

EQS-Ad-hoc: PIERER Mobility AG / Key word(s): Restructure of Company  
PIERER Mobility AG: Takeover Commission confirms restructuring privilege for acquisition of control by Bajaj Auto International Holdings B.V.

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**Ad hoc notification pursuant to Article 17 Regulation (EU) No 596/2014 (MAR)****Ad hoc announcement pursuant to Art. 53 LR**

Wels, October 23, 2025

**PIERER Mobility AG: Takeover Commission confirms restructuring privilege for acquisition of control by Bajaj Auto International Holdings B.V.**

- **No obligation to make a mandatory takeover bid to the shareholders of PIERER Mobility AG**
- **Imposition of conditions and requirements by the Takeover Commission**

Bajaj Auto International Holdings B.V. intends to acquire all 50,100 shares held by Pierer Industrie AG in Pierer Bajaj AG. The relevant agreements, namely a share purchase agreement relating to the acquisition of 100 shares in Pierer Bajaj AG and a call option agreement relating to the acquisition of up to 50,000 shares in Pierer Bajaj AG, were concluded in April and May 2025. Both agreements are subject to the same regulatory conditions precedent with regard to merger control, subvention control and investment control approvals, as well as the further condition precedent that the acquisition of control by Bajaj Auto International Holdings B.V. over Pierer Bajaj AG and thus indirectly over PIERER Mobility AG does not trigger a mandatory takeover bid under the provisions of the Austrian Takeover Act (ÜbG). All necessary merger control approvals have already been granted.

The Austrian Takeover Commission has served a decision to Bajaj Auto International Holdings B.V. on 23 October 2025, confirming that these two transactions together lead to Bajaj Auto International Holdings B.V. indirectly acquiring control over PIERER Mobility AG and that this acquisition of control is carried out for restructuring purposes within the meaning of Section 25 para 1 no.2 of the Austrian Takeover Act (ÜbG).

In order to protect the financial interests of the other shareholders, the following condition was imposed by the Austrian Takeover Commission in accordance with Section 25 para 2 of the Austrian Takeover Act (ÜbG):

Bajaj Auto International Holdings B.V. is neither obliged under Section 22 nor under Section 25 para 2 of the Austrian Takeover Act (ÜbG) to make a mandatory takeover bid to the shareholders of PIERER Mobility AG if the call option agreement dated 22 May 2025 is exercised in full within 20 trading days following the non-prohibition of the merger pursuant to Regulation (EU) 2022/2560 and the fulfilment of all conditions precedent of the call option agreement.

In order to protect the financial interests of the other shareholders, the following conditions were imposed in accordance with Section 25 para 2 of the Austrian Takeover Act (ÜbG):

(i) Bajaj Auto International Holdings B.V. must immediately inform the Takeover Commission of the non-prohibition of the merger pursuant to Regulation (EU) 2022/2560 and the fulfilment of all conditions precedent of the call option agreement and must immediately publish the change of control at PIERER Mobility AG.

(ii) Bajaj Auto International Holdings B.V. and all legal entities acting in concert with it pursuant to Section 1 no. 6 of the Austrian Takeover Act (ÜbG) must also report

- a. to the Takeover Commission immediately after completion of the transaction, submitting the relevant agreements and
- b. to the general meeting of PIERER Mobility AG, which follows a possible acquisition of shares in MR IMMOREAL GmbH by KTM AG, on the terms and conditions of the acquisition of shares, in particular the purchase price, in MR IMMOREAL GmbH by KTM AG.

(iii) Bajaj Auto International Holdings B.V. and all legal entities acting in concert with it pursuant to Section 1 no. 6 of the Austrian Takeover Act (ÜbG) furthermore have to report to

- a. the Takeover Commission immediately after conclusion of the respective agreement or execution of the respective legal transaction, and

b. to the general meetings of PIERER Mobility AG,

under what conditions agreements or legal transactions, which are economically related to the acquisition of control of PIERER Mobility AG by Bajaj Auto International Holdings B.V., are concluded between Bajaj Auto International Holdings B.V. or legal entities acting in concert with it on the one hand and Dipl. Ing. Stefan Pierer or legal entities acting in concert with him on the other hand up to and including 31 December 2026

The Executive Board of PIERER Mobility AG was notified by Bajaj Auto International Holdings B.V. that

a. the non-prohibition of the merger pursuant to Regulation (EU) 2022/2560 and the fulfilment of all conditions of Section 2 of the call option agreement are expected by 10 November 2025, and

b. Bajaj Auto International Holdings B.V. intends to exercise the call option agreement with regard to all 50,000 shares in PIERER Bajaj AG, thereby indirectly acquiring sole control over PIERER Mobility AG.

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End of Inside Information

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