Consolidated Financial Statements 2024

BayWa AG

Contents

1 Consolidated Management Report

2 Consolidated Financial Statements

3 Further Information

Imprint

Text
BayWa AG, Munich
Corporate Accounting/Investor Relation

Translation
Lennon.de Language Services, Münster, Germany

Photo: Dr. Frank Hiller © Foto Marquart

Language versions
The consolidated financial statements are available in German and Endlish. Only the German version is legally binding. Both versions can be viewed and downloaded at www.baywa.com.

Publication date online: 10 July 2025
BayWa website: www.baywa.com

For more information please contact:
BayWa AG
Investor Relations
Arabellastr. 4
81925 Munich, Germany
Phone +49 89 9222-0
E-mail investorrelations@baywa.de

Note
Rounding may result in minor differences in totals and in the calculation of percentages in this consolidated financial report.

Letter to Our Shareholders

Dr. Frank Hiller
Chief Executive Officer of BayWa AG

Dear Shareholders,
Dear Readers,

I have been the Chief Executive Officer of BayWa AG since 1 March 2025. Despite BayWa's current difficult situation, I was very pleased to take up this position because BayWa is a great company with a long tradition, attractive markets and dedicated employees.

We are embarking on a fundamental transformation of our company that will change our business model and determine our strategy in the years to come. I would therefore like to take stock of the events of the past year briefly, before looking ahead to the future.

2024 was the year in which BayWa's debt-financed expansion came to an abrupt end. While BayWa had continued to benefit from rising commodity prices and inventory purchases brought about by the war against Ukraine in financial year 2022, the tide turned in financial year 2023, which led to a weak operating performance in all three business areas. A rapid and sharp rise in interest rates placed an additional burden on BayWa. At the same time, the conditions for the planned sale of our solar trading business, the proceeds of which were also to be used to reduce debt, deteriorated. The planned refinancing of a bond failed in the second quarter of 2024. All of these factors combined to create an unexpected liquidity crisis for the Group and a decline in the ability to service its debt.

The company has responded resolutely: Together with a new Board of Management and with the support of external reorganisation experts, the Supervisory Board has formulated a concept that will put BayWa back on the path to recovery in the years ahead. The objectives of the reorganisation are to:

- make BayWa competitive in operational terms,
- reduce debt substantially,
- focus BayWa on its tried and tested core business once again and
- increase profitability.

We are aware that implementing changes like these requires drastic measures. The road ahead will not be a sprint, rather, a process lasting several years.

What specific goals have we defined and set ourselves within the scope of our reorganisation concept? For example, we plan to sell stakes in companies that are no longer part of our redefined core business. This also includes our Austrian affiliated company Raiffeisen Ware Austria AG (RWA), which we divested in May 2025, and the Cefetra Group, our international agricultural trading subsidiary, for which we concluded a sale agreement in June 2025. We are planning to sell other international Group companies. The purpose of the measures is to reorganise the structure of the Group. At the same time, we intend to use the proceeds from the divestments to repay debt.

From an operational point of view, we aim to significantly streamline the organisation and simultaneously implement comprehensive operational savings measures, such as the closure of unprofitable locations. As BayWa has grown, it has also become significantly more complex; its structure is now being reviewed and adapted as part of the transformation process. A consistent focus on our customers combined with strong sales management and efficient processes – these are our goals. This also includes a new organisational structure that returns us to our roots: In future, BayWa will focus on its four operational segments: Agri Trade & Service, Agricultural Equipment, Heating & Mobility and Building Materials. We remain rooted at a regional and local level and will continue to expand our presence and cooperation with local customers and suppliers.

From a financial point of view, the vast majority of our creditors have agreed to extend the term of the loans until the end of 2028 and to a capital increase. This concept is underpinned by intensive negotiations with our principal shareholders, banks and investors, who share a common interest: guaranteeing financial security and ensuring that BayWa continues to remain on the market in the long term in order to meet basic human needs.

As a small group of creditors opted not to support this concept, we were required to initiate proceedings under the German Act on the Stabilisation and Restructuring Framework for Companies (StaRUG) at the end of 2024. The StaRUG proceedings make it possible to implement the financing concept and the provisions of the long-term reorganisation agreement even without the consent of this small group of individual financial creditors and to include them nevertheless in an overall solution for all financial creditors. In contrast to other cases in the public domain, this is not a matter of excluding small shareholders, but of "StaRUG light" proceedings that affect financial creditors only. A court hearing and vote on the matter were held in May 2025. The court subsequently ruled that the restructuring plan may now be implemented without delay.

All measures aim to secure the business and establish a solid foundation for BayWa's future sustainable development. This is why we have already implemented initial operational measures.

BayWa has embarked on this transformation against the backdrop of a dynamic, complex environment. The global economy is in a state of upheaval. A new government has been formed in Germany – it remains to be seen whether the hoped-for and expected economic upturn will actually materialise. The prospect of impending international trade conflicts is challenging. As such, we expect more than just a boost from the economic environment. However, our objective is clear and we are very confident that BayWa will return to the path of success if we focus on our strengths: We supply attractive markets – food and agriculture, energy and construction will remain highly relevant for the foreseeable future. We have an established network of customers and suppliers. And we are recognised for our expertise in our markets.

In this endeavour, we are not only assisted by the support of our financial partners, but also by our long-standing relationships with our business partners. At this juncture, we would like to thank everyone involved for their loyalty, trust and commitment. We are working to ensure that our relationships are on a solid footing and that BayWa returns to its former strength and established values. We strive to be the preferred trader for our customers once again as well as an attractive option for the capital market.

I would like to take this opportunity to express my sincere thanks to our employees, and do so also on behalf of my fellow Board of Management members, Dr. Marlen Wienert, Michael Baur and Prof. Dr. Matthias J. Rapp, as well as my former colleague Reinhard Wolf, who has retired. The past year has been challenging for them, with a number of difficult and demanding measures. We must all realise that the road ahead will be rocky, and that we can only overcome the challenges together.

My thanks also extend to you, the shareholders of BayWa AG. We hope that you will remain loyal to our company and continue to place your trust in us – and that you will remain at our side during the transformation process.

Developments in 2024 took a toll in terms of trust – among our customers, our business partners, our employees and the general public. Our goal is to rebuild trust in BayWa and establish ourselves as a reliable partner for farmers, building developers and consumers. By securing refinancing and announcing our transformation programme, we have sent a clear and positive signal in this regard.

Yours sincerely,

Dr. Frank Hiller
Chief Executive Officer of BayWa AG

Consolidated Management Report of BayWa AG for the Financial Year 2024

Note about this consolidated management report

- Qualified and comparative statements are used to describe changes in results and earnings, as well as forecast ranges. Explanation of the qualified and comparative statements:
  - slight, moderate, low ≙ 1–5%;
  - noticeable, clear ≙ 5–10%;
  - substantial, considerable ≙ 10–20%;
  - significant ≙ 20–50%;
  - sharp, steep, strong ≙ > 50%
- For reasons of readability, gender-specific wording and formal reference to all gender identities are not used. The selected form stands for all genders (m/f/other).
- As in the previous year, this consolidated management report includes disclosures that do not constitute mandatory content of the management report in accordance with the relevant legal provisions or the requirements of German Accounting Standard 20 (GAS 20). These disclosures, known as “atypical” disclosures, are not required to be included in the audit. They are therefore clearly highlighted and labelled as such in this report to distinguish them from audited management report disclosures. Examples of such atypical management report disclosures include descriptions of the key characteristics of the internal control system (ICS) and of the risk management system, which were included in the consolidated management report in accordance with Recommendation A.5 in conjunction with Principle 5 of the German Corporate Governance Code (GCGC) 2022 and can be found on pages 80 to 82.

Remarks on the situation regarding the reorganisation of the BayWa Group

Preliminary remarks

Reorganisation of the BayWa Group

The 2024 financial year marked a turning point for the BayWa Group. After many years of expansion, several factors led to BayWa AG encountering a liquidity crisis in July 2024, whereupon comprehensive reorganisation measures were initiated.

The causes of the crisis faced by the BayWa Group were manifold and included the following factors:
- a high level of debt with significantly increased financing costs;
- operational challenges, particularly also in the management of working capital and supply chains; and
- a weak global economy, with Germany also particularly affected, and adverse developments in the construction and energy markets.

Due to its business model, the BayWa Group has been and continues to be financed to a large extent by borrowing. Since the end of 2022, the rise in interest rates has led to significantly higher financing costs. A large proportion of BayWa loans depend on the Euribor reference interest rate, meaning that any fluctuations or increases in this rate will directly lead to higher interest charges. In addition, the economic environment in the three business units agriculture, energy and construction deteriorated, but particularly in the Renewable

Energies Segment, which had a negative impact on operating business development and weakened the Group's financial strength. Although a sustainable corporate bond (green bond) comprising a volume of €500 million was repaid by its maturity date on 26 June 2024, the company was unable to issue a new bond to at least partially replace it. Partial refinancing totalling €300 million was implemented via bilateral credit lines. As a result of the tense financial position, BayWa AG recorded unexpectedly high outflows from its own commercial paper programme, which has been in place for many years, with corresponding effects on the liquidity position of BayWa AG and the Group.

In summary, the BayWa Group generated insufficient operating profit while carrying excessive debt and incurring excessive interest and redemption charges as a result. The causes and impacts of the crisis within the various Group divisions and sub-groups have been and continue to be very different. While the Global Produce and Cefetra Group Segments, as well as the Austrian sub-group headed by RWA AG, have been less severely affected, the causes and effects of the crisis are much more pronounced within the Renewable Energies Segment, with BayWa r.e. AG as the sub-group parent company, or at BayWa AG itself and at the remaining Group companies that can be combined into a BayWa AG sub-group.

These developments led BayWa AG to commission a reorganisation opinion in the second half of 2024 in accordance with the provisions of the ruling by the Federal Court of Justice (BGH) and on the basis of the requirements of IDW S 6, regarding changes in the Board of Management and negotiations on a reorganisation agreement with the two principal shareholders, Bayerische Raiffeisen-Beteiligungs-AG Beilngries, Germany, and Raiffeisen Agrar Invest AG, Vienna, Austria, and the financial creditors.

Against this backdrop, BayWa AG has intensified its out-of-court reorganisation efforts since July 2024. In addition to measures to secure liquidity in the short term (e.g. through the sale of Group companies), BayWa AG entered into negotiations with the principal shareholders on the short-term provision of shareholder contributions. At the same time, negotiations were initiated with a specially formed Steering Committee of financiers, the majority of the promissory note creditors and bilateral lenders on the conclusion of a standstill agreement and the granting of a bridging loan. The vast majority of financing partners supported these restructuring efforts in a highly constructive manner. This was achieved primarily by the conclusion of a standstill agreement with a term up to 30 September 2024 and an option to extend it up to 31 December 2024. This standstill agreement was extended twice in 2025, initially until 30 April 2025, and finally until 30 June 2025.

The draft reorganisation concept presented in December 2024 and the final version of 30 June 2025 is explained in this section. The concept confirms the BayWa Group's ability to be reorganised. To this end, key measures to reduce debt, cut costs and increase profitability must be implemented by the end of 2028 by means of streamlining the organisation (chiefly at Group headquarters). This includes consolidating business areas and customer markets within the segments as well as implementing numerous operational cost-saving measures within the BayWa Group. Assuming the four operating segments – Agri Trade & Service, Agricultural Equipment, Energy and Building Materials – continue to operate as at present, a reduction of approximately 1,300 FTE positions is planned by the end of 2028.

As part of its debt reduction programme, BayWa AG has already divested a number of selected Group companies and plans to dispose of further investments. One of BayWa AG's major Group companies was the Austrian company RWA Raiffeisen Ware Austria Aktiengesellschaft (RWA AG), which was previously fully consolidated in BayWa's consolidated financial statements. In a first step, BayWa AG sold 47.53% of its shares in RWA AG, with the transaction closing on 2 May 2025. It has been acquired by RWA Beteiligungsholding GmbH, an affiliated company of RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen (RWA eGen). There are also plans to sell the shares in "UNSER LAGERHAUS" Warenhandelsgesellschaft m.b.H. (WHG), which are held indirectly via BayWa Austria Holding GmbH, in the current financial year. Both RWA AG and WHG are fully consolidated in these consolidated financial statements of BayWa. On 10 June 2025, BayWa AG concluded an agreement on the sale of all shares in Cefetra Group B.V. to the First Dutch Group B.V. (formerly PGFO B.V.) in the Netherlands. The shares were held via BayWa Agrar Beteiligungs-GmbH, a subsidiary of BayWa AG. The transaction is expected to be completed by the end of the 2025 financial year. The Cefetra Group is fully consolidated in BayWa's consolidated financial statements.

Effects on the BayWa Group's business operations

The onset of the reorganisation situation and the subsequent commissioning of the reorganisation opinion for BayWa AG in July 2024 have impacted business development and led to considerable uncertainty and reactions among the Group's suppliers and customers. This was why BayWa initiated the measures described above to secure liquidity and restore its financial strength. Business processes in all segments had to be adjusted due to changes in delivery conditions and extensive changes in procurement practices, while warehouse stock and inventories were simultaneously reduced in order to secure liquidity. In the Renewable Energies Segment in particular, the tight liquidity situation and associated pressure to generate sales led to a decline in margins on the sale of projects. In order to secure liquidity in the short term, project sales were brought forward or expedited, which had a significant negative impact on profitability.

As a trading group and project developer, the BayWa Group is part of supply chains and therefore dependent on goods and products from suppliers. In the second half of the year, BayWa did not have all the trade credit insurance it needed to cover suppliers' sales until the payment deadline. Due to the reorganisation situation and BayWa's resulting poor credit rating, insurers were no longer prepared to cover BayWa receivables. This led to suppliers either no longer supplying BayWa or supplying BayWa with smaller quantities or insisting on advance payment. In addition, delivery conditions were frequently changed and made less favourable, with new payment terms being introduced.

This restricted flexibility with regard to logistics because BayWa had to work with a smaller number of suppliers and logistics companies. As a result, the lack of price advantages from large purchase volumes and increased processing costs weighed on trading margins. The credit crisis led to changes in how customers placed orders and deliveries. Consequently, demand for product groups with longer delivery times declined in some cases. In several segments, stock had to be sold off in retail outlets at corresponding discounts, which also had a negative impact on trading margins. As part of the reorganisation concept and in order to restore long-term competitiveness, the sale of additional subsidiaries, particularly those abroad is planned. Most recently, the agreement on the sale of the shares in Cefetra Group B.V., Rotterdam, Netherlands, was signed on 10 June 2025.

Initiation of restructuring proceedings in accordance with StaRUG

The implementation of the reorganisation agreement requires the overall approval of a total of almost 300 investors and lenders. By the end of January 2025, around 95% of the lenders had agreed to the reorganisation solution, developed after intensive negotiations, thus creating the basis for the restructuring and solid financing until the end of 2028. However, 100% approval was required. In order to implement the reorganisation promptly in the interests of all parties involved, the Board of Management of BayWa AG resolved on 31 January 2025 to initiate restructuring proceedings with Munich Local Court in accordance with the German Act on the Stabilisation and Restructuring Framework for Business (StaRUG). The purpose of the StaRUG proceedings is to facilitate a company's reorganisation. The implementation of the StaRUG proceedings at BayWa AG required the approval of 75% of the financial creditors, which had already been secured by contract. The discussion and voting meeting ordered by the court for all parties affected by the restructuring plan (parties affected by the plan) took place on 15 May 2025 in Munich. The required majority of the financial creditors affected by the plan approved the restructuring plan. This marked a key step in the implementation of the reorganisation concept. The measures provided for in the restructuring plan will be implemented on a step-by-step basis even before the court-approved restructuring plan comes into force and will be continued after it has become legally effective. The restructuring plan was confirmed by Munich Local Court on 6 June 2025 and became legally binding on 21 June 2025.

The StaRUG proceedings did not include any waiver of claims on the part of the creditors.

Pursuant to the reorganisation loan agreement and in line with the reorganisation agreement, BayWa AG reached an agreement with its financial creditors on 1 July 2025 on unified and secure long-term corporate financing until the end of 2028, adjusted to market and company conditions. The term of all relevant financial liabilities has been extended until the end of the reorganisation period (the end of 2028). In this context, BayWa AG and various group companies have undertaken to provide collateral to the lenders. The Board of Management believes that the BayWa Group now has an adequate financing basis to see it through to the end of the reorganisation period. In addition, BayWa AG will carry out a cash capital increase with subscription rights in accordance with the reorganisation concept aimed at strengthening equity, in which all existing shareholders will be able to participate equally. Further information can be found in the section "Reorganisation agreement" in these Preliminary Remarks.

Timeline

Important events in connection with the reorganisation of the BayWa Group

12 July 2024
After it becomes clear that BayWa AG's financial position was putting its future at risk, the company commissions a reorganisation opinion.

24 July 2024
Following a significant decline in the share price as a result of the commissioned reorganisation opinion, BayWa AG postpones the publication of its half-year report, announces preliminary half-year figures and suspends its forecast for the 2024 financial year.

15 August 2024
Successful conclusion of a standstill agreement with lending banks. Loan repayments are also suspended until the end of September 2024 so that the commissioned reorganisation opinion can be finalised. In addition, agreement with major lending banks and the largest shareholders is reached on the provision of fresh liquidity amounting to approximately €547 million in the form of bridging loans, subordinated shareholder loans and proceeds from the sale of BayWa AG's holdings in BRB Holding GmbH and BSV Saaten GmbH.

10 September 2024
Michael Baur is appointed Chief Restructuring Officer (CRO).

24 September 2024
Positive first draft of the reorganisation opinion with the result that BayWa AG can be reorganised under defined conditions and its operational competitiveness and profitability restored in the medium term. The main basis for this was the assessment in the draft concept that the BayWa Group operates with a stable outlook and maintains a leading position in its key business divisions.

The first draft concept stated that restructuring over a period of several years was a prerequisite for the reorganisation. The draft concept identified a range of significant restructuring measures, including several operational cost-cutting measures and the divestment of individual business divisions.

27 September 2024
Impairment tests (IAS 36) resulted in extraordinary depreciation/amortisation with no impact on liquidity of €222.2 million. At €171.5 million, the largest share was attributable to the 51% stake in BayWa r.e. AG.

29 September 2024
Extension of the existing standstill agreement with major lending banks until 31 December 2024 and increase in the existing bridge loan agreement for an additional amount of approximately €500 million and extension until 31 December 2024 as the basis for a subsequent long-term financing solution until the end of 2027.

7 October 2024
BayWa AG reaches agreement with its main financiers on a key points paper for the reorganisation of the company by 2027, with a standstill agreement initially in place until 31 December 2024.

17 October 2024
Marcus Pöllinger (Chief Executive Officer) and Andreas Helber (Chief Financial Officer) are to leave the Board of Management of BayWa AG by mutual agreement with effect from 31 October 2024 and 31 March 2025 respectively. Michael Baur, Chief Restructuring Officer (CRO) and Chief Representative of the Company of the company, was appointed as an additional member of the Board of Management.

