

Annual General Meeting of BayWa Aktiengesellschaft on 24 May 2022

Information pursuant to Section 125 para. 2 in connection with para. 5 German Stock Corporation Act (AktG), Article 4 para. 1 and Table 3 of the Annex to the Commission Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1.1 Unique identifier of the event	BYW052022HVa
2. Type of message	Notice of the Annual General Meeting; in the format specified in Commission Implementing Regulation (EU) 2018/1212: NEWM
B. Specification of the issuer	
1.1 ISIN	DE0005194062
2. Name of issuer	BayWa Aktiengesellschaft
A. Specification of the message	
1.2 Unique identifier of the event	BYW052022HVb
2. Type of message	Notice of the Annual General Meeting; in the format specified in Commission Implementing Regulation (EU) 2018/1212: NEWM
B. Specification of the issuer	
1.2 ISIN	DE0005194005
2. Name of issuer	BayWa Aktiengesellschaft
A. Specification of the message	
1.3 Unique identifier of the event	BYW052022HVc
2. Type of message	Notice of the Annual General Meeting; in the format specified in Commission Implementing Regulation (EU) 2018/1212: NEWM
B. Specification of the issuer	
1.3 ISIN	DE000A3E5DY0
2. Name of issuer	BayWa Aktiengesellschaft
C. Specification of the meeting	
1. Date of the General Meeting	May 24, 2022 in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220524
2. Time of the General Meeting	10:00 hours (CEST); in the format specified in Commission Implementing Regulation (EU) 2018/1212: 08:00 a.m. UTC (Coordinated Universal Time)
3. Type of the General Meeting	Ordinary General Meeting; in the format specified in Commission Implementing Regulation (EU) 2018/1212: GMET
4. Location of the General Meeting	Virtual www.baywa.com/hauptversammlung Location of the General Meeting in the meaning of the German Stock Corporation Act: Premises of BayWa Aktiengesellschaft, Arabellastrasse 4, 81925 Munich (no physical presence of the shareholders and their proxies)
5. Record Date	May 17, 2022; in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220517
6. Uniform Resource Locator (URL)	https://www.baywa.com/hauptversammlung
D. Participation in the General Meeting	
D. Participation in the General Meeting – electronic absentee voting	
1. Method of participation by shareholder	Exercise of voting rights via electronic absentee voting procedure; in the format specified in Commission Implementing Regulation (EU) 2018/1212: EV (According to ISO20022: EVOT) The video and audio transmission of the entire General Meeting is accessible for duly registered shareholders or their authorized representatives in the password-protected BayWa Shareholders' Portal. via: www.baywa.com/hauptversammlung .
2. Issuer deadline for the notification of participation	Registration of the shareholder for the General Meeting until: May 17, 2022, 24:00 hours (midnight) (CEST); in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220517, 10:00 p.m. UTC (Coordinated Universal Time)
3. Issuer deadline for voting	Submission, revocation and amendment of voting rights via password-protected e-service for BayWa-shareholders via www.baywa.com/hauptversammlung until:

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	<p>May 24, 2022, up to the commencement of the voting procedure in the virtual general meeting;</p> <p>in the format specified in Commission Implementing Regulation 2018/1212: 20220524, up to the commencement of the voting procedure</p>
D. Participation in the General Meeting – company-appointed proxies	
1. Method of participation by shareholder	<p>Granting of proxy authorization and issuing of voting instructions to the voting proxies appointed by the Company;</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: PX, IX (According to ISO20022: PRXY)</p> <p>The video and audio transmission of the entire General Meeting is accessible for duly registered shareholders or their authorized representatives in the password-protected BayWa Shareholders' Portal. via: www.baywa.com/hauptversammlung.</p>
2. Issuer deadline for the notification of participation	<p>Registration of the shareholder for the General Meeting until: May 17, 2022, 24:00 hours (midnight) (CEST);</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220517, 10:00 p.m. UTC (Coordinated Universal Time)</p>
3. Issuer deadline for voting	<p>For granting, revoking or amending proxy authorizations and voting instructions by mail, fax or e-mail until:</p> <p>May 23, 2022, 24:00 hours (midnight);</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220523, 10:00 p.m. UTC (Coordinated Universal Time)</p> <p>For granting, revoking or amending proxy authorizations and voting instructions via the password-protected e-service for BayWa-shareholders at www.baywa.com/hauptversammlung:</p> <p>Up to the commencement of the voting procedure in the virtual general meeting on May 24, 2022;</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220524, 10:00 p.m. UTC (Coordinated Universal Time), up to the commencement of the voting procedure</p>
D. Participation in the General Meeting – proxy authorization	
1. Method of participation by shareholder	<p>Authorization by:</p> <p>granting of proxy authorizations and possibly issuing of voting instructions to an intermediary, a shareholders' association, a proxy advisor within the meaning of section 134a para. 1 no. 3, para. 2 no. 3 AktG or any other person within the meaning of section 135 para. 8 AktG;</p> <p>granting of proxy authorizations and possibly issuing voting instructions to third parties</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: PX (According to ISO20022: PRXY)</p> <p>The video and audio transmission of the entire General Meeting is accessible for duly registered shareholders or their authorized representatives in the password-protected BayWa Shareholders' Portal. via: www.baywa.com/hauptversammlung.</p>
2. Issuer deadline for the notification of participation	<p>Registration of the shareholder for the General Meeting until: May 17, 2022, 24:00 hours (midnight) (CEST);</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220517, 10:00 p.m. UTC (Coordinated Universal Time)</p>
3. Issuer deadline for voting	<p>For granting, revoking or amending proxy authorizations and possibly voting instructions to third parties (including the authorization and possible issuance of voting instructions to an intermediary, a</p>

