling was elected to the Supervisory Board and subsequently assumed the role of Chairman of the Supervisory Board. Upon the conclusion of the Annual General Meeting of Bajaj Mobility AG on June 23, 2025, Stephan Zöchling, Rajiv Bajaj, former Deputy Chairman of the Supervisory Board, and Friedrich Roithner stepped down from their positions on the Supervisory Board. At this Annual General Meeting, Mag. Ewald Oberhammer and Dr. Ernst Chalupsky were newly elected to the Supervisory Board. Following the Annual General Meeting, Ewald Oberhammer assumed the role of Chairman of the Supervisory Board and Srinivasan Ravikumar assumed the role of Deputy Chairman of the Supervisory Board. Effective as of the conclusion of the extraordinary general meeting of Bajaj Mobility AG on November 19, 2025, Mag. Ewald Oberhammer, Dr. Ernst Chalupsky, Dr. Iris Filzwieser, and Mag. Michaela Friepeß resigned from the Supervisory Board. At this extraordinary general meeting, Dinesh Thapar, Pradeep Shrivastava, and Wulf Gordian Hauser were newly elected to the Supervisory Board. Following the extraordinary general meeting, Srinivasan Ravikumar assumed the role of Chairman of the Supervisory Board and Dinesh Thapar assumed the role of Deputy Chairman of the Supervisory Board.

## **INDEPENDENCE AND EFFICIENCY**

A key component of good corporate governance is the independence of the members of the Supervisory Board and their freedom from conflicts of interest. The Supervisory Board bases its assessment on the recommendations of the Austrian Corporate Governance Code; the relevant criteria are defined in Rule 53 of the Austrian Corporate Governance Code. For the 2025 fiscal year, all members are classified as independent,



with the exception of Rajiv Bajaj (term until June 23, 2025) and Friedrich Roithner (term until June 23, 2025).

No self-evaluation was conducted in the 2025 fiscal year in accordance with Rule C 36 of the Austrian Corporate Governance Code. Due to the change of control that occurred during the reporting year and the associated comprehensive restructuring of the Supervisory Board, it was not possible to properly carry out the usual evaluation process. The Supervisory Board will resume the efficiency review of its activities as soon as the body is operating continuously with a stable composition and the conditions for a structured and meaningful self-evaluation are in place.

### **COMMITTEES OF THE SUPERVISORY BOARD**

The Audit Committee oversees, in particular, the financial reporting process, the effectiveness of the internal control system (ICS) and the risk management system, as well as the audit of the financial statements, the independence and qualifications of the auditor, and the services provided by the auditor, including the engagement of additional non-audit services. In fiscal year 2025, the Audit Committee consisted of three members and held two meetings.

The composition of the Supervisory Board's Audit Committee also underwent fundamental changes during the reporting year. The Audit Committee of the Supervisory Board currently consists of Dinesh Thapar (Chair and financial expert), Srinivasan Ravikumar (Deputy Chair), and Dr. Wulf Gordian Hauser (Member).

The Supervisory Board, consisting of only four members, also performs the duties of the Nomination Committee on behalf of the entire Supervisory Board.

The Compensation Committee and the Committee for Compliance, Investor Relations (IR), and Sustainability (ESG) each have three members and each held one meeting in fiscal year 2025. The Compensation Committee currently consists of Srinivasan Ravikumar (Chair), Pradeep Shrivastava (Vice Chair), and Dinesh Thapar (Member). The Committee for Compliance, Investor Relations (IR), and Sustainability (ESG) consists of Dr. Wulf Gordian Hauser (Chair), Pradeep Shrivastava (Vice Chair), and Dinesh Thapar (Member).

### **ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS**

MOORE CENTURION Wirtschaftsprüfungs- und Steuerberatungs GmbH, Vienna ("MOORE CENTURION"), was appointed by the extraordinary general meeting of Bajaj Mobility AG on November 19, 2025, as the auditor for the annual and consolidated financial statements for the 2025 fiscal year. This followed a selection



process conducted by the Audit Committee in accordance with Art. 16 of the AP-VO, on the basis of which the Audit Committee issued a recommendation to the Supervisory Board. Following the nomination by the Chairman of the Supervisory Board, MOORE CENTURION was awarded the audit engagement. In addition, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz ("KPMG") was appointed as the external auditor for non-financial reporting.

Both the annual financial statements and the management report for the 2025 fiscal year, as well as the consolidated financial statements and the consolidated management report for the 2025 fiscal year, were audited by MOORE CENTURION. Based on the final results of the audit, no grounds for objection were found, and the Company's annual financial statements and consolidated financial statements – each for the 2025 fiscal year – were issued with an unqualified audit opinion. The consolidated non-financial statement pursuant to Section 267a of the Austrian Commercial Code (UGB) for the 2025 fiscal year was included in the Group management report of the consolidated financial statements. This was subject to an independent review by KPMG to obtain limited assurance.