30 November 2024
In the second draft concept, the reorganisation expert confirms that reorganisation is feasible on the basis of the detailed reorganisation concept. The reorganisation concept provides for streamlining the organisation and implementing a number of operational cost-cutting measures, as well as the divestment of selected significant,

primarily international, Group companies, while essentially maintaining the four operating segments, Agri Trade & Service, Agricultural Equipment, Energy (from 1 January 2025: Heating & Mobility) and Construction (from 1 January 2025: Building Materials). The focus of the transformation is on strengthening operational competitiveness.

27 December 2024
Agreement with main financing partners and major shareholders on a detailed transformation concept as well as provisions of a long-term reorganisation agreement until 2027 along with additional agreements. The reorganisation concept includes a cash capital increase with subscription rights in the amount of €150 million. The two major shareholders undertake to secure this volume. Existing standstill agreements are extended until 30 April 2025.

Conclusion of an agreement on the sale of the 47.53% stake held by BayWa Austria Holding GmbH (wholly owned subsidiary of BayWa AG) to Austrian company RWA Raiffeisen Ware Austria AG (RWA AG) and an additional share held by BayWa Pensionsverwaltung GmbH for a purchase price of €176 million. The sale was completed on 2 May 2025.

31 January 2025
BayWa AG decides to notify Munich Local Court as the competent court for a restructuring project pursuant to the German Act on the Stabilisation and Restructuring Framework for Companies (StaRUG). The parent company – but not its subsidiaries or other group companies – plans to submit a restructuring plan as soon as possible, apply for a discussion and voting meeting and, to the extent necessary, avail itself of further procedural assistance under StaRUG. The plan does not affect BayWa AG’s suppliers, customers, employees, subsidiaries or its business operations.

23 February 2025
BayWa AG reaches a commercial agreement with Energy Infrastructure Partners (EIP), the co-shareholder of BayWa r.e. AG, to carry out a capital increase at BayWa r.e. AG, which will essentially be subscribed by EIP and will therefore lead to a change of control of BayWa r.e. AG by EIP.

27 February 2025
The Supervisory Board of BayWa AG appoints Dr. Frank Hiller as Chief Executive Officer (CEO) and Prof. Dr. Matthias J. Rapp as Chief Financial Officer (CFO). The appointments take effect on 1 March 2025 and are for a term of three years.

17 March 2025
The announced agreement on a financing concept for BayWa r.e. AG, under which BayWa would transfer the majority stake in BayWa r.e. AG to co-shareholder EIP, was not realised for economic reasons. As a result, BayWa AG enters into advanced discussions with its principal banks and the principal banks of BayWa r.e. AG, as well as with its major shareholders Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, on an alternative financing concept to cover BayWa r.e. AG’s capital and guarantee requirements for the duration of the planned period of reorganisation until the end of 2028. Adjustments to the reorganisation agreement and the restructuring plan are required.

8 April 2025
Based on the updated financing concept for BayWa r.e. AG, BayWa reaches an agreement with the main financing partners and the major shareholders Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG on the necessary adjustments to the long-term reorganisation agreement for the period until 2028. The standstill agreements are extended to 30 June 2025.

In order to preserve liquidity, the company exercises its right, expressly provided for in the terms and conditions of the bond, to defer the interest payment on the hybrid bond (WKN: A351PD | ISIN: DE000A351PD9) originally scheduled for 5 May 2025.

15 May 2025
The restructuring plan submitted by BayWa AG in the procedure under the German Act on the Stabilisation and Restructuring Framework for Companies (StaRUG) receives the approval of the required majorities at the court

hearing and voting meeting. The restructuring plan is drawn up in accordance with StaRUG and implements the financial reorganisation concept developed for BayWa AG and the BayWa Group. The objectives are

- the avoidance of insolvency that would otherwise be likely to occur;
- the reorganisation of BayWa AG and the BayWa Group by eliminating the causes of the crisis endangering the continued existence of the company; and
- the implementation of measures required to reduce the high level of debt to a sustainable level and to strengthen equity.

This is intended to ensure that the operations of BayWa AG and its Group companies can be reorganised and continued. This includes safeguarding a large number of jobs.

6 June 2025
The required confirmation of the restructuring plan by the competent Munich Local Court – Restructuring Court – was issued on 6 June 2025.

10 June 2025
Conclusion of an agreement on the sale of the shares in Cefetra Group B.V. held by BayWa AG via its subsidiary BayWa Agrar Beteiligungs GmbH to the First Dutch Group B.V. (formerly PGFO B.V.) in the Netherlands, for a purchase price of approximately €125 million. The transaction is expected to be completed by the end of the 2025 financial year.

30 June 2025
The reorganisation agreement was concluded and became legally binding.

1 July 2025
The subscription price for the standardised cash capital increase with subscription rights under the restructuring plan was set at €2.79 per new share. The capital increase will be carried out in two tranches, whereby in the first tranche only the two main shareholders, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, are initially entitled to subscribe up to a total subscription price of €125 million. The proceeds from the first tranche totalling €125 million will be paid out in the first half of July 2025. The second tranche of up to €76.6 million is to be tendered to the free float shareholders by the end of 2025, of which €25 million is secured by the two main shareholders. In addition, the reorganisation financing has been finalised, ensuring the company's financial stability until 2028.

3 July 2025
In preparing the annual financial statements for 31 December 2024, it was established that BayWa AG's balance sheet equity (HGB) had fallen below half of the share capital and is therefore negative. The corresponding loss of equity is within the expectations of the reorganisation concept and therefore has no impact on its implementation or on the positive going concern outlook set out in the reorganisation agreement.

General strategic principles
For overall strategic reasons, the BayWa Group is endeavouring to refocus on its traditional core business. Following structural measures, in 2028 the BayWa Group will essentially consist of a streamlined, strategic BayWa AG holding company with operationally sound and financially independent portfolio companies, as well as the remaining (previous) segments BayWa Agri Trade & Service, BayWa Agricultural Equipment, BayWa Heating & Mobility, BayWa Building Materials, and BayWa Others. Therefore, the Regenerative Energies and Cefetra Group Segments, the T&G Global Group in the Renewable Energies Segment, as well as the stake in RWA AG are up for sale.

The cornerstones of the strategic holding company include trading activities in the relevant sub-segments, optimised portfolio management with stringent KPI monitoring, an independent financing structure that is tailored to the respective business models, and a governance model that ensures operational independence between the units with a focus on trading activities in agriculture, equipment, building materials and energy.

This new constellation focuses on maintaining BayWa's position as a leading agricultural company in Germany. It delivers outstanding performance in its core segments: Agri Trade & Service, Agricultural Equipment, Heating & Mobility, and Building Materials. BayWa will operate as a reliable local partner for farmers, offering comprehensive solutions ranging from agricultural equipment and fuels to fertilizers, seeds and harvesting services.

The reorganisation concept formulates general strategic principles for the BayWa Group. It focuses on the return on capital employed under a selected risk/return profile. The general strategic principle for the portfolio companies is that they are present in large or growing markets with a strong market position and a distinct USP, have an independent and streamlined organisational structure with seamless integration into the BayWa Group, have the ability to generate stable cash flows and continuous dividends for shareholders and have synergetic relationships with the other Group companies.

From a financial perspective, the newly structured BayWa Group is expected to meet the following core criteria:
- return to an EBITDA margin in line with industry standards;
- termination of further erosion of equity in the medium term;
- restoration of the ability to service debt; and
- ability to refinance at standard market conditions.

In order to achieve this against the backdrop of the causes of the crisis outlined above, the strategic objectives are based on three key pillars:

1. **Operational measures** to return to operational competitiveness and to achieve a significant increase in profitability (on an EBITDA basis) by means of a programme of operational measures until the end of 2028. The operational measures vary from company to company and essentially comprise the following components:
   - realignment of the holding company with a focus on a programme to reduce overhead costs in the areas of IT, finance, controlling, personnel and marketing and communications;
   - comprehensive restructuring programme for BayWa AG and BayWa r.e. with a holding structure and exit from non-core markets; and
   - a general performance enhancement programme for the Cefetra Group and Global Produce.

2. **Structural measures**, i.e. step-by-step disposal of assets that do not form part of core business, in order to secure liquidity and restore the ability to refinance operations by reducing the interest burden and significantly cutting debt by €4.0 billion by 2028

3. **Governance enabler**, i.e. creating governance-supporting structures through the implementation of a Transformation Management Office (TMO), with a steering committee to ensure efficient management and implementation of the programme

Operational measures concept

A comprehensive programme of operational measures was defined at BayWa Group level. In line with the strategic objectives, the programme of measures focuses on optimising the BayWa Group's current positioning:
- All of the measures developed were classified into six categories for overall programme management: Go-to-Market, Operations, Organisational Effectiveness, Spent (selling, general and administrative expenses – SG&A), Working Capital and Portfolio Adjustments.
- The defined programme of measures in these areas includes measures with an EBITDA effect at BayWa AG (right-sizing, efficiency and operational measures), BayWa strategic holding (staff reductions, SG&A optimisation) and BayWa r.e. (operational enhancements in projects and cross-divisional right-sizing of overheads).
- The programme of measures also includes a number of one-off effects.
- The structural measures focus on securing liquidity and reducing debt by implementing the following transactions with expected total proceeds of approximately €2.3 billion by the end of 2028:
  - Sale of RWA Raiffeisen Ware Austria AG: 2025, completion on 2 May 2025
  - Sale of the shares held by BayWa Agrar Beteiligungs GmbH in Cefetra Group B.V.: Transaction expected to be completed by the end of the 2025 financial year
  - Sale of the shares held by BayWa Global Produce GmbH in T&G Global Limited: planned
  - Sale of BayWa r.e. AG: in planning

- Capital increase at BayWa AG level: up to €201.6 million, including a minimum capital inflow of €150.0 million (2025), guaranteed by principal shareholders Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG.

In addition, BayWa r.e. has also developed its own comprehensive programme of measures in line with the new strategic objectives for BayWa r.e. after 2028.

The focus here is on project development in conjunction with a strong, integrated Independent Power Producer (IPP) business in selected core markets. In this context, the company will consistently divest itself of all currently unprofitable activities as well as business areas and markets that do not form part of its defined core business. A key component of the new strategy is the planned sale of projects outside core countries, individual IPP assets and selected units in Asset Operations. Furthermore, divestments are planned in the Energy Solutions, Offshore and Solar Trade divisions.

In the medium term, the focus will be on fully implementing the strategic realignment and establishing the transformed business model.

In addition, the programme of measures aims to achieve a sustainable increase in operational efficiency. Central levers include:
- top-line initiatives;
- purchasing and supply chain measures;
- business streamlining;
- overhead streamlining; and
- ongoing operational improvements.

This creates the basis for BayWa r.e. to remain competitive and succeed in achieving its growth targets in the fields of renewable energies.

As a result of the implementation of the comprehensive reorganisation measures, according to the business plan for the period 2025 to 2028, the new BayWa Group's revenues are expected to fall from approximately €21.1 billion in 2024 to approximately €11.3 billion in 2028 on account of divestments.

EBITDA adjusted for extraordinary effects is expected to increase from around €56.1 million in 2024 to around €530 million in 2028. The implementation of the restructuring measures is expected to lead to an operational improvement during the planning period and to an increase in the adjusted EBITDA margin from 0.3% in 2024 to over 4% in 2028. In addition, the Group's economic equity – made up of the balance sheet equity and the shareholder loans received – is planned to increase to around €600 million by the end of 2028, with net debt of around €1.7 billion.

Reorganisation agreement

Group financing was secured by existing credit lines until the first half of 2024. However, the repayment of the green bond maturing in June 2024 with an interest coupon of 3.125% and a volume of €500 million from freely available funds placed a considerable strain on the liquidity situation. Plans to refinance on the capital market could not be realised. This was exacerbated by the weak development of the operating business, particularly in the renewable energies segment. At the same time, outflows from financing via commercial paper totalled over €200 million within a few weeks. These developments prompted the commissioning of a reorganisation opinion in accordance with IDW S 6.

Bridging loans from August 2024

In August 2024, BayWa AG concluded standstill agreements with its main financial creditors and, in addition, a bridging loan agreement for loans totalling around €272 million with a group of principal banks. The agreements were initially valid until 30 September 2024. They were subsequently extended several times, initially in September 2024 until 31 December 2024, in December 2024 until 30 April 2025, and most recently in April 2025 until 30 June 2025. The bridge loan package agreed with the banks comprised secured bank loans and was supplemented by additional bank loans in September 2024, January 2025 and March 2025 in order to further stabilise BayWa AG's financing and lay the foundations for a subsequent long-term financing solution until the end of 2028. The bridging loan volume totalled around €1.3 billion.

In parallel, BayWa AG concluded bridging loan agreements with its main shareholders, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, in July and August 2024 on the granting of subordinated bridging loans totalling €125 million with a term originally ending on 31 December 2024. The term of the shareholder bridging loans granted under the bridging loan agreements was extended in December 2024 until 30 June 2028.

Long-term reorganisation documentation and significant events from the end of the financial year to the publication of the consolidated financial statements

At the end of December 2024, BayWa AG reached agreement with its main financing partners and major shareholders on the key points and target parameters to be included in a long-term reorganisation agreement until the end of 2028 in addition to supplementary agreements. The main financing objective of the long-term transformation concept is to reduce the BayWa Group's financial debt by around €4 billion. More than 90% of the financial creditors approved the standstill agreement and the terms of the restructuring agreement, thereby pledging their constructive support for the restructuring efforts. This has created a stable framework for the further elaboration and finalisation of a long-term restructuring solution. As part of the transformation concept, a cash capital increase comprising subscription rights with a volume of €201.6 million will be implemented. The capital increase will be carried out in two tranches, whereby in the first tranche only the two main shareholders, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, are initially entitled to subscribe up to a total subscription price of €125 million. The proceeds from the first tranche totalling €125 million will be paid out in the first half of July 2025. The second tranche of up to €76.6 million is to be tendered to the free float shareholders by the end of 2025, of which €25 million is secured by the two main shareholders.

The reorganisation agreement was also concluded and became legally binding on 30 June 2025. At the same time, BayWa concluded all necessary financing agreements for the restructuring of its financing until the end of 2028, which took effect on 1 July 2025. The final reorganisation concept was also concluded on 30 June 2025 and forms the basis for the operational restructuring and the extension of financing with the existing financial creditors as part of the restructuring loan agreement, which consolidates all existing unsecured loans on standardised terms in the form of a single large loan and will constitute BayWa AG's main source of financing until the restructuring period expires at the end of 2028.

The refinancing for the reorganisation of BayWa AG (and its operating subsidiaries) and for the Cefetra Group consolidates existing loan agreements such as the syndicated loan, promissory note loans and commercial paper as well as parts of the bridge financing granted under a single loan agreement. The BayWa Group and the Cefetra Group will each be provided with long-term loans (term loans) and revolving, i.e. flexible, credit lines. The reorganisation loan agreement was concluded for a financing volume of €2.4 billion, which bears interest at a uniform interest rate based on Euribor plus a credit margin. The financing term was set uniformly and runs until 31 December 2028. Specific undertakings and covenants apply to the BayWa Group in terms of financing. These include, among other things, disclosure and notification requirements, regular provision of financial data to lenders, restrictions on the sale of assets and special repayments. Furthermore, an agreement was concluded in respect of the minimum liquidity for the BayWa Group and the Cefetra Group. The special redemption agreements are based on the sales of Group companies planned in the reorganisation concept. The proceeds from the planned sales of the Cefetra Group and T&G Group will go towards repaying some of the financing provided and thus reducing the BayWa Group's debt. Failure to confirm defined milestones and to adhere to the reorganisation schedule, as well as failure to complete M&A transactions, will trigger termination rights on the part of the parties financing the reorganisation agreement.

Uniform financing was also concluded with the lending banks for the BayWa r.e. Group when the reorganisation agreement was concluded.

The BayWa r.e. Group has concluded a financing agreement divided into long-term loans (term loans) and flexible revolving credit lines. The financing volume is divided into €652.5 million in revolving credit lines, €214 million in reorganisation loans (of which €114 million is structured as a term loan and €100 million as a revolving credit line), €120 million in senior debt instruments and €89 million in reverse factoring lines, which will be converted into a revolving credit line. The term of these financing instruments has also been uniformly determined until 31 December 2028. Individual interest rates have been agreed for the senior debt instruments totalling €120 million. Their margin differs from the previous interest rate. Uniform interest rates apply to all other financing instruments, broken down by source of funds (old money vs. new money). The interest rate for old money is based on the net leverage ratio: with a leverage of ≥ 2.0x, a higher risk premium is applied than with a leverage < 2.0x. The interest rate for new money funds relating to the €214 million cash bridges varies by calendar year and includes a PIK (payment-in-kind) component. The risk premiums will increase over the years 2025 to 2028.

BayWa r.e. AG is also subject to undertakings and covenants in respect of financing. These include, among other things, disclosure and notification requirements, the regular provision of financial data to lenders, restrictions on the sale of assets, unscheduled repayments and a predefined minimum liquidity requirement disposable within the Group. The special repayment agreements are based on the sales planned in the reorganisation concept.

In addition to the external financing instruments mentioned above, the financing solution for BayWa r.e. AG also includes guarantee facilities amounting to €698 million. This includes €628 million in guarantee lines with a standardised interest rate as at June 2025 and €70 million in guarantee lines with structural priority for which individual interest rates have been agreed that differ from the previous interest rate. The standardised interest rate for the €628 million guarantee lines is based on the net leverage ratio. With a leverage of ≥ 2.0, a higher risk premium is applied than with a leverage of < 2.0.

Further shareholder loans with a total volume of €85.2 million were provided by the minority shareholder Energy Infrastructure Partners (EIP) from August 2024 to March 2025; their term was extended until 30 June 2029. The majority shareholder BayWa AG provided additional shareholder loans totalling €173.9 million in 2025. BayWa AG already had shareholder loans with a volume of €925 million.

As part of the transformation concept, which provides, among other things, for the sale of major international holdings while continuing to focus on its core business areas of Agri Trade & Service, Agricultural Equipment, Energy and Buidling Materials, BayWa has already completed the sale of its stake in RWA Raiffeisen Ware Austria AG (RWA AG) as announced in December 2024 and completed on schedule in May 2025. In addition to a significant positive liquidity effect from the net proceeds of the sale, the sale of the stake also led to a reduction in financial debt of around €500 million. On 10 June 2025, BayWa AG announced the sale of Cefetra Group B.V. to the First Dutch Group B.V. (formerly PGFO B.V.) in the Netherlands. The transaction is expected to be completed by the end of the 2025 financial year. The structural measures concept envisages a further two disposals over the reorganisation period until the end of 2028, which will lead to a significant reduction in debt.