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	<p>shareholders' association, a proxy advisor within the meaning of section 134a para. 1 no. 3, para. 2 no. 3 AktG or any other person within the meaning of section 135 para. 8 AktG) by mail, fax or e-mail until:</p> <p>May 23, 2022, 24:00 hours (midnight);</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220523, 10:00 p.m. UTC (Coordinated Universal Time)</p> <p>For granting, revoking or amending proxy authorizations and possibly voting instructions to third parties (including the authorization and possible issuance of voting instructions to an intermediary, a shareholders' association, a proxy advisor within the meaning of section 134a para. 1 no. 3, para. 2 no. 3 AktG or any other person within the meaning of section 135 para. 8 AktG) via the password-protected e-service for BayWa-shareholders at www.baywa.com/hauptversammlung:</p> <p>Up to the commencement of the voting procedure in the virtual general meeting on May 24, 2022;</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220524, up to the commencement of the voting procedure</p>
E. Agenda	
E. Agenda – item 1	
1. Unique identifier of the agenda item	1
2. Title of the agenda item	<p>Presentation of the annual financial statements and the management report of BayWa AG, the approved consolidated financial statements and the group management report for the 2021 financial year including the explanatory report on the data according to Section 289a, 315a of the German Commercial Code, and Supervisory Board's report for the 2021 financial year</p> <p>in the format specified in Commission Implementing Regulation (EU) 2018/1212: Submission of annual financial statement, consolidated financial statement and reports</p>
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung
4. Vote	None
5. Alternative voting options	n/a
E. Agenda – item 2	
1. Unique identifier of the agenda item	2
2. Title of the agenda item	Resolution on the allocation of balance sheet profits for 2021
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung
4. Vote	Binding vote; in the format specified in Commission Implementing Regulation (EU) 2018/1212: BV
5. Alternative voting options	Vote in favor, vote against, abstention; in the format specified in Commission Implementing Regulation (EU) 2018/1212: VF; VA; AB
E. Agenda – item 3	
1. Unique identifier of the agenda item	3
2. Title of the agenda item	Resolution on granting discharge to the members of the Management Board for the 2021 financial year
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung
4. Vote	Binding vote; in the format specified in Commission Implementing Regulation (EU) 2018/1212: BV
5. Alternative voting options	Vote in favor, vote against, abstention; in the format specified in Commission Implementing Regulation (EU) 2018/1212: VF; VA; AB
E. Agenda – item 4	
1. Unique identifier of the agenda item	4
2. Title of the agenda item	Resolution on granting discharge to the members of the Supervisory Board for the 2021 financial year
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung

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4. Vote	Binding vote; in the format specified in Commission Implementing Regulation (EU) 2018/1212: BV
5. Alternative voting options	Vote in favor, vote against, abstention; in the format specified in Commission Implementing Regulation 2018/1212: VF; VA; AB
E. Agenda – item 5	
1. Unique identifier of the agenda item	5
2. Title of the agenda item	Resolution on the election of the statutory auditor and group auditor for the 2022 financial year
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung
4. Vote	Binding vote; in the format specified in Commission Implementing Regulation (EU) 2018/1212: BV
5. Alternative voting options	Vote in favor, vote against, abstention; in the format specified in Commission Implementing Regulation (EU) 2018/1212: VF; VA; AB
E. Agenda – item 6	
1. Unique identifier of the agenda item	6
2. Title of the agenda item	Resolution on the approval of the compensation report for the financial year 2021
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung
4. Vote	Advisory vote; in the format specified in Commission Implementing Regulation (EU) 2018/1212: AV
5. Alternative voting options	Vote in favor, vote against, abstention; in the format specified in Commission Implementing Regulation (EU) 2018/1212: VF; VA; AB
E. Agenda – item 7	
1. Unique identifier of the agenda item	7
2. Title of the agenda item	Resolution on the approval of the compensation and the amendment of the compensation system for members of the Supervisory Board; in the format specified in Commission Implementing Regulation (EU) 2018/1212: Resolution on the compensation for members of the Supervisory Board
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung
4. Vote	Binding vote; in the format specified in Commission Implementing Regulation (EU) 2018/1212: BV
5. Alternative voting options	Vote in favor, vote against, abstention; in the format specified in Commission Implementing Regulation 2018/1212: VF; VA; AB
E. Agenda – item 8 a)	
1. Unique identifier of the agenda item	8 a)
2. Title of the agenda item	Resolution on the approval of the profit transfer agreement between BayWa Aktiengesellschaft as controlling company and BayWa EEH GmbH as controlled company; in the format specified in Commission Implementing Regulation (EU) 2018/1212: Resolution on a profit transfer agreement
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung
4. Vote	Binding vote; in the format specified in Commission Implementing Regulation (EU) 2018/1212: BV
5. Alternative voting options	Vote in favor, vote against, abstention; in the format specified in Commission Implementing Regulation (EU) 2018/1212: VF; VA; AB
E. Agenda – item 8 b)	
1. Unique identifier of the agenda item	8 b)
2. Title of the agenda item	Resolution on the approval of the profit transfer agreement between BayWa Aktiengesellschaft as controlling company and BayWa Global Produce GmbH as controlled company; in the format specified in Commission Implementing Regulation (EU) 2018/1212: Resolution on a profit transfer agreement
3. Uniform Resource Locator (URL) of the materials	https://www.baywa.com/hauptversammlung
4. Vote	Binding vote;

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	in the format specified in Commission Implementing Regulation (EU) 2018/1212: BV
5. Alternative voting options	Vote in favor, vote against, abstention; in the format specified in Commission Implementing Regulation (EU) 2018/1212: VF; VA; AB
F. Specification of the deadlines regarding the exercise of other shareholders rights	
F. Shareholder right – additions to the agenda	
1. Object of deadline	Submission of request for additions to the agenda
2. Applicable issuer deadline	April 23, 2022, 24:00 hours (midnight) (CEST) in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220423; 10:00 p.m. UTC (Coordinated Universal Time)
F. Shareholder right – counter-motions	
1. Object of deadline	Submission of counter-motions to specific items on the agenda
2. Applicable issuer deadline	May 09, 2022, 24:00 hours (midnight) (CEST) in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220509; 10:00 p.m. UTC (Coordinated Universal Time)
F. Shareholder right – proposals for election	
1. Object of deadline	Submission of election proposals for the election of Supervisory Board members or auditors
2. Applicable issuer deadline	May 09, 2022, 24:00 hours (midnight) (CEST) in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220509; 10:00 p.m. UTC (Coordinated Universal Time)
F. Shareholder right – submission of questions	
1. Object of deadline	Electronic submission of questions via the password-protected e-service for BayWa-shareholders
2. Applicable issuer deadline	May 22, 2022, 24:00 hours (midnight) (CEST) in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220522; 10:00 p.m. UTC (Coordinated Universal Time)
F. Shareholder right – filing of objections	
1. Object of deadline	Electronic filing of objections against resolutions of the General Meeting
2. Applicable issuer deadline	May 24, 2022, from the commencement of the General Meeting until the closing of the General Meeting by the chairman of the meeting; in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220524; from the commencement of the General Meeting until the closing of the General Meeting by the chairman of the meeting
F. Shareholder right - following video and audio transmission of the General Meeting	
1. Object of deadline	Following video and audio transmission of the General Meeting
2. Applicable issuer deadline	May 24, 2022, from 10:00 a.m. (CEST); in the format specified in Commission Implementing Regulation (EU) 2018/1212: 20220524 from 08:00 p.m. UTC (Coordinated Universal Time)