The auditor has confirmed that the Company's financial statements as of December 31, December 2025 comply with statutory requirements and present a true and fair view of the Company's financial position as of December 31, 2025, and that the Company's financial performance for the fiscal year ending on that date is in accordance with Austrian corporate law, and that the management report is consistent with the financial statements.

The auditor also confirmed that the consolidated financial statements comply with statutory requirements and present as accurate a picture as possible of the Group's financial position as of December 31, 2025, as well as its results of operations and cash flows for the past fiscal year in accordance with International Financial Reporting Standards (IFRS), and that the Group management report is consistent with the consolidated financial statements.

The financial statements and the auditor's reports (including the "Supplementary Report to the Audit Committee on the Audit of the Annual Financial Statements pursuant to Article 11 of EU Regulation No. 537/2014 as of December 31, 2025") were discussed in detail with the auditors at the Audit Committee meeting on March 17, 2026, and subsequently submitted to the Supervisory Board in accordance with Section 96 (1) of the Austrian Stock Corporation Act (AktG), together with the management reports prepared by the Executive Board, as well as the Corporate Governance Report and the Sustainability Report (non-financial report). The auditor reported on the results of his audit at the Audit Committee meeting. His explanations, in particular regarding the net assets, financial position, and results of operations of the Company and the Group, were discussed in detail. All questions from the Audit



Committee were answered. Furthermore, the Audit Committee was satisfied that there were no circumstances of bias on the part of the auditor. The Audit Committee also exchanged information regarding other services provided by MOORE CENTURION outside the scope of the financial statement audit. The Audit Committee discussed and reviewed the summary non-financial report. All questions regarding this were answered by the Management Board. In addition, an independent review to obtain limited assurance regarding the consolidated non-financial report in accordance with Section 267a of the Austrian Commercial Code (UGB) was again conducted by KPMG during the past fiscal year.

In its report to the Supervisory Board, the Audit Committee concurred with the auditor's findings and, following its own review of the annual financial statements and management report as well as the consolidated financial statements, the Group Management Report, the Corporate Governance Report, and the Sustainability Report for the 2025 fiscal year, concluded that the audited documents are lawful and accurate, the accounting policy decisions made by the Executive Board are sound and appropriate, and there is no cause for objection. Risk reporting as well as reporting on CSR and sustainability topics will be further expanded within the Audit Committee.

The Supervisory Board concurs with the Audit Committee's report and, consequently, with the results of the audit. In its assessment of the general business situation of the Company and the Group, the Supervisory Board agrees with the assessment expressed by the Executive Board in the Group Management Report and the Management Report. All questions posed by the Supervisory Board were answered by the auditor and the Management Board. Even following the final results of the Supervisory Board's review of the annual financial statements and the management report, as well as the consolidated financial statements, the consolidated management report, the corporate governance report, and the sustainability report for the 2025 fiscal year, there are no grounds for objection. The Supervisory Board has approved the annual financial statements for the 2025 fiscal year, which are thereby adopted in accordance with Section 96(4) of the Austrian Stock Corporation Act (AktG). It takes note of and approves the consolidated financial statements and the consolidated management report for the 2025 fiscal year. In the 2025 fiscal year, the Management Board and the Supervisory Board continued to focus on the further development of corporate governance at Bajaj Mobility AG. Awareness of and commitment to compliance with the principles set forth in the Code of Conduct and the Compliance Guidelines were continuously promoted and expanded throughout the 2025 fiscal year. The Supervisory Board reviewed and approved the Corporate Governance Report as well as the Sustainability Report (non-financial report pursuant to Section 267a of the Austrian Commercial Code (UGB)) for the 2025 fiscal year. Furthermore, the Supervisory Board, together with the Management Board, prepared a remuneration report in accordance with Section 78c of the Austrian Stock Corporation Act (AktG).



The Supervisory Board concurs with the Management Board's proposal regarding the appropriation of the retained earnings generated in the 2025 fiscal year.

Furthermore, upon the recommendation of the Audit Committee, a proposal for the election of the auditor for the 2026 fiscal year was prepared for the 29<sup>th</sup> Annual General Meeting. MOORE CENTURION Wirtschaftsprüfungs- und Steuerberatungs GmbH, Vienna, is proposed as the auditor for the fiscal year from January 1, 2026, to December 31, 2026. In addition, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, is proposed as the external auditor for non-financial reporting for the fiscal year from January 1, 2026, to December 31, 2026.

The Supervisory Board would like to thank the Executive Board, all employees, and the racing team for their dedication and contribution to the company's positive results in the past fiscal year. A big thanks goes also to our shareholders, customers, and partners, who have placed their trust in the company and thereby made a significant contribution to this success.

Mattighofen, March 2026



Srinivasan Ravikumar  
Chairman of the Supervisory Board