Restructuring plan pursuant to StaRUG

Financial measures as part of the restructuring plan

The restructuring plan pursuant to StaRUG regulates the financial measures, in particular the necessary extension of the final maturities of financial liabilities and the increase in the share capital of BayWa AG. Added to this are a range of operational reorganisation measures. The concept has been validated by an accompanying reorganisation concept prepared by the reorganisation expert.

The restructuring plan confirmed by the court on 6 June 2025 includes the terms of the reorganisation agreement in addition to the operational measures. The financial measures include:

- extension of all financial liabilities up to 31 December 2028;
- injection of cash by the shareholders of at least €150 million through a cash capital increase; and
- M&A measures in the period up to the end of 2028.

Selection by those affected by the plan

With regard to BayWa AG's financial creditors, the restructuring plan includes the following outstanding financial liabilities:

- a syndicated loan (including branch lines but excluding guarantees) totalling approximately €908 million;
- an interim loan totalling €300 million;
- bilateral loans amounting to approximately €98 million;

- 369 loans against promissory notes totalling €831.5 million, which are currently held by 255 promissory note creditors; and
- 19 commercial papers amounting to a total volume of approximately €201 million, which are currently held by 11 commercial paper creditors.

Plus, there are claims for damages and reimbursement of legal costs incurred until the plan takes effect due to default in payment (including contractual or statutory default interest) in connection with the main claims affected by the plan.

The shareholders of BayWa AG are also included in the restructuring plan, in each case as holders of share and membership rights.

Regulations for financial creditors

In respect of the receivables affected by the plan, the reorganisation concept essentially provides for an adjustment of the financing conditions, in particular a standardised regulation of final maturities and interest rates. The final maturities are to be extended until 31 December 2028.

The financial creditors affected by the plan have the right, but not the obligation, to enter into the reorganisation agreement.

Agreements have been reached with the other financing parties which were not included in the restructuring plan outside the scope of the restructuring plan, which will implement and complete the reorganisation concept.

Basic measures

The claims of the financial creditors affected by the plan who do not exercise the restructuring agreement option described below, or do not exercise it within the deadline for acceptance, will be adjusted, in addition to the uniform final maturity date, largely as follows as so-called basic measures:

1. Determination of a uniform interest rate of 3% p.a. for interest claims arising from the day following the announcement of the court confirmation of the restructuring plan.
2. Determination of standardised interest payment dates at the end of each quarter.
3. A partial qualified subordination within the meaning of Section 39 para. 2 German Insolvency Code (InsO) in the amount of 30% of the respective nominal amounts of the main claims affected by the plan, whereby the affected parts of the claims remain senior to (i) claims of the creditors from the hybrid bond and (ii) all claims of the principal shareholders from their shareholder loans.

Reorganisation agreement option

BayWa is offering all financial creditors affected by the plan the option of partaking in the reorganisation agreement as a new framework agreement for the reorganisation period up to the end of 2028 (reorganisation agreement option).

The reorganisation agreement has been negotiated in advance with the main financing partners and sets out the framework for the reorganisation-related rights and obligations of the parties during the reorganisation period. The key points of the intercreditor agreement, which were also negotiated in advance, set out the relationship between the financial creditors and vis-à-vis BayWa AG, primarily with regard to the new collateral for the extended loans. The intercreditor agreement, which has yet to be concluded, will also contain provisions on the realisation of the loan collateral and the sequence in which proceeds are distributed.

For legal reasons, the restructuring plan stipulates that financial creditors will only become parties to the new agreements if they expressly agree to enter into them.

In the event that the financial creditors affected by the plan exercise the option to enter into a reorganisation agreement, the restructuring plan provides, among other things, for the following arrangements:

- Opting financial creditors become parties to the reorganisation agreement at the time of the announcement of the court confirmation of the restructuring plan and their claims are adjusted or restated in accordance with the provisions of the reorganisation agreement.

- The final maturity of the receivables is extended until 31 December 2028, subject to the condition precedent that the reorganisation agreement enters into full effect.
- An interest margin of 3.5% p.a. above Euribor applies.
- All financial creditors entering into the reorganisation agreement will receive a one-off restructuring fee.
- To secure the period until the restructuring agreement enters into full effect, the maturity of the claims of the financial creditors that opt in will be extended until the end of 30 August 2025 at the latest.

Measures on the equity side

Capital increase in two tranches
Carrying out the capital increase in two tranches will enable BayWa AG to use the proceeds from the first tranche at an early stage without having to wait for the securities prospectus required for the second tranche to be approved. Through the early inflow of proceeds from the first tranche of the capital increase, the principal shareholders are making a further contribution to the economic stabilisation of BayWa AG, which is essential in order to safeguard its long-term financing.

The principal shareholders also agreed not to exercise the voting rights attached to the new shares acquired by the principal shareholders in the first tranche of the capital increase at BayWa AG's subsequent Annual General Meetings, up to 31 March 2026 at the latest.

Capital increase
The restructuring plan provides for a cash capital increase with subscription rights for all shareholders.
- As part of BayWa AG's "StaRUG light" approach, only minor changes to the legal positions of those affected by the plan are necessary to ensure the legally compliant implementation of the financing concept. This is because no debt waivers or capital reductions are required. In particular, the subscription rights of all shareholders in the planned capital increase will be retained. The existing stock exchange listing remains unchanged.
- The capital increase is expected to generate total issue proceeds of up to approximately €201.6 million, but at least approximately €150 million.

- The capital increase will be carried out in two tranches as a uniform capital increase with cash subscription rights:
  - as part of the initial tranche of the capital increase amounting to €125 million, the two principal shareholders of BayWa AG, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, are entitled to exercise their subscription rights in proportion to their shareholdings and to acquire the corresponding shares via a private placement.
  - Under the second tranche of the capital increase amounting to up to €76.6 million, all shareholders except Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, i.e. the free float shareholders, are entitled to subscribe to the shares on the same terms and conditions as Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG in the initial tranche of the capital increase. The second tranche of the capital increase will be implemented as soon as the securities prospectus required for legal reasons for the public offering of the new shares has been approved by the German Federal Financial Supervisory Authority (BaFin).

The principal shareholders have each undertaken, in the form of an equity commitment letter, to participate in the capital increase and, in the second tranche of the capital increase, to subscribe to new shares only within the scope of their contractually agreed over-subscription obligation in order to secure the contractually agreed minimum volume of €150 million for the capital increase. The subscription price for the standardised cash capital increase with subscription rights under the restructuring plan was set at €2.79 per new share.

Risk to BayWa as a going concern and potential for reorganisation confirmed

For the duration of the reorganisation, a financial risk remains that could jeopardise the continued existence of BayWa AG and its subsidiaries and their ability to continue as a going concern pursuant to Section 322 para. 2 sentence 3 of the German Commercial Code (HGB). The continued existence of the Group as a going concern is dependent on the successful implementation of the measures outlined in the restructuring plan in accordance with StaRUG and in the reorganisation concept and, in particular, on increasing profitability as part of a strategic realignment, taking into account the sale of further non-core Group companies and assets, the implementation of the planned equity increase and also compliance with the undertakings and covenants agreed as part of the refinancing. Against this background, there is material uncertainty in connection with events or circumstances that could cast significant doubt on the Group's ability to continue as a going concern.

The Group may therefore not be in a position to realise its assets and settle its liabilities in the ordinary course of business.

The operational and financial measures set out in the restructuring plan and presented in the final reorganisation concept dated 30 June 2025 are appropriate to avert the imminent insolvency of BayWa AG and ensure its ability to continue as a going concern. Like the BayWa Group, BayWa AG as an individual company will most likely be fully financed during the planning period contained in the reorganisation concept until the end of 2028. The outlook indicates positive, sustainable viability, particularly as a result of the measures planned to restore the BayWa Group's competitiveness and profitability.

Overview

The EBIT figures shown include value adjustments in accordance with IAS 36 and IFRS 5, which were made following unscheduled impairment tests due to the BayWa Group's strained liquidity situation.

BayWa Group

For the BayWa Group, the 2024 financial year was marked by the worst crisis in the company's history. In the summer of 2024, BayWa AG found itself in a debt and liquidity crisis that threatened its very existence, whereupon comprehensive reorganisation measures were initiated and a reorganisation opinion on the future viability and continued existence of the BayWa Group was commissioned. This led to considerable uncertainty and corresponding reactions from both suppliers and customers of the Group and had a negative impact on business development. A loss of confidence on the part of business partners and the Group's limited liquidity resulted in the restricted availability of goods, lower trading volumes, poorer conditions, unavailable trade credit insurance, etc. These factors had a correspondingly negative impact on revenues and earnings in the individual segments and within the Group (see also the chapter entitled "Notes on the situation regarding the reorganisation of the BayWa Group"). In addition to the situation involving the reorganisation, a global economic downturn and unfavourable developments in the construction and energy markets had a negative impact on earnings. Against this backdrop, the BayWa Group recorded a significant year-on-year decline in the 2024 financial year. The earnings position was burdened further by necessary impairments, chiefly in the Renewable Energies Segment, in the wake of the reorganisation. As a result, the sharp fall in EBIT in the 2024 financial year was well into negative territory and, together with persistently high interest expenses, led to a further sharp deterioration in the consolidated net result for the year.

The Energy business area (Renewable Energies and Energy Segments) was once again characterised by weak economic development in the 2024 financial year, which led to a decline in demand, falling prices and decreasing margins. In conjunction with the negative effects of the reorganisation on procurement and sales, there was a decline in revenue and earnings, which predominantly affected the Renewable Energies Segment. Revenues in the reporting year came to €6,660.7 million, down 22.6% on the previous year's figure of €8,609.4 million. EBIT after impairment in the Energy business area fell sharply into negative territory at minus €740.2 million (previous year: €211.6 million).

The Renewable Energies Segment was faced with difficult conditions in all business divisions in the 2024 financial year. The project business was significantly impacted by low project sales prices, delayed project sales and write-downs. The Independent Power Producer (IPP) area saw lower electricity revenues in all regions due to declining prices and major impairment losses on assets. Energy trading has returned to normal relative to the previous year. Solar trading continued to be impacted by the fall in prices caused by overcapacity, which was reflected in lower margins and inventory write-downs. The result for the segment also includes high expenses incurred as part of the refinancing process and the ongoing restructuring process. Revenues generated by the segment in the 2024 financial year amounted to €4,117.8 million, which corresponds to a decrease of 28.9% on the previous year's figure of €5,789.4 million. EBIT after impairment was sharply negative at minus €732.0 million and was well below the previous year's figure of €193.8 million.

Business development in the Energy Segment in 2024 was beset by difficult market conditions, particularly in the heating business. Due to the mild winter, demand for sources of heating energy such as heating oil and wood pellets was weak. In addition, prices fell sharply, particularly for wood pellets, and demand for new heating systems declined. Although BayWa recorded a slight increase in sales in the fuel business, lower price fluctuations compared to the previous year and a downward price trend weighed on profit margins. In the building services division, an unfavourable economic environment impacted sales of heat generators such as heat pumps and pellet-based heating systems, and consequently, business development as a whole.

The reorganisation situation also had a negative impact during the second half of the year. Overall, this resulted in a noticeable decrease in revenues of 9.8% to €2,542.9 million in the reporting year (previous year: €2,820.0 million). On the earnings side, EBIT after impairment fell sharply and was also negative at minus €8.2 million (previous year: €17.8 million).

The Agriculture business area (Cefetra Group, Agri Trade & Service, Agricultural Equipment and Global Produce Segments) recorded slightly lower revenues of €12,710.5 million, a year-on-year decline of 4.6%. EBIT after impairment fell to €19.4 million. This corresponds to a decrease of minus €179.9 million compared to the previous year's figure. This development was mainly driven by the Agri Trade & Service and Cefetra Group Segments, while Global Produce was the only segment to achieve an improvement in earnings.

The Cefetra Group's trading environment in the 2024 financial year was marked by predominantly lower average prices on the agricultural commodity markets, which impacted earnings margins. In the second half of the year, the reorganisation led to individual suppliers limiting or completely discontinuing their business with the Cefetra Group. As a result, it was not possible to utilise all trading opportunities, particularly for grain, and high demand on the market could not always be met. The food ingredients business was significantly weaker than in the previous year. At the subsidiary Cefetra Dairy, trading strategies for butter proved unprofitable and significantly reduced earnings. The subsidiary Sedaco performed well, benefiting from rising demand in the Asian region and an effective procurement network in Africa in the higher-margin food ingredients business. Revenues in the Cefetra Group Segment fell significantly by 9.3% to €4,813.1 million in the reporting year compared to the previous year's figure of €5,309.3 million. The result was additionally impacted by the weaker performance of food retailers Cefetra Dairy and Heinrich Brüning GmbH. EBIT after impairment at the Cefetra Group in the 2024 financial year fell to minus €0.3 million and was around €64.9 million lower than the previous year's figure of €64.6 million.

Business in the Agri Trade & Service segment in the 2024 financial year was marked by adverse weather conditions, a smaller grain harvest in Germany compared to the previous year and a sideways movement in average prices on the agricultural commodity markets. Here, too, business partners reduced their deliveries to BayWa in the second half of the year, either in whole or in part, due to the high level of uncertainty and the increased risk resulting from the reorganisation, meaning that the volumes recorded were down on the previous year. This meant, for example, that price advantages could not be utilised, for example, through larger purchase volumes when buying products directly from the agricultural sector. In addition, the early fulfilment of grain contracts resulted in lower profit margins. The weather had a positive effect on demand for operating resources such as fertilizers and crop protection products. However, the increasing demand for generic products, particularly fungicides, also had a negative impact on trade margins. The Austrian subsidiary RWA recorded a strong performance in the Agri Trade & Service Segment and also benefited from better business development in Eastern Europe compared to the previous year. Overall, the Agri Trade & Service Segment recorded a noticeable volume- and price-related decline in sales of 7.1% to €4,550.6 million in the 2024 financial year compared to €4,899.3 million in 2023. At minus €97.1 million compared to the previous year's figure of €4.9 billion, EBIT after impairment was at minus €97.1 million and noticeably lower than in the previous year with €26.4 million, largely due to the reorganisation at BayWa AG.

The Agricultural Equipment Segment recorded positive business development in the 2024 financial year. However, the result did not match the previous year's record. This development is mainly attributable to positive sales figures in Germany, chiefly for used machinery, and stable capacity utilisation at BayWa's workshops in Germany. Due to the reorganisation of the BayWa Group, however, the Agricultural Equipment

Segment also experienced temporary adverse effects, which BayWa counteracted with targeted sales measures. Business development at the subsidiary RWA in Austria was significantly weaker than expected. The main reasons for this were the decline in demand for agricultural machinery and write-downs on inventories at Lagerhaus-Technik-Center GmbH, a subsidiary of RWA. Overall, revenue in the Agricultural Equipment Segment rose by 8.1% from €2.2 billion to €2.4 billion. EBIT failed to match the previous year's level due to lower profit margins in agricultural machinery trading. Overall, EBIT after impairment amounted to €60.3 million, down around 28.7% on the previous year's figure of €84.6 million.

Following the massive impact of Cyclone Gabrielle in the previous year, business performance in the Global Produce Segment improved again in the 2024 financial year. Although the effects of the cyclone were still noticeable for plantations in New Zealand, the slightly higher marketing volumes and the better fruit qualities in terms of appearance and flavour were marketed at higher prices. Business in Germany was still characterised by a marked reluctance to buy in the premium fruit segment in the first half of the year, but this improved at the start of the second half. Extreme weather events such as El Niño and La Niña had a negative impact on the tropical fruit trading business, particularly for avocados and mangoes, the main product groups. In some cases, goods had to be purchased on the spot market at higher prices, to the detriment of trading margins. All in all, BayWa's revenues in the Global Produce Segment rose by 5.4% to €925.8 million in the reporting year due to higher volumes and prices, up from €878.6 million in the previous year. EBIT after impairment improved from minus €15.1 million in the previous year to reach €17.7 million in the 2024 financial year.

In view of the continuing weakness of the construction industry, the Construction business area (Construction Segment) is continuing to streamline and optimise processes for the benefit of customers and for more efficient internal workflows. A key component of the strategy in the Construction Segment is the commitment to industrial and serial construction in order to increase efficiency and profitability in construction and to keep the products and services attractive for customers. Demand for building materials remained at a low level in the 2024 financial year, which led to high pressure on prices and margins with declining revenues in all of BayWa's product groups. Not even the slight easing of interest rates had a positive effect. In addition, the BayWa Group's reorganisation led to a loss of sales because many building materials suppliers responded with poorer delivery conditions or even stopped delivery, which also limited BayWa's ability to supply building materials for civil engineering, the only positive driver in the industry. A cost-cutting programme initiated at the beginning of the construction crisis coupled with restructuring measures and spending cuts was unable to compensate for the effects of the reduced capacity to deliver. Inventory management measures and sales campaigns to reduce stock levels also had a negative impact. In the 2024 reporting year, revenues in the Construction Segment totalled €1,762.6 million (2023: €1,988.3 million). The segment's EBIT after impairment fell sharply into negative territory at minus €80.9 million after €6.6 million in the previous year. High personnel expenses compared to other segments also had a negative impact on earnings.

Overall, the BayWa Group recorded a considerable decline in revenues from €23,948.2 million to €21,153.1 million and a sharp deterioration in EBIT to minus €1,084.8 million (previous year: 304.0 million), thereby also falling short of the original Group annual forecast of a significant improvement in Group EBIT, which was cancelled without replacement in late summer 2024 due to the reorganisation.

The consolidated result is presented in the following table without and with the recognised impairment losses.

	Revenues			EBIT		
In € million	**2024**	2023	Change in %	**2024**	2023	Change in %
Before consideration of impairment losses in accordance with IAS 36 and IFRS 5						
BayWa Group	21,153.1	23,948.2	- 11.7	- 412.0	304.0	> - 100.0
After consideration of impairment losses in accordance with IAS 36 and IFRS 5						
BayWa Group				- 1,084.8	304.0	> - 100.0

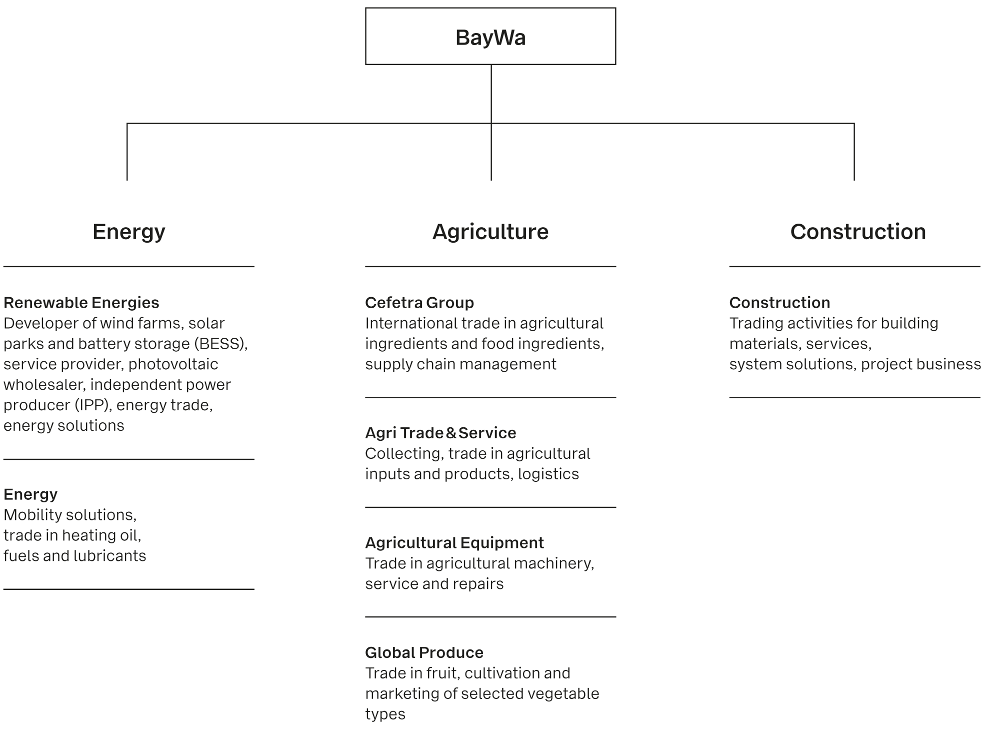
Background to the Group

Group structure and business activities

The BayWa Group

2024	Revenues (In € million)	Employees (annual average)
Renewable Energies	4,117.8	4,648
Energy	2,542.9	1,493
Cefetra Group	4,813.1	750
Agri Trade & Service	4,550.6	3,778
Agricultural Equipment	2,421.0	3,944
Global Produce	925.8	2,689
Construction	1,762.6	4,325
Other Activities	19.3	1,099
Total	**21,153.1**	**22,726**

BayWa AG was established in 1923 and has its principal place of business in Munich. Through consistent growth and the continual expansion of its scope of services, BayWa has grown from its humble beginnings in agricultural cooperative trade activities into an international Group. With 22,726 employees, the Group operates in 56 countries through its own subsidiaries and Group companies and generated revenues of €21,153.1 million in the 2024 financial year. The BayWa Group's business operations encompass activities such as planning, wholesale, retail and logistics, as well as extensive support and advisory services. With its three business areas Energy, Agri Trade & Service and Construction, the Group supplies a wide variety of customer groups with innovative products and services. It meets basic human needs for food, energy, mobility and housing. The three business areas are divided into seven operating segments. In addition, there is the Other Activities division, which groups together central management and administrative functions.



BayWa will continue to be operate in its core areas of food, energy, mobility and housing, in which the Group has developed a solid market position, established networks and trust. As part of its transformation process, however, BayWa will revise and streamline its organisational structure in order to realise more targeted synergies in its areas of activity and when it comes to addressing customers. To this end, starting in financial year 2029, the Group will be organised into four segments instead of the previous three business areas and seven operating segments: Agri Trade & Service, Agricultural Equipment, Heating & Mobility and Construction. In addition to the organisational transformation, the Group will also restructure and adapt its operating business and improve its financial position. To this end, BayWa's core activities will once again be focussed on Germany in future. In order to achieve this, the share of foreign operations is being reduced, especially if they have independent structures and there are too few synergies for BayWa. The aim is to refocus BayWa on its core strengths and ensure that it continues to create value in the future. The transformation process is expected to be completed by the end of 2028. An explanation of the transformation programme can be found in the "Preliminary remarks" and in the "Group objectives and strategy" section of the Consolidated Management Report in these Consolidated Financial Statements.

In the 2024 financial year, the Group's strategic focus was on Europe. The Group also has an international trading and procurement network thanks to additional operations in the USA and New Zealand as well as business relationships extending from Asia to South America. Business activities are managed both directly through the parent company BayWa AG and indirectly through the subsidiaries included in the consolidated financial statements. Besides the parent company, BayWa AG, the BayWa Group comprises 572 fully consolidated Group companies. Furthermore, 26 companies were included at equity in the consolidated financial statements of BayWa AG.

Renewable Energies Segment

The Renewable Energies Segment comprises the activities of BayWa r.e. AG, in which the Group pools material aspects of the renewable energy value chain. Founded in 2009, the subsidiary BayWa r.e. is now a globally active developer, service provider, photovoltaic (PV) wholesaler, energy trader and provider of energy solutions in the fields of renewable energies. A fund operated by the investor Energy Infrastructure Partners (EIP) has held 49% of the shares in BayWa r.e. since 2021. With a 51% stake, BayWa AG remains the majority shareholder.

BayWa r.e. pursues a three-pronged diversification strategy for its business portfolio: by country, energy carrier and business activity. Its business activities are divided into five operating areas: Projects EMEA/APAC & Solutions, Projects Americas, IPP, Operations EMEA and Solar Trade (previously three operating divisions: Projects, Operations, Solutions).

Projects EMEA/APAC & Solutions and Project Americas specialise in the development and construction of wind farms and solar parks worldwide.

IPP (Independent Power Producer) owns, operates and manages a global portfolio of renewable energy facilities.

Operations EMEA provides technical and commercial services, supplies consumables and technical and commercial management for the operation of wind and solar power plants and battery storage systems in all core markets in Europe, as well as energy trading and the marketing of electricity from its own sites as an Independent Power Producer (IPP).

BayWa r.e. AG operates as an international wholesaler for photovoltaic products in the Solar Trade sector.

The Renewable Energies Segment has had a strong international focus since its founding in order to ensure the greatest possible independence from the development of individual regional markets. BayWa r.e. is currently represented with its own operations in a total of 33 countries in the four regions of Europe, North and South America, Asia-Pacific and Africa.

Energy Segment

The Energy Segment's activities are divided into the fields of lubricants, building services, heating oil, diesel and Otto fuels, wood pellets, contracting and BayWa Mobility Solutions GmbH and BayWa Power Liquids GmbH. In geographical terms, the business is mainly spread across the four German states of Bavaria, Baden-Württemberg, Hesse and Saxony. Until the disposal of the Austrian RWA Group in May 2025, this segment also included the Energy business in Austria and central and eastern Europe.

The lubricants business comprises the sale of products from all major manufacturers and brands as well as the TECTROL and FluiQ private brands and comprehensive applications and service packages. In addition, lubricants and agricultural inputs are also sold online to B2B users from the commercial, industrial, municipal, transport, agricultural and forestry sectors via the Interlubes digital platform.

BayWa Haustechnik GmbH provides installation services for heating, plumbing and ventilation across regional boundaries at 18 locations. The spectrum of services ranges from oil, gas, wood and pellet heating technology to heat pumps, solar systems, residential ventilation and sanitation technology.

In the field of heating oil and diesel and petrol fuels, BayWa supplies farmers and commercial customers – including construction sites and farms – with fuels. Sales of fuels are handled through the standardised logistics brand, enlog. Diesel and Otto fuels, as well as AdBlue, are sold through 111 Group filling stations and partner stations in Germany. In addition, BayWa supplies fuels and heating oils, as well as AdBlue, to resellers and wholesalers.

The field of wood pellets includes selling to private consumers and commercial customers, in addition to production at the subsidiary WUN Pellets GmbH. Under the independent Pellog brand, BayWa also offers logistics services for external wood pellet retailers.

In contracting, the focus is on energy solutions in the fields of biomass, CHP units and gas for the hotel sector, municipal services and the residential construction segment in southern Germany.

BayWa Mobility Solutions GmbH offers a comprehensive range of services in the fields of e-mobility for light vehicles and digital mobility. The Light Vehicle division covers electromobility and leads in project planning and the expansion of charging infrastructure on behalf of third parties. Since 2024, the division has been operating charging stations with its own charging parks as part of the CPO (charge point operator) business within the German network. Digital Mobility offers the whole system with filling station and charging card, related app and billing for customers and - as a white label system - also for third parties. Through its Chargemondo platform for private charging solutions, BayWa Mobility Solutions GmbH offers an end-to-end configuration service from a single source, which handles everything from planning to final assembly, including registration with the power grid operator and applying for subsidies.

As a wholly owned subsidiary of BayWa AG, BayWa Power Liquids GmbH positions itself as a solutions provider for climate-friendly heavy vehicle mobility and operates BayWa's network of liquefied natural gas (LNG) filling stations. Customers can currently refuel with this environmentally friendly diesel alternative at eleven LNG filling stations.

Cefetra Group Segment

In the Cefetra Group Segment, BayWa acts as a supply chain manager for agricultural products – from purchasing and logistics to distribution. The segment pools the activities not tied to a specific location, particularly international grain and oilseed trade activities. The product range also includes dairy products such as cheese, butter, milk powder and milk alternatives (Cefetra Dairy), as well as dried fruit and nut kernels. The main customer groups are grain and oil mills, producers of starch and feedstuff, malt houses and breweries, as well as biofuel manufacturers.

As part of its food ingredients strategy, the Cefetra Group is further expanding its business with starch products, rice, pulses and organic products, for example. In doing so, the company is diversifying its product portfolio and benefiting from markets with less intense competition compared to exchange-traded standard products. When it comes to the procurement and marketing of agricultural products, BayWa possesses a worldwide trading network as well as inland and deep-sea ports.

Agri Trade & Service Segment

The focal points of business activities in the Agri Trade & Service Segment are the collecting and marketing of agricultural products and supplying agricultural customers with agricultural inputs. Due to its historically evolved structures, the agricultural business is concentrated primarily in southern Germany, although BayWa also operates in parts of northern and eastern Germany. All told, BayWa is the agricultural trading company that generates the highest sales in Germany. Until the disposal of the Austrian RWA Group in May 2025, this segment also included the agricultural business in Austria and central and eastern Europe.

BayWa supplies conventional farms with operating resources such as seed, fertilizers, crop protection, feedstuff and hygiene products for livestock farming throughout the entire agricultural year and takes responsibility for collecting and marketing the harvest. For its harvest collecting activities, BayWa maintains a network of 146 locations in its core regions, with significant transport, processing and storage capacities. This provides seamless goods delivery, quality inspection, processing, correct storage and care of agricultural products. BayWa sells products to local, regional, national and international companies in the foodstuff, wholesale and retail industries through its in-house trade departments.

BayWa also offers a wide range of products for organic farming and has 94 locations that are certified to trade in operating resources for organic farming.

Agricultural Equipment Segment

In the Agricultural Equipment Segment, BayWa sells a full range of machinery, equipment and systems as well as specialised vehicles for agriculture, forestry and municipal services in Germany. Until the disposal of the Austrian RWA Group in May 2025, this segment also included the agricultural equipment business in Austria and central and eastern Europe.

BayWa provides comprehensive maintenance and repair services, including spare parts. The product range includes tractors, combine harvesters and special machinery with flexible applications, such as vehicles for sweeping, cleaning and winter services, as well as mowing and sporting venue technologies. Forestry equipment comprises large machinery and equipment such as forestry tractors, chipping machinery and small appliances such as chainsaws and brush cutters, along with the necessary protective clothing.

Its key sales activities encompass the AGCO Group brands – Fendt, Massey Ferguson, Valtra, Challenger – as well as CLAAS agricultural equipment. Along with its bricks-and-mortar stores, BayWa also operates a variety of online platforms in this segment, mainly focusing on the sale of used machinery.

In 2024, BayWa's network of workshops comprised 262 locations in Germany and Austria as well as 844 mobile service vehicles, thus ensuring close proximity to customers and swift processing of service orders.

Global Produce Segment

BayWa's Global Produce Segment covers the entire value chain in fruit and vegetable marketing.

In Germany, BayWa is a single seller of dessert pome fruit to wholesalers and retailers in the food industry as well as a supplier of organic dessert pome fruit. It also collects, sorts, stores, packages and provides services for fruit customers in Germany and abroad as a marketer under contract at its five sites in the Lake Constance and Neckar regions. Through international Group companies, the Global Produce Segment also offers a broad product range from pome fruit through to exotic fruits.

BayWa is active in the international trade of fresh products through its New Zealand subsidiary T&G Global Limited (T&G Global), which maintains trade relationships in the Americas, Asia, Australia and Europe. The existing sales structures of T&G Global and its affiliated companies offer the potential to open up additional sales markets, particularly in Asia. Through the marketing of dessert pome fruit between the northern and southern hemispheres, BayWa is in a position to provide trade partners with fresh agricultural products all year round and expand its product range.

Dutch subsidiary TFC Holland B.V. (TFC) complements the BayWa portfolio with the addition of exotic fruit specialists, particularly in the growth market for ready-to-eat products. TFC has established international trade relations in numerous procurement markets for tropical fruits – mainly avocado and mango – as well as with the European food retail industry.

Construction Segment

The Construction Segment mainly comprises activities in the building materials trade in southern and eastern Germany and is represented with a total of 124 locations across the country. Until the disposal of the Austrian RWA Group in May 2025, this segment also included the DIY and garden centre business and the building materials business in Austria and central and eastern Europe.

Here, BayWa covers the entire range of products and solutions for building materials – from civil engineering, structural engineering, construction, renovations, refurbishment, modernisation, gardening and landscaping, to solution packages for energy efficiency and healthy building. The range of BayWa building materials products is primarily aimed at small and medium-sized construction companies, trade and commercial enterprises and local authorities, as well as private builders and homeowners.

Healthy building and energy efficiency are becoming increasingly important. For example, the company offers a wide range of tested low-fume building materials plus solutions for energy-efficient construction, renovation and modernisation. Thanks to its private label lines for construction components and landscaping; for structural and chemical products, as well as insulation materials; for healthy-living building materials and cleaning agents; and for roofing accessories, BayWa is increasingly becoming an initiator of new products. BayWa delivers services along the entire value chain in the area of refurbishment, from formulating requirements, advising on and procuring subsidies to supplying goods and providing evidence.

A further focal point lies in supplying specialities in fields such as wooden construction and construction timber, formwork equipment and precast concrete elements, as well as flat-roof construction. BayWa continues to make targeted investments in systematic construction solutions and prefabrication of components to enable more efficient processes and greater productivity in the construction industry. The H2X joint venture between BayWa AG and the brüderl Group, for example, is another part of this strategy. With its mixed construction method of industrially prefabricated solid walls made of cross-laminated timber and reinforced concrete ceilings, it allows a more ecological, more climate-friendly construction method in multi-storey buildings.

In addition, BayWa works with developers on the implementation of projects in Germany. To this end, it enters into joint ventures with construction companies and property developers and acts primarily as a provider of neighbourhood development concepts.

Other Activities

Other Activities encompass the Group’s central management and administrative functions, as well as peripheral activities.

Management, monitoring and compliance

BayWa is an Aktiengesellschaft (stock corporation) under German law with a dual management structure consisting of a Board of Management and a Supervisory Board.

As at 31 December 2024, the Board of Management was composed of four members: Michael Baur, Chief Restructuring Officer (CRO), was responsible for Restructuring, Strategy, Corporate Governance, Sustainability/ESG, Communications, Corporate Compliance, General Counsel, M&A, Legal, Audit and Group companies. Michael Baur also exercised the authority of the Chairman of the Board of Management of BayWa AG in accordance with the rules of procedure of the Board of Management of BayWa AG until such time as a Chairman was appointed. Andreas Helber (Chief Financial Officer) was responsible for Corporate Finance, Corporate Controlling, Corporate Accounting, Corporate Insurance, IT, Real Estate Management, Corporate Risk, Investor Relations and Business Services. Dr. Marlen Wienert (member of the Board of Management) was responsible for Technology, Energy, HR, Corporate EH&S, Corporate Marketing and the BayWa Foundation. Reinhard Wolf (member of the Board of Management) was responsible for Agri Trade & Service and Construction.

Marcus Pöllinger, former Chairman of the company's Board of Management, left the Board of Management of BayWa AG on 31 October 2024. Michael Baur was appointed to the Board of Management of BayWa AG with effect from 1 November 2024.

Following the appointment of Dr. Frank Hiller (Chief Executive Officer) and Prof. Dr. Matthias J. Rapp (Chief Financial Officer) to the Board of Management with effect from 1 March 2025, the departure of Andreas Helber as at 31 March 2025 and the departure of Reinhard Wolf as at 30 June 2025, the Board of Management of BayWa AG is composed of four members at the time of publication of these Consolidated Financial Statements and will be reduced to four members as part of the transformation. As Chief Executive Officer, Dr. Frank Hiller is responsible for Strategy, Communications/Investor Relations, HR, Corporate EH&S, General Counsel, Corporate Governance, Corporate Compliance, Legal, Audit and Sustainability/ESG as well as for the Construction and Agricultural Equipment Segments. As CRO, Michael Baur is responsible for Restructuring, M&A and Group companies. As Chief Financial Officer, Prof. Dr. Matthias J. Rapp is responsible for Corporate Finance, Corporate Accounting, Corporate Controlling, Corporate Insurance, Real Estate Management, Corporate Risk, Business Services and IT. Dr. Marlen Wienert is responsible for Agri Trade & Service, Heating & Mobility, Corporate Marketing and the BayWa Foundation.

The Board of Management is solely responsible for managing the Aktiengesellschaft with the primary aim of increasing its value sustainably over the long term.

The BayWa Group Supervisory Board comprised 15 members as at 31 December 2024. It monitors and advises the Board of Management in its management activities and regularly discusses business development, planning, strategy and risks together with the Board of Management. In accordance with the German Codetermination Act (MitbestG), shareholder and employee representatives also sit on the Supervisory Board of BayWa AG to ensure codetermination on the basis of parity. The Supervisory Board has formed six specialist committees of experts in order to boost its efficiency. The former Chairman of the Supervisory Board, Prof. Klaus Josef Lutz, resigned from his position as a member of the Supervisory Board of BayWa AG on 19 January 2024. Gregor Scheller was elected as the new Chairman of the Supervisory Board on 8 May 2024. He has been a member of the Supervisory Board since 19 March 2024. Wolfgang Altmüller resigned as a member of the Supervisory Board on 13 November 2024. Mag. Michael Höllerer was elected as the second Deputy Chairman of the Supervisory Board to replace Wolfgang Altmüller on 3 December 2024. Dr. Bernd Köhler was elected to the Supervisory Board on 10 February 2025. At the time of publication of these Consolidated Financial Statements, the Supervisory Board is composed of 16 members.

Details on cooperation between the Board of Management and the Supervisory Board and on corporate governance at BayWa AG are presented in the Report of the Supervisory Board and the corporate governance declaration pursuant to Sections 289f and 315d of the German Commercial Code (HGB). The latter can be found in the corporate governance report. This is available on the company's website at www.baywa.com/ueber-uns/corporate-governance/corporate-governance.

A Group-wide code of conduct sets out a uniform set of values which apply to the entire BayWa Group. Employees who wish to report potential breaches of compliance regulations are able to register their suspicions through an anonymous tip-off system in addition to existing possibilities, such as the ombudsman. Reported information is assessed and followed up in conjunction with Corporate Audit, if necessary. Corporate Compliance and Corporate Audit work together closely in internal investigations relating to compliance. There is also an extensive range of compliance controls to review and guarantee adherence to compliance principles. Corporate Compliance is managed by the Chief Compliance Officer, who reports directly to the Chairman of the Board of Management. Compliance Officers and Data Protection Officers are also appointed in BayWa's segments, as well as at all significant affiliated companies. They are available to employees as additional contact partners and act as multipliers. Independent compliance management systems are also operated in individual subgroups.

The main task of the Corporate Compliance organisational unit is to perform preventive duties. Corporate Compliance particularly draws on training courses and an extensive range of consultancy and information services to prevent breaches of the law. Its activities are focused on antitrust law, corruption prevention, data protection, information security, customs and export control, and preventing money laundering. Extensive rules and standards have been developed for these topics.

The Social Compliance division was established to oversee the implementation of the requirements under the German Act on Corporate Due Diligence in Supply Chains (LkSG). Since 2023, large companies, including BayWa AG, have been required to comply with extensive reporting obligations and requirements. They are obliged to identify and remedy potential human rights abuses in their own business activities and at their own suppliers. Social Compliance works closely with other Group functions such as Corporate Sustainability, Corporate Purchasing and Corporate Risk to implement the human rights due diligence obligations.

Corporate goals and strategy

Objectives as part of the reorganisation concept

The multi-year restructuring process aims to stabilise BayWa's finances, reduce debt significantly and ensure the strategic development of the BayWa Group. Optimising the entire portfolio in terms of financial performance plays a key role in this regard. The goal is to stabilise profitability and secure the Group's ability to operate economically. For this reason, BayWa is taking account of changed framework conditions, such as the long-term rise in interest rates and structural changes in individual markets.

Reorganisation concept at the core of the strategy

BayWa's strategy in the years ahead will be determined by the timely and successful implementation of the reorganisation opinion by the end of 2028. The strategy centres on increasing the quality of earnings and reducing debt in order to lower the interest burden. The measures relate to the Group's structure, operations and governance.

As part of the structural measures, BayWa aims to refocus on its traditional core business. This will result in the disposal of individual Group companies or peripheral activities. The proceeds from the sales contribute to reducing debt. The sale of the Austrian subsidiary RWA Raiffeisen Ware Austria Aktiengesellschaft (RWA) was completed on 2 May 2025 and the sale of the Dutch subsidiary Cefetra Group B.V. was agreed on 10 June 2025.

As part of the structural measures, the BayWa Group will essentially consist of the streamlined business of BayWa AG in 2028. BayWa plans to set itself apart from competitors in its core segments Agri Trade & Service, Agricultural Equipment, Heating & Mobility and Building Materials.

The organisation of the BayWa Group is being restructured as part of the reorganisation process. The aim is to create a holding structure for the Group with four segments in future: Agri Trade & Service, Agricultural Equipment, Heating & Mobility and Building Materials.

The reorganisation concept also includes operational measures for BayWa with the aim of returning to operational competitiveness. This concerns, among other things, its location structure, which is analysed and adjusted according to key strategic locations and reducing the number of unprofitable locations. The optimisation and downsizing of the product range, a greater emphasis on high-margin products and a focus on private brands are also planned. This is in conjunction with the optimisation of inventory and stock management as well as payment terms for goods. The aim is also to improve the efficiency and effectiveness of sales and optimise the acquisition of new customers. When selecting suppliers, the volumes traded will play a greater role. In addition, the expansion of digitalisation and automation will optimise and simplify the planning of both supply chains and customer service.

Structures, hierarchies and areas of responsibility are being analysed and enhanced in order to optimise processes and organisation at BayWa. Overall, an increase in efficiency will bring about cost reductions. The future go-to-market organisation will also make greater use of synergies that have not yet been exploited. This will also lead to job losses.

A Transformation Management Office (TMO) has been set up to successfully implement the programme of measures. Progress on measures and financial contributions is tracked on an ongoing basis, with further potential measures being identified.

In the area of sustainability, the BayWa Group developed a comprehensive sustainability strategy in 2022. The company sets the framework for the definition of specific targets, measures and key figures. The sustainability strategy is based on four fields of action: value creation, environment and climate, employees, and society.

In the area of climate, BayWa is pursuing the goal of reducing the company’s greenhouse gas emissions by at least 22% by 2025 compared to the base year 2017. BayWa not only achieved this target ahead of schedule in 2023, but also met it again in 2024. The company aims to achieve climate neutrality (Scope 1 and 2) in its own operations by 2030. Since the end of 2020, the company has been covering 100% of its own electricity consumption from renewable energies. In addition, the target of constructing and providing 10 gigawatts (GW) of generation capacity from renewable energies by 2025 was achieved ahead of schedule in 2022: between 2017 and 2024, a total capacity of 20.79 GW was brought to the market. In order to achieve the climate targets it has set itself, the BayWa Group plans to invest a total of around €19 million between 2017 and 2025 to make a direct contribution to reducing energy consumption and greenhouse gas emissions in its own business activities. These investments are managed through an internal CO_2 pricing mechanism introduced in 2022: for each tonne of CO_2 equivalent produced the previous year, the segments must invest €50 in effective measures.

In view of the lack of progress regarding the statutory implementation of the Corporate Sustainability Reporting Directive (CSRD) in Germany, BayWa AG prepared a separate non-financial report for the 2024 financial year in accordance with Section 289 para. 3 of the German Commercial Code (HGB), which is combined with the separate non-financial report of the BayWa Group for 2024 in accordance with Section 315b para. 3 HGB (BayWa Sustainability Report 2024). The company has aligned itself with the requirements of the European Sustainability Reporting Standards (ESRS).

Energy business unit

Renewable Energies Segment

The Renewable Energies Segment, which comprises the operations of the subsidiary BayWa r.e. AG, has recorded strong growth since its establishment in 2009. However, the market environment has deteriorated significantly since 2023 due to rising interest rates and increased costs as a result of supply chain difficulties, presenting the segment with considerable challenges: high interest rates make project financing more difficult and erode the profitability of new project developments. At the same time, disruptions in the global supply chains led to substantial delivery delays, rising material costs and margin erosion in the solar trading business. These factors combined to create a challenging economic environment that requires a high degree of flexibility in terms of strategy.

BayWa r.e. has adjusted its strategic objectives in response to the changing, challenging market conditions. In future, the company will focus on its role as a project developer in combination with an integrated Independent Power Producer (IPP) business in defined core markets. This includes adjusting and reorienting its project business. From now on, the focus will be on selling project rights rather than turnkey sales upon commissioning. As an optional extra, a project can be developed further on behalf of the customer. This enables faster capital repayment and at the same time reduces capital commitment and risk in the project business. In addition, preparations are to be made for the sale of selected IPP assets. Planned expansions in this area will be revisited in the medium to long term.

This focus is linked to the gradual withdrawal from business areas that are no longer central to the company’s core operations, such as Energy Solutions, Solar Trade and Asset Operations.

The new strategic objectives also include comprehensive organisational measures: in order to leverage synergies, the two areas of project development and IPP business will be more closely interlinked. The organisation is being streamlined by withdrawing from non-strategic markets and unprofitable business operations in order to ensure efficient, streamlined management. The aim is to standardise processes to significantly reduce overheads.

In order to position the BayWa r.e. Group as a competitive player in the renewable energies market in the long term and ensure a financing structure that is independent of BayWa AG, a comprehensive financial restructuring is necessary alongside the realignment of the business model.

Until the end of 2028, the medium-term focus will be on finalising the realignment and sustainable financial restructuring of the business model, as set out in the reorganisation agreement.

Energy Segment

In the Energy Segment, BayWa is faced with the challenge of compensating for the continuous decline in the heating oil market due to regulatory requirements. A key focus is on the transition from heating oil to alternative energy sources in order to counteract this trend. BayWa is increasingly focussing on diesel for agricultural and construction machinery, alternative fuels, e-charging stations and wood pellets. This strategic reorientation makes it possible to compensate for the shrinking heating oil market and to strengthen BayWa's market position in southern Germany.

BayWa is proactively utilising its prominent position in the region to benefit from market consolidation in the short to medium term. The company employs a differentiated multi-brand strategy to address a large number of customer groups, thus enabling it to continue realising economies of scale.

A key component of the strategy is to increase operational efficiency by digitalising and automating processes. Moreover, the goal is to expand logistics services for third parties, with the aim of adding to the value chain in the fuels sector.

Overall, these strategic measures put BayWa in a strong position to successfully meet the challenges of the changing energy market and secure sustainable growth in the future.

Agriculture business unit

Cefetra Group Segment

The Cefetra Group has evolved from an importer of agricultural commodities to a supply chain manager and trader in agricultural products for the feedstuff, food and energy industries. In 2024, the company set itself the target of accelerating growth in the areas of products for the agricultural industry and food ingredients by 2029, as part of its "Ingredients in Action" strategy.

The Cefetra Group's Agricultural Ingredients division focuses on creating additional value from existing products and supply chains by capitalising on the trend towards decommodification. The shift in the product portfolio from agricultural products to the higher-margin areas of food ingredients and specialities will continue.

Within the Food Ingredients division, the Cefetra Group aims to establish itself as a vertically and horizontally integrated market leader in the premium vegetable oils segment. In the nuts and dried fruit category, the company intends to add to its value chain by expanding procurement, trade and distribution. Heinrich Brüning GmbH, which was acquired for its dried fruit, nuts and nut-fruit mixtures, requires operational reorganisation to increase efficiency. The restructuring involves optimising the product portfolio, implementing position management and making operational improvements through quick wins in areas such as the shop floor, warehouse processes and working capital management. The aim is to achieve autonomous, sustainable growth through operational excellence.

On 10 June 2025, BayWa AG sold all shares in Cefetra Group B.V. to PGFO B.V., a First Dutch Group company based in the Netherlands. The shares were held via BayWa Agrar Beteiligungs-GmbH, a subsidiary of BayWa AG. The transaction is expected to be completed by the end of the 2025 financial year. The Cefetra Group is fully consolidated in BayWa's consolidated financial statements.

Agri Trade & Service Segment

The Agri Trade & Service Segment continues to form a crucial link between agri-production and the upstream and downstream industry in the agricultural value chain. The Agri Trade & Service Segment's strategic focus is on ensuring it can deliver its full potential to agricultural and industrial suppliers and customers in the long term. First, it is important to set the right priorities in market cultivation and continuously develop internal structures in terms of professionalism and efficiency.

Second, the further development of internal structures focuses on reviewing and optimising the location structure, taking into account both the business of operating resources and the recording of agricultural products. A network of locations that has been optimised can make a decisive contribution to customer performance. In spite of the consolidation of individual locations, the geographical coverage of the potential regions in the core operating area is maintained.

Targeted investments in the location structure help create a high-performance logistics network. As part of the ongoing development of logistics processes in the German agricultural business, the interaction between distribution and central warehouses and the regional location structure is subject to review. The aim is to combine high-quality, reliable logistics with cost efficiency. The large quantities of goods handled provide a favourable basis for optimisation.

In the area of bulk goods, targeted investments are also being made in the network of trimodal logistics with high-capacity onshore locations in the haulage and rail sector and the port infrastructure both on inland waterways and at the two deep-sea ports on the Baltic Sea. Efficient logistics chains with high-quality processes help to optimise costs in the flow of goods, thereby increasing customer benefits.

A further strengthening of the segment's profitability relates to an optimised product portfolio. A clearly structured, standardised professional range in the core areas of produce, operating resources and feedstuff continues to meet all the fundamental needs of the agriculture industry. A targeted reduction in the depth and breadth of the product range helps to reduce the complexity of internal processes. In addition to having a positive effect on the cost/income ratio, reducing the number of items has a positive impact on inventory management and the associated capital commitment. Overall, a reduction in tied-up capital is achieved in the Agri Trade & Service Segment through the targeted management of inventory quantities in the logistics supply and process in cooperation with relevant suppliers.

The e-commerce offering in the agricultural input business is also being developed to enable faster and more flexible responses to new market opportunities and customer requirements. Since the end of 2023, the agricultural portal (BayWa Online Shop) has also been available as a mobile application (BayWa Portal App).

By implementing these strategic measures, BayWa is ensuring that it is well positioned in the agricultural sector to meet market demands and secure its long-term business.

Agricultural Equipment Segment

In the Agricultural Equipment Segment, BayWa's strategic focus is on continuing and deepening exclusive partnerships with premium brands. These partnerships enable BayWa to maintain an exclusive dealer network that secures attractive margins. The product portfolio is supplemented by high-quality niche products by premium brands in order to meet the needs of customers and simultaneously strengthen BayWa's market position.

Another important aspect of the segment's strategy is to intensify services in the service centres. The company is endeavouring to expand its range of maintenance and spare parts in particular, in order to provide customers with a comprehensive service and further increase customer satisfaction.

In order to optimise the capital requirements of the cyclical agricultural machinery business, it focuses on active inventory management for both new and used machinery. The optimisation of net working capital is a priority. In future, the management of the machine inventory will be more closely aligned with customer demand. This means a transformation from volume-driven procurement to customer demand-driven procurement, in which purchasing decisions are more closely aligned with actual customer demand. The aim of active inventory management is to reduce the high levels of capital tied up in new and used machine inventories.

In addition to selling agricultural machinery, BayWa plans to target other high-growth areas beyond agriculture. These include the municipal, commercial and forestry sectors in particular.

The corporate strategy also involves a more intensive focus on high-margin services. The service centres' products and services will be further optimised in order to expand the high-margin business. BayWa continues to strive for excellent service quality to further increase customer satisfaction and loyalty.

With these strategic measures, BayWa aims to further consolidate its own market position in the Agricultural Equipment Segment and generate sustainable growth.

Global Produce Segment

The Global Produce Segment has established additional apple orchards in New Zealand in recent years, which will lead to a steady and significant increase in harvest volume by 2027. One key area of focus is investment in variety development and the commercialisation of new varieties. This includes the acquisition of new varieties and the promotion of sustainable varieties in the premium segment. Automation in the packaging centres is being advanced in order to further increase efficiency and quality.

The opening of further sales offices, including in Taiwan, is planned to distribute New Zealand and US fruit, in particular the Envy apple variety, in Asia. At the same time, the objective is to optimise sales in Europe and North America. In order to strengthen core business, investments are continuously being made in infrastructure.

The focus is on achieving the potential of the Envy apple variety and securing the market position of the Jazz apple variety, while the launch of the new Joli and Tutti varieties is being advanced globally. The partnership is also being expanded in the hot climate sector.

In the tropical fruit sector the plan is to expand sales, vertically integrate with producers, optimise operating processes and stabilise gross margins.

Construction business unit

Construction Segment

The strategic focus in the Construction Segment is on designing an efficient organisational structure and increasing profitability. This involves adapting the organisational structure in order to optimise operational efficiency in both sales and operations through a functional organisation.

Another component of the strategy is the optimisation of the sales network. To this end, regional logistics centres (RLZ) are being set up to bundle logistics activities and make them more efficient. It is planned that, in future, deliveries to customers will be organised primarily via the RLZ, although collections from the locations will still be possible.

In addition, profitability is to be increased by focussing more on high-margin private labels. The product portfolio is being adapted, and in some cases, expanded for this purpose. Another strategic building block for increasing profitability lies in focussing on higher-margin product groups. The related sales activities will be supported by the reorganised sales organisation.

In addition, the potential closure of unprofitable branches was reviewed. Locations with a negative contribution margin were identified as not being strategically relevant to the adjustment of the organisational structure that has been initiated. Closing these branches in the near future will also help to improve the profitability of the Construction Segment.

****** Start of the unaudited text ******

Sustainability at BayWa

Key sustainability issues

In preparation for the EU Corporate Sustainability Reporting Directive (CSRD), the BayWa Group conducted a materiality analysis in 2023 in accordance with the requirements of the European Sustainability Reporting Standards (ESRS). This was updated in the financial year. In addition to the "outside-in" perspective (identification of material sustainability-related risks and opportunities for BayWa), the materiality analysis also includes the "inside-out" perspective (analysis of the company's impact on the environment and society). The entire business activities of the BayWa Group, including the effects of business relationships, were taken into account. The following topics were identified as key issues: climate change, pollution (especially soil and water), water and marine resources, biodiversity and ecosystems, resource use and circular economy, company workforce, value chain workforce, affected communities, consumers and end users, and corporate governance. A description of the main effects, risks and opportunities, the existing strategies, targets and measures as well as relevant key performance indicators can be found in the summarised separate non-financial report. This can be found on the BayWa AG website at www.baywa.com/en/sustainability/at-a-glance.

Consequently, the BayWa Group ensures comprehensive transparency regarding the impact on the environment and society as well as risks and opportunities that arise for the Group along the value chain in connection with sustainability.

Sustainability strategy

Food, energy, housing, heating and mobility: As a basic supplier, BayWa has always helped to fulfil people's needs. But these basic needs can only be met in the long term if they are in harmony with the environment and human rights – global challenges such as climate change or loss of biodiversity not only significantly harm the basis for life but also BayWa's business. At the same time, BayWa's global operations mean it has a major impact on sustainable development and opportunities to influence it.

To meet these global challenges, the BayWa Group developed a comprehensive sustainability strategy in 2022. The company sets the framework for the definition of specific targets, measures and key figures. The sustainability strategy is based on four fields of action: value creation, environment and climate, employees, and society. Each field of action is underpinned by relevant key topics and overarching strategy formulations . The key sustainability topics identified in 2023 are already largely included in the sustainability strategy. The key topics of the strategy include: sustainable products and solutions, sustainable procurement, product responsibility, climate and energy, circular economy, ecosystems and biodiversity, water, sustainability culture, occupational health and safety, inclusion and diversity, learning and development, remuneration and incentives, actively shaping sustainability and raising awareness for sustainable living. Measurable targets and measures have already been defined for some of the key topics, with others to be developed by BayWa going forward.

Climate targets and progress

BayWa's climate targets are aimed at helping to keep global warming below 2 degrees, or 1.5 degrees in the best-case scenario. To this end, the company aims to further reduce its energy consumption and the greenhouse gas emissions attributable to its sites, company cars and in-house logistics, purchase electricity exclusively from renewable energy sources, expand the generation of electricity from renewable energy sources and offset any remaining greenhouse gas emissions by purchasing high-quality carbon credits. Specifically, the following objectives are being pursued:

- Cover 100% of its electricity needs with renewable energies by the end of 2020; goal was achieved once again in 2024
- Reduction in energy consumption by 22% by 2025 (base year 2017; in relation to EBITDA). Due to the BayWa Group's negative EBITDA result, however, it is not possible to measure meaningful progress in achieving this target for 2024.
- Reduce greenhouse gas emissions by 22% by 2025 (base year 2017); goal was achieved once again in 2024 (minus 22.6%)

- Construction and provision of 10 GW of generation capacity from renewable energies by 2025 / target already achieved ahead of schedule in 2022; between 2017 and 2024, a total capacity of 20.79 GW was brought to the market through the construction and installation of wind and solar parks and the sale of solar modules
- Climate neutrality in own operations from 2030 onwards (Scope 1 and 2)

In 2022, the BayWa Group introduced an internal carbon price as a control mechanism to identify and implement measures to reduce the greenhouse gas emissions of its own business activities in a structured manner. The mechanism saw over €4 million in capital expenditure with a climate protection effect in 2024. Measures were primarily implemented in the areas of electricity generation from photovoltaic systems, heat generation from renewable energies and charging infrastructure for electromobility at the locations. In addition, a total of almost €1.5 million was spent on an internal subsidy for the leasing instalment of electric vehicles. The measures initiated led to a reduction in greenhouse gas emissions of over 1,000 tonnes of CO_2 equivalents and a reduction in energy consumption of over 3,500 MWh in 2024.

In 2025, the BayWa Group intends to review the development of new climate and environmental targets with a longer time horizon, covering both its own locations and its value chain. In preparation for this, a complete inventory of greenhouse gas emissions attributable to the BayWa Group's own business activities (Scope 1 and 2) and by upstream and downstream activities (Scope 3) was compiled for the first time in 2024. Significant sources of Scope 3 emissions include the purchase of goods, external logistics, business travel and the processing, use and disposal of the products sold. In addition, all of the Group's locations (just under 1,400) were analysed for the first time in 2024 with regard to their impact and dependencies on biodiversity and ecosystems as well as risks in connection with water resources.

Protecting human rights

The BayWa Group is committed to upholding human rights and continuously implements the associated due diligence obligations set out in the German Act on Corporate Due Diligence Obligations in Supply Chains (LkSG).

The Social Responsibility and Human Rights Policy Statement, updated in 2023 and adopted by the entire Board of Management, is based on international conventions and guiding principles. Coupled with the two codes of conduct at BayWa (Code of Conduct and Supplier Code of Conduct), the Social Responsibility and Human Rights Policy Statement outlines the key principles of BayWa's own actions and the standards to which it holds its business partners.

ESG ratings

Rating	Result
MSCI ESG	AA
ISS ESG	C+
CDP (Climate Change)*	A-

*** Rating result as at March 2025; rating refers to sustainability data from the 2023 financial year.**

****** End of the unaudited text ******

Employees

The number of employees at the BayWa Group increased once again in financial year 2024. As at 31 December 2024, the BayWa Group employed 22,111 people (2023: 23,144). In terms of an annual average, the number of employees reduced by 310, or 1.4% year on year, to 22,726. After the downturn in the construction industry led to a stagnation in the number of employees in financial year 2023, the number of employees in the Construction Segment fell by 330 in the past financial year, exacerbated by BayWa's reorganisation situation. In the Global Produce Segment, an average of 48 fewer employees were employed in 2023 compared to the previous year, mainly due to the after-effects of Cyclone Gabrielle. In addition, the number of employees in the central and administrative functions allocated to other activities fell by 30. In contrast, the number of employees in the Renewable Energies (up 56 employees) and Cefetra Group (up 41 employees) segments increased as a result of the further expansion of business development. The average number of employees in the Energy, Agri Trade & Service and Agricultural Equipment segments is also higher than in the previous year.

For years, BayWa has been committed to training its own qualified personnel to combat the noticeable skills shortage, particularly in Germany. In 2024, 434 apprentices started their career at BayWa. A total of 1,360 apprentices and trainees were employed at the BayWa Group at the end of the year. The training ratio stood at 5.7%.

Development of the average number of employees at the BayWa Group

	2020	2021	2022	2023	**2024**	Change 2024/23	
Renewable Energies	2,272	2,821	3,754	4,592	4,648	56	1.2%
Energy	1,017	1,359	1,411	1,472	1,493	21	1.4%
Cefetra Group	477	496	623	709	750	41	5.5%
Agri Trade & Service	3,502	3,408	3,630	3,761	3,778	17	0.4%
Agricultural Equipment	3,786	3,805	3,826	3,931	3,944	13	0.3%
Global Produce	3,997	3,650	3,151	2,737	2,689	- 48	- 1.8%
Construction	4,528	4,454	4,661	4,655	4,325	- 330	- 7.6%
Innovation & Digitalisation *	225	240	220	0	0	0	n/a
Other Activities	1,138	1,192	1,237	1,179	1,099	- 80	- 7.3%
BayWa Group	**20,942**	**21,425**	**22,513**	**23,036**	**22,726**	**- 310**	**- 1.4%**

* The Innovation & Digitalisation Segment was dissolved at the beginning of financial year 2024 and allocated to Other Activities.

Control system

Two key performance indicators are used to manage the BayWa Group's operational and financial performance: adjusted EBITDA as an operational key financial metric and freely available liquidity as a financial indicator to ensure solvency. The following section explains how both parameters are applied and monitored as part of corporate control.

Adjusted EBITDA

The operational control of the divisions is based on targets derived from the planning of the respective divisions. The planning was carried out as part of the preparation of the restructuring opinion, taking into account the business expectations of the operating segments and the planning of operational measures to restore competitiveness. Based on the restructuring opinion, adjusted earnings before interest, taxes, depreciation and amortisation (adjusted EBITDA) will be the most important financial performance indicator from financial year 2025 onwards. Based on the presentation of the commissioned expert restructuring opinion, adjustments are made to EBITDA with regard to extraordinary expenses and income directly related to the restructuring of the BayWa Group. The adjustments relate in particular to consulting costs for the reorganisation experts, consulting costs in connection with the restructuring consultant, costs for legal advisors, bank fees, closure costs for businesses and expenses from the termination of employment relationships. Income and losses from the disposal of companies and corporate groups, insofar as they are part of the structural package of measures, are also adjusted. The forecast and key financial metric adjusted EBITDA is considered suitable for properly reflecting the sustainable profitability of the operational business.

The reorganisation opinion specifies the following issues that are not included in EBITDA in the planning and must therefore also be adjusted in the future:

- Other income arising from restructuring, e.g. reversal of value adjustments on receivables
- Legal and consulting expenses in connection with the reorganisation (incl. implementation consulting for the measures' concept, reorganisation experts, refinancing consultants)
- Implementation costs for the programme of measures (mainly closure costs, severance payments, relocation costs, e.g. for IT
- Transaction expenses for the sale of business entities
- Value adjustments in connection with transactions from structural measures
- Impairment losses of financial assets that are written down as part of impairment tests
- Income from the disposal of consolidated companies and financial assets

To ensure consistent presentation in monthly, quarterly and annual reporting, the expenses per segment must be recognised for segment reporting.

Freely available liquidity and minimum liquidity
Freely available liquidity is a central control element in the Group. It serves to keep solvency under control and to be able to react appropriately to possible changes in the market and financial situation. Within this framework, a minimum quality is defined that serves as a lower limit and may not be undercut.

In the light of the BayWa Group's strained financial position, the focus was on strict liquidity and guarantee management from the second half of 2024. Based on the annual financial resources planning and liquidity planning, a cash tower was installed as a steering committee for the daily management and planning of liquid funds on a 13-week basis with the involvement of the Chief Financial Officer and the divisional management. Trade working capital is planned in detail based on the business expectations of the divisions and the resulting cash flows are forecast. Liquidity planning is supplemented by other incoming and outgoing payments that lead to changes in liquidity outside of the operational business. Plan/actual deviation analyses are then discussed within the Cash Tower and measures to improve liquidity in the Group are decided. At the same time, deviations from plan are also analysed over time in order to continuously improve operational liquidity planning. The liquidity and loan guarantee management activities will be validated by Roland Berger as the restructuring expert during the restructuring period (i.e. until the end of 2028).

In addition, the behavioural obligations set out in BayWa AG's restructuring documentation require the Group to maintain a minimum level of liquidity throughout the restructuring period. This is an indispensable liquidity reserve which will ensure the Group's solvency in the long term, even in difficult situations. Compliance with the minimum liquidity requirement is reviewed and confirmed by the company on an ongoing basis; the minimum liquidity is not a separate amount, but part of the freely available liquidity. The freely available liquidity is made up of cash and cash equivalents and untapped, irrevocably committed credit lines. It is subject to natural fluctuations and represents a key performance indicator that is constantly monitored and integrated into liquidity planning.

Research and development

As at 31 December 2024, 17 employees worked in research and development (2023: 34 employees). The BayWa Group's research and development activities included the soil sampling business of the subsidiary FarmFacts GmbH with 15 employees, which was sold in 2024, as well as the subsidiary VISTA Geowissenschaftliche Fernerkundung GmbH, which will remain part of the BayWa Group. VISTA is researching how farmers can be supported with satellite data, for example to determine the optimum fertilizer requirements. The BayWa Group's research and development expenses totalled €1.6 million in financial year 2024 (2023: €1.8 million). Own work capitalised for new products amounted to €0.0 million (2023: €2.3 million).

Financial Report

Macroeconomic conditions

Despite the ongoing pressures of rising inflation and the associated restrictive monetary policy in many countries, the global economy remained subdued but robust in 2024. A global recession was avoided. The US economy once again proved to be a pillar of growth, while the eurozone only showed moderate growth momentum. The latter was primarily due to continued weakness in the manufacturing industry and in goods exports. Production-intensive economies continued to suffer from unfavourable financing conditions. These had a negative impact on investment demand – including in large parts of the construction industry – and were only gradually eased in the second half of the year. The German economy was particularly affected (IMF, World Economic Outlook, January 2025).

In its April 2025 estimate, the International Monetary Fund (IMF) anticipated global economic growth of around 3.3% in 2024. In industrialised economies, the IMF expected growth of around 1.8%. A 4.3% increase in gross domestic product was forecast for emerging and developing countries. In eurozone countries, economic growth was expected to improve slightly to 0.9%. The German and Austrian markets, which are particularly important for BayWa, were once again among the weakest growing nations, with expected economic growth of minus 0.2% and minus 1.2% respectively (IMF, World Economic Outlook, April 2025; WIFO – Austrian Institute of Economic Research, Economic Outlook 1/2025, March 2025).

The annual inflation rate in the eurozone weakened further in 2024 compared to the previous year and stood at 2.4% in December 2024 (December 2023: 2.9%). After briefly rising again from December 2024 to March 2025, the rate stood at 2.2% in April 2025 (Eurostat, Euro area annual inflation stable at 2.2%, 2 May 2025). Against the backdrop of the favourable inflation trend, the European Central Bank has gradually eased its restrictive monetary policy since June 2024 and reduced the key interest rate (deposit facility) from 4.0% to 3.0% by the end of December 2024 (Eurostat, Annual inflation in the eurozone rose to 2.4%, 7 January 2025). In May 2025, the key interest rate stood at 2.5%.

In the current financial year, 2025, global growth is expected to slow significantly. This is due in particular to the tariff policy of the US administration under President Donald Trump. The decline in inflation is expected to continue, but has already stalled in some countries. In particular, the continued strong rise in service prices poses problems for central banks and could slow further easing of monetary policy. The US economy, which has been a pillar of the global economy to date, will suffer particularly severely from the tariff policy, while growth in the eurozone is only expected to decline slightly. The outlook continues to be subject to significant risks due to unresolved geopolitical and trade policy conflicts and cannot yet be conclusively assessed, as the exact consequences of the protectionist US tariff policy in particular are likely to have a negative impact on global trade and thus on the export-orientated German economy. (IMF, World Economic Outlook, April 2025) Overall, IMF analysts expect the global economy to grow at a significantly lower rate of 2.8%. In emerging and developing countries, where China's ongoing weak growth cannot be compensated for, gross domestic product is expected to rise by only 3.7%. In industrialised countries, growth of 1.4% is expected. The IMF anticipates a slight slowdown in growth to 0.8% in the eurozone. The German economy will only recover moderately and is expected to achieve a growth rate of 0.0%. The IMF expects economic recovery in Austria, but growth will remain negative at minus 0.3% (IMF, World Economic Outlook, April 2025; WIFO – Austrian Institute of Economic Research Economic Forecast 1/2025, March 2025).

The European Central Bank (ECB) is aiming for price stability in the eurozone in the medium term with an inflation rate of 2%, and considers the inflation rate to be well on track to achieving this goal in the long term. Following the interest rate cuts in the second half of 2024, the ECB is pursuing a strictly data-driven approach and will decide on the further direction of its monetary policy from session to session as the situation develops. In particular, the ECB will not commit to a predefined interest rate path (ECB, Monetary policy decisions, 12 December 2024).

Operative business development

For better comparability with the previous year, the EBIT figures presented in the segments are shown without taking impairment under IAS 36 and IFRS 5 into account. This approach enables a consistent analysis of operating performance compared to the previous year. EBIT, including recognised impairments, is presented before the business performance of the three business units: Energy, Agriculture and Construction.

Energy business unit

Market and industry development 2024/25

Development of renewable energies
European wholesale electricity prices continued their downward trend in 2024 and were significantly lower on average than the level observed in 2022/23. Relatively stable gas prices compared to 2022/23, higher electricity generation from renewables and nuclear power, and moderate growth in electricity demand are the main factors behind this decline, even though daily fluctuations have increased on many markets.

At €29.5/MWh, the European natural gas price benchmark, expressed in euros per megawatt hour (MWh), was significantly lower in the first half of 2024 than the previous year's figure of €44.5/MWh. However, due to lower gas production within Europe, bottlenecks in the supply of liquefied natural gas (LNG) and the uncertainty surrounding Russian gas transit through Ukraine, prices rose again significantly in the second half of the year and, at over €40/MWh in the fourth quarter, were above the level of the corresponding period in 2023 (Wood Mackenzie, January 2025). In contrast, natural gas prices in the USA averaged just USD7.5/MWh in 2024 (EIA 2025) due to strong local production and restrictions on LNG exports, which is below the average price of USD8.6/MWh in 2023.

In European markets, lower baseload electricity prices and eroding market values impaired the competitiveness of photovoltaic (PV) and wind power plants in the electricity market. PV was particularly exposed to the risk of price cannibalisation and negative prices in the first six months of 2024 due to the strong expansion of decentralised and large-scale solar power plants and inflexible electricity demand. The growing share of intermittent renewable energy resources (wind and PV) will therefore continue to improve opportunities for battery energy storage systems (BESS). BloombergNEF estimates that 631 GW (2,041 GWh) of BESS capacity will be added worldwide between 2025 and 2030, quadrupling the 159 GW of capacity installed in 2024.

PV and wind power capacity increased by an estimated 723 GW worldwide in 2024. This represents a 29% increase in annual installations over the previous year. Growth was accelerated by PV, which grew by 35% year-on-year to a total installed capacity of 599 GW. Wind power plants increased by approximately 124 GW in 2024 (previous year: 117 GW) (BloombergNEF, November 2024). Onshore wind turbines accounted for 110 GW of this total. An estimated 14 GW of wind power capacity was added in Europe and the USA in 2024 – 1 GW more than in 2023 thanks to accelerated expansion in Southern and Eastern Europe.

Annual investments in PV and wind power plants reached approximately USD716 billion in 2024, an increase of 9% on the previous year. The discrepancy between the growth rate of installations and investments is primarily due to the continued decline in solar module prices. Solar systems accounted for 73% of total annual investments worldwide. According to BloombergNEF, PV module prices fell by 22% to USD0.09 per watt in the first eleven months of 2024, resulting in losses for several major Chinese manufacturers.

With the addition of 309 GW of PV solar capacity and 84 GW of wind power capacity in 2024 – a remarkable 54% of global capacity growth – China maintained its leading position. Even though lower electricity prices dampened the growth rate of PV installations in Europe, the sector still grew by 78 GW in 2024. In the USA, solar capacity also grew more slowly year on year than in 2023, but still increased by 45.5 GW.

BloombergNEF is forecasting the addition of more than 2,112 GW of PV and 424 GW of wind power capacity between 2025 and 2027, thus anticipating a continuation of the growth trend observed last year. PV is expected to grow by 237 GW in Europe and 165 GW in the USA during this period. Onshore wind energy is forecast to grow at a slower rate between 2025 and 2027, with an expansion of 53 GW in Europe and 35 GW in the USA. This outlook is supported by strong demand for low-cost renewable energy, an improvement in the granting of permissions, and the climate action plans of most governments worldwide. However, analysts expect renewable energy in the USA to face political uncertainty following the re-election of Donald Trump as US President.

The production of PV modules continues to be dominated by China, even as more countries take measures to support local production. However, the collapse in module prices in 2023/24 calls these endeavours into question unless they are supplemented by a complete ban on Chinese products, as in the USA. European solar manufacturers are the hardest hit due to their high production costs and the lack of easily accessible subsidies. Western wind turbine manufacturers face less pressure in their domestic markets and appear to be able to offer stable prices after several years of sustained price increases.

Development of energy
In the 2024 reporting year, the energy trading market environment was characterised by weak economic development and widely declining prices with narrowing margins, after the surplus reactions resulting from the war against Ukraine had normalised in 2023. The Working Group on Energy Balances (AG Energiebilanz e. V. – AGEB) estimates that energy consumption in Germany will be 1.3% lower in 2024 than in the previous year (AGEB, Energieverbrauch in Deutschland, December 2024).

The price of crude oil plays a key role in supply and demand trends as well as the price dynamics of numerous fossil fuels. Starting at USD75.6 per barrel at the turn of 2023/24, the price rose to USD90.1 per barrel at the beginning of April 2024 before ending the year at USD73.8 per barrel in a downward trend with minor fluctuations. Developments in the Middle East, which have a direct impact on the price of crude oil, and OPEC's stabilisation measures to limit production volumes only provided short-term impetus. At USD78.9 per barrel on average, the price of crude oil was slightly below the previous year's level (TECSON, Rohölpreis, 2022). Amid the tariff announcements, the price of crude oil continued its downward trend and stood at USD63.3 per barrel in mid-April 2025. The US Energy Information Administration (EIA) expects an average crude oil price of approximately USD68 per barrel for the current 2025 financial year. This assumption is based on a subdued global economy and a further increase in energy efficiency. Furthermore, the production cut agreed by the OPEC+ states expired on 31 March 2025. EIA experts also expect that non-OPEC countries will slightly increase their production volumes (EIA, Short-Term Energy Outlook, April 2025).

In the heating business, demand for fuels depends on weather conditions and price trends. The price of heating oil essentially follows the trend in the price of crude oil. Over the course of 2024, the price fluctuated between around €111 per 100 litres in spring and around €93 per 100 litres in autumn and was around €99 per 100 litres at the end of the year. At an annual average of around €102 per 100 litres, the price of heating oil was slightly down on the previous year's level of €105 per 100 litres (TECSON, Heizölpreise, 2024). Sales of heating oil in Germany fell slightly by 0.3% in 2024 compared to the previous year. This development is likely to be primarily due to the generally milder weather (AGEB, Energieverbrauch in Deutschland, December 2024). In addition, savings in consumption through modern technology, energy-efficient renovations and the increasing use of renewable energies are generally leading to a decline in heating oil consumption. The decline in crude oil prices in the first quarter of 2025 also led to falling heating oil prices.

The average price for wood pellets in 2024 was just under €273 per tonne, significantly lower than the previous year's figure of €373 per tonne (based on a purchase volume of 26 tonnes). The price decline continued throughout the year. (DEPI, Pelletpreis/Wirtschaftlichkeit, January 2025) At 3.45 million tonnes, consumption in 2024 was 1.5% higher than in the previous year. The number of pellet systems rose by 2.2% in 2024 (DEPV, Vorsichtiger Optimismus für Pelletheizungen – stabile Pelletproduktion, 26 February 2025). In the first three months of 2025, the average price for wood pellets rose by almost 33% compared to December 2024, to €380.2 per tonne. A consistently cool winter and a sharp rise in demand in January led to rising prices in the first quarter. Various factors influence the further development of pellet sales and prices. The increase in the carbon dioxide price from €45 per tonne to €55 per tonne at the beginning of 2025 is expected to have a positive effect. This price does not apply to wood energy, including pellets and wood chips, making pellets a cost-effective heating alternative for consumers. However, due to the break-up of the traffic-light coalition government between the SPD, The Greens and FDP, no federal budget was passed. The details of the German Building Energy Act and possible funding for energy-efficient buildings by the new federal government, consisting of the CDU/CSU and the SPD, are still unclear. In addition, there is overcapacity in the wood pellet sector, which in turn is leading to margin pressure in the trade.

Total sales of fuels fell by 2.0%. Petrol consumption rose by 2.6%, while diesel fuel consumption fell by 4.4%. Total sales of lubricants fell by 15.6% in 2024, probably due in particular to weak economic development in Germany and the downturn in mechanical engineering in 2024. (AGEB, Energieverbrauch in Deutschland, December 2024) Generally, the demand for fuels and lubricants depends primarily on the vehicle population, mileage and overall economic development.

In the area of electromobility (e-mobility), the number of new registrations fell significantly in 2024 after steady increases in previous periods. Only 380,600 fully electric cars were newly registered in 2024, a decline of more than 25% compared to the previous year, which can be explained by the end of the state environmental bonus for electric cars on 18 December 2023. (www.adac.de, Pkw-Neuzulassungen 2024: E-Auto-Boom jäh beendet, 14 January 2025) The trend for charging points was different, with the number rising to 143,000, an increase of around 45,000 (Spotpress, Ladeinfrastruktur wächst schneller als die E-Autoflotte, 6 November 2024). The German federal government's "Deutschlandnetz" initiative is likely to have provided positive impetus. E-mobility is seen as the most effective measure for achieving climate targets in the transport sector. It remains to be seen whether the new federal government will adopt the traffic light coalition's target of 15 million electric cars in the private car fleet by 2030. (www.adac.de, Elektromobilität: Sind die Ziele bis 2030 noch erreichbar?, 27 December 2024).

Business performance

	Revenues			EBIT		
In € million	**2024**	2023	Change in%	**2024**	2023	Change in %
Before consideration of impairment losses in accordance with IAS 36 and IFRS 5						
Renewable Energies Segment	4,117.8	5,789.4	- 28.9	- 351.2	193.8	> - 100,0
Energy Segment	2,542.9	2,820.0	- 9.8	5.1	17.8	- 71.3
Energy business unit before impairment	**6,660.7**	**8,609.4**	**- 22.6**	**- 346.1**	**211.6**	**> - 100,0**
After consideration of impairments in accordance with IAS 36 and IFRS 5						
Renewable Energies Segment				- 732.0	193.8	> - 100,0
Energy Segment				- 8.2	17.8	> - 100,0
Energy business unit after impairment				**- 740.2**	**211.6**	**> - 100,0**

Renewable Energies Segment

The Renewable Energies Segment faced difficult conditions in all business divisions in 2024. Project business was severely impacted by low project sales prices, delayed project sales and write-downs. At the same time, there were lower electricity revenues in the Independent Power Producer (IPP) business division due to lower prices in all regions and significant impairment losses on assets. The results of the Operations business division was also noticeably affected by depreciation; energy trading has normalised again compared to the previous year. Solar trading was also impacted by the fall in prices and overcapacity, which resulted in lower margins and inventory write-downs. The result for the segment also includes high expenses incurred as part of the refinancing process and the ongoing restructuring process.

In the Projects business division, 17 wind power and PV plants with a total output of 1,101.0 MW (previous year: 291.6 MW) and project rights for the construction of wind power and PV systems with a total output of 195.8 MW (previous year: 1,036.5 MW) were sold. In addition, project rights for the construction of a battery storage facility with 15,4 MW / 30,8 MWh (previous year: 394,0 MW / 1.576,0 MWh) were sold. Five wind farms and PV plants with a total output of 140.3 MW (previous year: 90.8 MW) were transferred to the IPP business division's own portfolio. Of the total capacity of projects sold, 534.7 MW were attributable to the USA, 332.6 MW to the UK, 257.9 MW to Spain and 110.9 MW to Germany. The liquidity squeeze in the Projects area led to accelerated sales at the expense of the respective project margins. In the Energy Solutions business division, challenging market conditions, inflation, increasing competition and the realignment of the segment initiated in the second half of the year had a negative impact on business development. The measures introduced during 2024 to increase efficiency and reduce costs have already shown initial improvements in the gross margin.

A solar park was sold in the IPP business division in 2024. The portfolio was also expanded by five completed plants, resulting in a total of 35 wind farms and solar parks in Europe, North America and Asia-Pacific with a total output of 0.9 GW operating at the end of 2024. Lower electricity prices resulted in lower electricity revenues. This development led to significant impairment losses.

In the Operations business division, the earnings contribution from energy trading returned to normal in 2024 due to the decline in electricity prices in 2023 (especially compared to the exceptional year of 2022). Asset Operations focused on profitability and portfolio streamlining. At 10.5 GW, plant capacity remained at the previous year's level (10.7 GW).

In the Solar Trade business division (trading in PV components), the total output of PV modules sold totalled 3.9 gigawatts peak (GWp; sales of €603 million) – slightly higher than the previous year's figure. This slight increase was due to measures to optimise working capital and cash flow. The total output of inverters sold was 5.0 GW (sales of €398 million), 21% below the previous year's figure. Installation systems worth €207 million were sold, a 21% decrease compared to 2023. Sales of storage products totalled just under €390 million and were 14% below the previous year's figure. The Charging Stations and Others product groups generated sales of €14 million and €225 million respectively. Revenues of almost €677 million were processed in these product areas via the web stores established in respective national markets, representing a 9% in the share of web store revenues in total revenues compared to the previous year. Overall, Solar Trade generated the majority of its revenues in the Europe, the Middle East and Africa region (approximately 73%), followed by the Americas (approximately 23%) and Asia-Pacific (approximately 4%). Due to lower demand and the ongoing oversupply of PV components on the market, especially modules and inverters, prices continued to fall in 2024.

Revenues in the BayWa r.e. Group reached €4,117.8 million in the 2024 financial year, a decline of 28.9% compared to the previous year's figure of €5,789.4 million. EBIT was minus €351.2 million before impairment, approximately €545.2 million down on the previous year's figure. This is mainly due to a challenging market situation with consequently lower sales revenues and postponements in the project business, the normalisation of energy trading and restructuring measures in Operations EMEA, as well as weak demand and the drop in prices in solar trading. Earnings were also impacted by depreciation and amortisation in all business divisions.

Results of the impairment tests in the Renewable Energies Segment as at 31 December 2024
In the Renewable Energies Segment, impairment tests in accordance with IAS 36 and IFRS 5 resulted in an impairment requirement totalling €380.8 million, of which €127.3 million is attributable to the project business, which comprises the planning, project development and construction of wind and solar energy plants and provides customised solutions for energy supply. Impairment losses of €115.0 million relate to the IPP business division, i.e. the company's own wind and solar power plants for marketing the generated electricity. The Solar Trade business division – trading in solar modules – recorded amortisation of €64.6 million on intangible assets and goodwill. A further €48.2 million in depreciation for investments accounted for using the equity method, €37.2 million of which are primarily attributable to the IPP business division, contributed to the total depreciation.

For the Renewable Energies Segment, EBIT after impairment testing totalled minus €732.0 million, down €925.8 million on the previous year's figure of plus €193.8 million.

Energy Segment
Business development in the Energy Segment in 2024 was beset by difficult market conditions, particularly in the heating business. Due to the mild winter, demand for sources of heating energy such as heating oil and wood pellets was weak. In addition, prices fell sharply, particularly for wood pellets, and demand for new heating systems declined. In the second half of the year, the BayWa Group's poor financial situation, the commissioned restructuring report and BayWa AG's deteriorating credit rating led to a loss of confidence on the part of suppliers and a reluctance to buy on the part of customers, which had a negative impact on business development in the Energy Segment.

Sales of wood pellets fell by 9.6% in 2024 compared to the previous year. BayWa's wood pellet business was hit particularly hard by adverse developments. Market prices in the trade fell due to an oversupply of pellets resulting from a lack of consumer investment in new pellet heating systems and the mild winter weather. At the same time, BayWa had to honour existing agreements with pellet producers for contract production and purchase of pellets. However, due to the BayWa Group's liquidity crisis and the lack of supplies of raw materials for wood pellet production, BayWa had to procure these missing quantities of raw materials from other raw material suppliers at higher costs in order to honour the agreements. In the second half of 2024, BayWa ultimately had to sell existing wood pellet stocks in special sales with lower margins to secure the Group's liquidity.

In the fuel business, BayWa recorded a slight year-on-year increase in sales of 0.4% in 2024. Lower price fluctuations compared to the previous year and an average decline in diesel and petrol prices reduced profit margins.

In lubricants trading, BayWa recorded solid demand in its most important product groups – engine, transmission and hydraulic oils – despite the negative economic trend. Despite the weak mechanical engineering sector, sales in the lubricants segment were around 5% higher than the previous year. Demand from agriculture, forestry and biogas plant operators – BayWa's main customers – was more stable in the 2024 financial year compared to the overall market. Only the AdBlue trade suffered from oversupply. Following the supply crisis in 2023, the supply of AdBlue on the market recovered significantly. At the same time, the poor economic situation in Germany and the decline in transport services led to low demand for AdBlue. As a result, competition intensified and profit margins for this product group were reduced.

The charging infrastructure business division of BayWa Mobility Solutions GmbH (BMS) built and opened five charging parks in Bavaria in 2024 as part of the Deutschlandnetz initiative of the Federal Ministry for Digital and Transport (BMDV). BMS operates these fast-charging stations itself as a charge point operator (CPO). The BayWa subsidiary currently operates a total of 20 charging parks, 7 of which are part of the Deutschlandnetz.

The poor economic environment in the construction industry, particularly the decline in the number of new construction projects, impacted BayWa's business performance and sales of heat generators such as heat pumps and pellet heating systems in the the field of building technology. According to the Federation of German Heating Industry (BDH), the market continues to be characterised by uncertainty due to the protracted debates surrounding the German Building Energy Act and the future of municipal heating planning. This has led to a wait-and-see approach among buyers, resulting in an almost 46% decline in heat generator sales across all technologies in 2024 compared to the previous year.

All in all, the Energy Segment recorded a decline in revenues of around 10% to €2,542.9 million in the reporting year (previous year: €2,820.0 million). Earnings (EBIT) fell by €22.9 million before impairment compared to the already weak previous year and totalled €5.1 million at the end of the financial year. This development is primarily due to a lack of demand for heat generators and energy sources, as well as falling prices on the energy commodity markets. In addition, the cancellation of trade credit insurance policies due to the BayWa Group's strained financial situation and the commissioned restructuring report had a negative impact on trading business with heating energy sources, in particular heating oil and wood pellets. In addition, BayWa sold its subsidiary LODUR Energieanlagen GmbH during the reporting year. The company specialises in heating centres, heating networks, district heating stations, ambient heat, solar thermal energy and renewable fuels and no longer fitted into the strategic portfolio of the Energy Segment. The sale had an additional negative impact on earnings in the Energy Segment due to depreciation and amortisation.

Results of the impairment tests in the Energy Segment as at 31 December 2024
The impairment tests in the Energy Segment resulted in an impairment requirement totalling €13.3 million. Of this amount, €10.5 million – including goodwill of WAV Wärme Austria VertriebsgmbH totalling €2.4 million – is attributable to the disposal groups RWA Raiffeisen Ware Austria AG (RWA for short) and its direct and indirect subsidiaries, as well as "UNSER LAGERHAUS" WARENHANDELSGESELLSCHAFT m.b.H. (WHG). The remaining impairment amount is primarily attributable to BayWa AG's business activities in the Energy Segment. The impairment related in particular to intangible assets in the form of software developed specifically for the company.

EBIT after impairment testing for the Energy Segment in the 2024 financial year is minus € 8.2 million (previous year: plus € 17.8 million).

Agriculture business unit

Market and industry development 2024/25

Development of grain and oilseed

Global balance of grain (excluding rice)	**Grain year**			**Change**	
in millions of tonnes	2022/23	2023/24	**2024/25**	2023/24 compared to 2022/23	2024/25 compared to 2023/24
Production					
World	2,245.3	2,295.7	2,292.9	2.2%	-0.1%
thereof: wheat	789.9	791.2	797.2	0.2%	0.8%
thereof: coarse grain	1,455.4	1,504.5	1,495.7	3.4%	-0.6%
Consumption					
World	2,249.9	2,294.3	2,330.1	2.0%	1.6%
thereof: wheat	789.3	797.8	806.6	1.1%	1.1%
thereof: coarse grain	1,460.6	1,496.5	1,523.5	2.5%	1.8%
Inventory changes					
World	- 4.6	1.4	- 37.2		
thereof: wheat	0.6	- 6.6	- 9.4		
thereof: coarse grain	- 5.2	8.0	- 27.8		

European balance of grain (excluding rice)	**Grain year**			**Change**	
in millions of tonnes	2022/23	2023/24	**2024/25**	2023/24 compared to 2022/23	2024/25 compared to 2023/24
Production					
EU	267.6	272.0	257.4	1.6%	- 5.4%
thereof: Germany	43.5	42.5	39.0	- 2.3%	- 8.2%
Consumption					
EU	258.6	259.4	259.2	0.3%	- 0.1%
thereof: Germany	40.1	40.9	n/a	2.0%	n/a
Inventory changes					
EU	9.0	12.6	- 1.8		
thereof: Germany	3.4	1.6	n/a		

Sources: USDA, Grain: World Markets and Trade, March 2025, pp. 17, 23; Federal Statistical Office of Germany, Field crops and grassland, September 2024; BLE, Grain consumption in Germany, total domestic use

Agricultural markets are generally characterised by a small gap between production volume and demand. As a result, development can vary greatly from market to market. For the market as a whole, a growing world population is increasing demand for agricultural products, while climate change and other natural and man-made events are leading to major challenges in maintaining harvest volumes. Drought and environmental disasters such as storms and floods can have a significant impact on harvests. There are also logistical problems if, for example, shipping routes such as the Suez Canal or the Panama Canal can no longer be used freely. Since the 2022/23 harvest year, the markets have also been impacted by Russia's war against Ukraine, as Ukraine has traditionally been an important supplier of numerous agricultural products to global markets. (LEL 20 December 2024 Agrarmärkte Aktuell December 2024; BayWa's own estimates; USDA, Grain: World Markets and Trade, March 2025)

The grain market, an important indicator of crop production, achieved a slight surplus in the 2023/24 grain year. The United States Department of Agriculture (USDA) recorded global production at 2,295.7 million tonnes, an increase of 50.4 million tonnes compared to the previous year. This was offset by consumption of 2,294.3 million tonnes. In the EU, around 1.6% more grain was harvested in the 2023/24 agricultural year than in the previous year, while consumption increased by 0.3%. (USDA, Grain: World Markets and Trade, March 2025, pp. 17, 23) According to estimates by the Federal Statistical Office of Germany, the harvest in Germany was 42.5 million tonnes, down 2.3% on the previous year, while consumption rose by 2.0%. The 2023/24 agricultural year in Germany was characterised by a pronounced summer drought and a subsequent period of heavy rainfall. (LEL 20 December 2024 Agrarmärkte Aktuell December 2024, p. 5)

The price trend for grain on the global markets continued to ease in the 2024 financial year. The grain price index of the Food and Agriculture Organization of the United Nations (FAO) stood at 111 points as of December 2024, almost 10% below the previous year's level of 123 points. By way of comparison, before the start of the war against Ukraine, the index stood at 145 points. Before the coronavirus pandemic, it was at 101 points. (FAO Food Price Index, January 2025). The wheat price showed increased volatility over the course of the year due to short-term weather concerns in key growing regions. After starting at around €223 per tonne, it fluctuated between €188 and €269 per tonne. At the end of the year, the wheat price on the MATIF commodity futures exchange was around €237 per tonne, approximately 6% higher than at the beginning of the year.

For soya meal, which accounts for around 70% of all oilseed meal, the global volume rose from 248 million tonnes to 260 million tonnes in the 2023/24 marketing year (USDA, Oilseeds: World Markets and Trade, March 2025, p. 19). Amid moderate volatility, the price of soya meal initially fell, but then jumped sharply to an annual high of €392 per tonne in the middle of the year. Due to weak import stimulus from China and high harvest expectations in South America, the price reached a low of approximately €297 per tonne in the second half of the year and ultimately ended the year at around €340 per tonne, around 12% below the previous year's figure.

According to current USDA forecasts, global grain production in the 2024/25 grain year will be 0.1% lower than the previous year's level. Global consumption, however, is expected to rise further by 1.6%. This means that consumption of both wheat and coarse grains is unlikely to be fully covered by the current harvest season, so a reduction in stocks is to be expected. This could lead to prices rising again in the 2025 financial year. Due to weather conditions, the European Union is expected to harvest roughly 5.4% less grain in the 2024/25 grain year, according to projections (USDA, Grain:World Markets and Trade, March 2025, pp. 17, 23). In 2024, the German grain harvest decreased by 8.2% compared to the already weak level seen in the previous year and was therefore some 7% below the average for 2018 to 2023. This is mainly due to smaller cultivation areas, regional late frosts, a lack of sunshine and excessive rainfall. Despite smaller harvests, particularly in Europe, the FAO and OECD expect prices for all types of grain to initially fall slightly in the coming years and then rise again. Price fluctuations are expected to remain high. (DBV, Situation Report 2024/25, p. 192 ff.; OECD-FAO Agricultural Outlook 2024–2033)

Global soya meal production is expected to rise again by 6.4% to just over 277 million tonnes in the 2024/25 marketing year. Higher production volumes are expected in China, Argentina and the USA in particular. (USDA, Oilseeds: World Markets and Trade, March 2025, p. 19)

Development of fruit cultivation

According to estimates by Agrarmarkt Informations-Gesellschaft mbH (AMI, Wetterextreme schmälern die Obsternte 2024, 2 January 2025), the 2024 fruit harvest in Germany will be around 1.08 million tonnes, 13% below the already weak previous-year figure of 1.24 million tonnes (DBV Situation Report, 2024/2025, p. 206). In addition to a smaller harvest of outdoor strawberries, the main reason for the smaller fruit harvest was the smaller apple harvest, which at 872,000 tonnes was the second-lowest yield in the past ten years. In spring 2024, late frosts and hailstorms caused frost damage and poor fruit yield in numerous orchards. As the growing season progressed, cool, damp weather and locally heavy rainfall had a negative impact on fruit development and enabled the occurrence of diseases. This had a particularly severe impact on the apple harvest in the eastern states of Germany. (Destatis, press release, 10 January 2025, Apfelernte 2024: Mit 872 000 Tonnen zweitniedrigste Ernte der vergangenen zehn Jahre) The apple harvest in Europe was also worse overall in 2024: at an estimated 10.2 million tonnes, it was around 11% lower the previous year (DBV, Situation Report 2024/25, p. 206). Stocks of apples across the entire EU have been trending downwards in recent years. As of

1 December 2024, a total of 4.1 million tonnes of apples were in storage in the EU. This was 4% less than in the previous year and significantly lower than the average of the last five years. In Germany, the decline was as much as 13% (AMI, Wetterextreme schmälern die Obsternte 2024, 2 January 2025).

In Germany, the smaller 2023 domestic apple harvest was marketed in the first seven months of 2024 in line with stock levels and with the primary aim of ensuring sufficient availability of goods until the start of the 2024 harvest. The transition to the new 2024 marketing season was therefore seamless and without any major surpluses from the previous 2023 harvest. The smaller apple harvest in Germany in 2024 and reduced self-supply (smaller home orchard harvest) ensured a satisfactory start to the apple trading season in 2024 with prices remaining stable. At the start of marketing, apple prices in Germany and EU average prices were 13% and 7% higher respectively than in the previous year and significantly above the five-year average (DG Agri Dashboard Apples, 19 March 2025). Due to attractive prices for processed goods – both in Germany and in the EU growing regions – lower-quality batches did not reach the fresh market but were channelled directly to the industry. in 2025, prices are expected to remain at their already high level due to weak harvests and lower stocks in Germany and the EU.

In the southern hemisphere, the apple harvest in the 2023/24 harvest year was slightly lower than in the previous year at around 4.5 million tonnes, due to weaker harvests in Argentina and Brazil. In New Zealand, BayWa's most important non-European country of origin for fruit, the harvest of 516,000 tonnes was 6.2% higher than in the previous year, following the damage to plantations caused by Cyclone Gabrielle in 2023. Based on the current status of fruit development, the World Apple and Pear Association (WAPA) forecasts that the apple harvest in the southern hemisphere will increase by 5.5% to 4.7 million tonnes in the 2024/25 harvest year. All countries expect higher harvest volumes. In New Zealand, following the environmental damage caused by the cyclone in recent years, the harvest volume is expected to be 5.6% higher at 545,000 tonnes in the 2024/25 harvest year compared to the previous harvest year (WAPA, Southern Hemisphere Apple and Pear Crop Forecast, February 2025). At 380,000 tonnes, exports of New Zealand apples are expected to be significantly above the previous year's level, the highest figure since 2020. The most important export countries are likely to continue to be Asian markets such as Vietnam and China, as well as the USA and the UK. (USDA – Global Agricultural Information Network, Fresh Deciduous Fruit Annual, 1 November 2024)

Development of agricultural inputs

Agricultural inputs, such as seeds, fertilizers, pesticides and feedstuff, again showed a heterogeneous price trend over the course of 2024. Fertilizer prices were 18% lower on average than in the previous year (Destatis, Index of purchase prices of the means of agricultural production, Genesis 61221-0001, as at 16 January 2025). Following the reduction in stocks in the previous year, sales of all types of fertilizers increased again and were around 7.8% higher overall than in the previous year (Destatis, Inlandsabsatz von Düngemitteln, Genesis 42321-0003, as at 3 March 2025). Agricultural expenditure on purchased fertilizers is estimated at around €2 billion (excluding VAT) for 2024. This is 8.7% less than in the previous year due to the significant fall in prices. (DRV, Jahresbericht Agrarwirtschaft 2024, p. 14) In 2024, sales of crop protection products increased by 15% compared to the previous year. The use of crop protection products depends first and foremost on weather conditions and their consequences, such as crop diseases and pest infestations. Fungicides and herbicides saw significant growth in 2024, while sales of insecticides and growth regulators declined slightly. (DRV, Jahresbericht Agrarwirtschaft 2024, p. 15) Average crop protection prices increased were slightly higher than in the previous year (Destatis, Index of purchase prices of the means of agricultural production, Genesis 61221-0001; as at 16 January 2025). The seed market is mainly influenced by the development of land under cultivation for grain, corn and rapeseed. Overall, the area under cultivation in Germany in 2024 was below the previous year's level, particularly for wheat and rapeseed. Other field crops tended to increase (Destatis, Feldfrüchte und Grünland, Anbauflächen, Hektarerträge und Erntemengen ausgewählter Anbaukulturen im Zeitvergleich, 24 September 2024). At the time of autumn sowing for the 2025 harvest, the area under winter grain was 5.6% higher than in the previous year (Destatis, press release, 20 December 2024: Herbstaussaat zur Ernte 2025: Knapp 6% weniger Wintergetreide). Seed sales varied from season to season. Significant growth in summer cereals seed was offset by subdued demand for winter cereals seed due to high stocks. Overall, sales increased slightly (DRV, Jahresbericht Agrarwirtschaft 2024, p. 17). In 2024, seed prices were stable at the level of the previous year, with an increase of just over 1% (Destatis, Index of purchase prices of the means of agricultural production, Genesis 61221-0001, as at 16 January 2025).

Feedstuff production fell by 0.5% nationwide in the 2023/24 marketing year to 21.7 million tonnes of mixed feed (DRV, Jahresbericht Agrarwirtschaft 2024, p. 23 ff.). Feedstuff prices in 2024 were 11.8% lower than the previous year's level (Destatis, Index of purchase prices of the means of agricultural production 2024, Genesis 61221-0001, as at 16 January 2025). With the exception of calf feed, all compound feeds recorded small double-digit price declines. Environmental and climate policy will further tighten the framework conditions for livestock farmers and feed companies. Given the persistently tense economic situation in the agricultural sector, structural change is expected to accelerate in 2025 (DRV, Jahresbericht Agrarwirtschaft 2024, p. 24).

Development of agricultural equipment
As expected, the economic situation of farmers, which is a key prerequisite for their investments in agricultural technology, for example, deteriorated in the 2023/24 marketing year. After peaking in the 2022/23 marketing year, the operating results of the main commercial farms have fallen by 29% on average and are roughly back at the level of the 2021/22 marketing year. The main reason for this development is falling prices for many agricultural products, particularly grain, rapeseed and milk. For the current 2024/25 marketing year, producer prices for many agricultural products are expected to fall once again despite smaller harvests, while input costs are expected to rise to a greater or lesser extent. Only feed and fertilizer prices are expected to continue to fall, albeit at a much slower rate. Arable farming and livestock processing farms in particular must prepare for a significant decline in business results, while dairy and cattle fattening farms can hope for an improvement in earnings. (DBV, Situation Report 2024/25, p. 173 ff.) These developments mean that fewer farmers will invest in agricultural technology overall.

The Rentenbank Agricultural Barometer, which surveys future expectations and assessment of the current situation of farms on a quarterly basis, gradually improved over the course of 2024 but remains at a low level overall. The future situation, in particular, continues to be assessed negatively. The main reasons cited are agricultural policy, bureaucracy and high input prices. (Landwirtschaftliche Rentenbank, Rentenbank Agricultural Barometer, survey period winter 2024)

The boom in the agricultural machinery industry – tractors, harvesting machinery, sowing and fertilising technology, tillage machinery, attachments and accessories, forestry technology and farm machinery – generated sales of a just over €15 billion for the sector in 2023. In 2024, the agricultural machinery industry in Germany recorded a decline in revenues of around 28%. This decline is less attributable to weak producer prices or the realised harvest volumes than to the consequences of the coronavirus pandemic and a drop in demand after the supply situation eased. (VDMA e. V., Landtechnikindustrie verbucht deutlichen Umsatzrückgang, 10 March 2025) This assessment is also confirmed by the tractor registrations for 2024: at 29,291 units, a total of 3.4% fewer tractors were registered than in 2023 (VDMA Landtechnik, Traktorenzulassungen Deutschland nach KW, 10 January 2025). For the current year, 2025, the VDMA (Machinery and Equipment Manufacturers Association) is forecasting subdued overall development in the agricultural machinery industry (VDMA e. V., Landtechnikindustrie verbucht deutlichen Umsatzrückgang, 10 March 2025).

At 64%, farmers' willingness to invest is likely to be significantly lower than in the previous year, when almost 80% of farmers invested. In contrast, the average planned investment volume per company is more than 15% higher, at just under €200,000. Investments in renewable energies, barns and other buildings, as well as land purchases, are key for farmers. Investments in machinery and non-agricultural equipment are planned to a lesser extent (Landwirtschaftliche Rentenbank, Rentenbank Agricultural Barometer, survey period winter 2024).

Business performance

In € million	Revenues 2024	Revenues 2023	Revenues Change in %	EBIT 2024	EBIT 2023	EBIT Change in %
Before consideration of impairment losses in accordance with IAS 36 and IFRS 5						
Cefetra Group Segment	4,813.1	5,309.3	- 9.3	38.4	64.6	- 40.6
Agri Trade & Service Segment	4,550.6	4,899.3	- 7.1	6.0	26.4	- 77.3
Agricultural Equipment Segment	2,421.0	2,239.3	8.1	75.7	84.6	- 10.5
Global Produce Segment	925.8	878.6	5.4	17.7	- 15.1	> - 100,0
Agriculture business unit	**12,710.5**	**13,326.5**	**- 4.6**	**137.8**	**160.5**	**- 14.1**
After consideration of impairment losses in accordance with IAS 36 and IFRS 5						
Cefetra Group Segment				- 0.3	64.6	> - 100,0
Agri Trade & Service Segment				- 97.1	26.4	> - 100,0
Agricultural Equipment Segment				60.3	84.6	- 28.7
Global Produce Segment				17.7	- 15.1	> - 100,0
Agriculture business unit				**- 19.4**	**160.5**	**> - 100,0**

Cefetra Group Segment

The Cefetra Group Segment comprises international trading activities in agricultural products, from purchasing to logistics and distribution. In the 2024 reporting year, the Cefetra Group's trading environment was predominantly characterised by lower average prices on the agricultural commodity markets. Nevertheless, there were isolated opportunities for the company in grain trading in the first half of 2024 due to the ongoing geopolitical uncertainties resulting from the war against Ukraine. This was offset by the BayWa Group's strained financial situation and the focus on securing the Group's liquidity from the second half of the year onwards. This led to individual suppliers limiting or completely discontinuing their business with the Cefetra Group. As a result, the company was unable to utilise all trading opportunities, particularly for grain, and high demand on the market could not always be met. Against this backdrop, the grain handling volumes were 21.4% down on the previous year at 6.9 million tonnes. In contrast, the oilseed handling volumes increased by almost 30% to 9.3 million tonnes. This development is due to a better harvest in South America, particularly in Argentina. Due to the EU Deforestation Regulation (EUDR), which was to be applied to supply chains from the end of 2024 but has since been postponed by one year, market participants feared that the availability of soya from deforestation-free supply chains could become scarce in 2025, which offered the Cefetra Group good sales opportunities in the past financial year. At the same time, soya price levels were lower than in previous years due to the good harvest and reduced profit margins. Tracomex in the Netherlands, a supplier of agricultural raw materials for the food and animal feedstuff industries, also supported the segment's earnings.

The food ingredients business was significantly weaker than in the previous year and had a negative impact on the segment result. In the nuts and dried fruit trade, operational challenges led to higher costs in the packaging process. Additional products had to be purchased on the spot market at higher to bridge supply interruptions. At the subsidiary Cefetra Dairy, trading strategies for butter did not prove successful. Unforeseen high price increases had a significant impact on results. The losses could not be offset by other dairy products. In contrast, Sedaco, a subsidiary based in Dubai trading in food ingredients such as nuts, grains and pulses from Africa, performed well. Sedaco benefited from increasing demand from the Asian region and a strong procurement network in Africa.

Revenues in the Cefetra Group Segment fell from €5,309.3 million in the previous year to €4,813.1 million in the reporting year. This was mainly due to reduced trading volumes for standard products as a result of BayWa's liquidity crisis and lower average prices on the agricultural commodity markets. The result was also impacted by the weaker performance of food retailers Cefetra Dairy and Heinrich Brüning GmbH. The Cefetra Group's EBIT for the 2024 financial year fell by almost 41% to €38.4 million before impairment compared to the previous year.

Results of the impairment tests in the Cefetra Group Segment as at 31 December 2024
In the Cefetra Group Segment, impairment tests across all cash-generating units resulted in an impairment requirement of €38.7 million, which mainly comprises goodwill and intangible assets in the form of company-specific software and property, plant and equipment. In addition to the acquisition of Heinrich Brüning GmbH in 2022 (€3.3 million), the amortisation of goodwill primarily relates to the goodwill arising from an asset deal with Cefetra Ltd. (€6.5 million) and the goodwill of the Thegra-Tracomex group of companies (€8.7 million). These impairments are mainly influenced by planning assumptions and valuation parameters that changed in the 2024 financial year.

EBIT of the Cefetra Group Segment amounted to minus €0.3 million at the end of the 2024 financial year (previous year: plus €64.6 million), including the aforementioned impairment losses.

Agri Trade & Service Segment
The Agri Trade & Service Segment comprises the agricultural input business, the collecting of agricultural products and grain and oilseed trade activities, primarily in Germany and Austria.

Adverse weather conditions, a smaller grain harvest in Germany compared to the previous year and sideways movement in average prices on the agricultural commodity markets characterised business development in the Agri Trade & Service Segment. In the second half of 2024, the segment's performance was also severely impacted by BayWa's liquidity crisis and restructuring. As a result, business partners restricted their deliveries to BayWa in some cases due to the high level of uncertainty and the increased risk, which led to a year-on-year decline in volumes. At the same time, BayWa's contribution to securing liquidity in the Agri Trade & Service Segment led to grain stocks being reduced earlier than in previous years on average. In some cases, alternative flows of goods had to be utilised, which increased logistics expenses proportionately and had a negative impact on the segment result. The trading volume of agricultural products (grain and oilseeds) in the Agri Trade & Service Segment rose by 5.6% to 8.4 million tonnes in the reporting year despite the difficult conditions. This is due to an increased volume from the 2023 harvest, which was delivered in the first half of 2024, as well as one-off effects in the second half of 2024 from the sale of inventories to improve short-term liquidity.

In the segment's agricultural input business, sales of fertilizers totalled 2.3 million tonnes in the reporting year, approximately 10.2% higher than the previous year. Sales benefited in particular at the beginning of the 2024 fertilisation period from an early start to the season due to weather conditions and low stock levels from 2023 on the part of farmers. However, the previous year's result was positively influenced by higher prices, particularly in the first half of 2023. The warm and humid weather in the first half of 2024 led to higher demand for crop protection products, particularly fungicides. However, the general market trend is towards more cost-effective generic products for crop protection products – at the expense of margin potential. The seed business recorded a slight increase in sales overall. The sales decline in Germany was more than offset by improved performance in Austria and Eastern Europe.

Austrian subsidiary RWA recorded a strong performance in the Agri Trade & Service Segment and benefited from better business development in Eastern Europe compared to the previous year. RWA also continued its expansion in the animal feedstuff sector with the acquisition of another animal feedstuff plant in the reporting year.

Overall, revenues generated by the Agri Trade & Service Segment dropped 7.1% to €4,550.6 million (previous year: €4,899.3 million). EBIT was €6.0 million before impairment, down €20.4 million on the previous year's figure, largely due to the restructuring at BayWa AG at the beginning of the second half of 2024. As a result, BayWa's delivery conditions changed and its procurement practices underwent extensive changes, while at the same time warehouses and inventories had to be reduced to safeguard the Group's liquidity.

Results of the impairment tests in the Agri Trade & Service Segment as at 31 December 2024
Impairment losses in the Agri Trade & Service Segment totalled €103.1 million and resulted primarily from the RWA and WHG disposal groups, whose non-current assets had to be measured at fair value due to the approved sale and subsequently written down by €87.9 million. In this context, the goodwill of the Patent Co group of companies was fully impaired by €35.2 million. The residual amount of €15.2 million relates to intangible assets, buildings related to the trading of agricultural products and operating resources. This amount for the Agri Trade & Service Segment includes amortisation of the goodwill resulting from the acquisition of the

EUROGREEN Group in the amount of €2.1 million. The impairment losses in this segment also result in particular from changes to the planning assumptions for valuation parameters that arose in the previous financial year.

The Agri Trade & Service Segment recorded EBIT including impairment losses of minus €97.1 million for the 2024 financial year (previous year: plus €26.4 million).

Agricultural Equipment Segment
The Agricultural Equipment Segment recorded positive business development in the 2024 financial year. Although the result did not match the previous year's record, it is still well above the average of the last five years. This development is mainly attributable to positive sales figures in Germany and stable capacity utilisation at BayWa's workshops in Germany. Due to the reorganisation of the BayWa Group, however, the Agricultural Equipment Segment also experienced temporary adverse effects, which BayWa counteracted with targeted sales measures.

Trade in agricultural machinery benefited from a high order backlog at the end of 2023, which was mainly realised in the first half of 2024. The German federal government's Growth Opportunities Act is also likely to have provided some buying impetus. The German Growth Opportunities Act has been in force since April 2024 and offers tax relief for agricultural businesses, among other things. In the second half of 2024, the BayWa Group's strained financial situation and the commissioning of the restructuring report also slowed down business development in the Agricultural Equipment Segment. Uncertainty among customers and suppliers briefly led to a reluctance to buy and delivery stops. In response and to help secure liquidity, the Agricultural Equipment Segment placed a clear focus on reducing inventories. This benefited the used equipment business in particular. Targeted sales campaigns via various marketing platforms, such as BayWa's online auction platform www.ab-auction.com, significantly increased sales figures. Overall, used equipment sales increased by 61.8%; sales of new equipment were slightly above the high level of the previous year.

The service business saw sustained high demand for maintenance and servicing, spare parts and specialised trade products. Capacity utilisation and productivity at BayWa's workshops remained on par with the previous year. Affiliated company CLAAS Canada also contributed to the Group result and benefited from high demand in after-sales business.

Business development at the subsidiary RWA in Austria was significantly weaker than expected. The weaker performance was primarily due to the decline in demand for agricultural machinery and write-downs on inventories at Lagerhaus-Technik-Center GmbH, an affiliated company of RWA. In addition, approximately €1.3 million was incurred for staff reductions due to termination agreements as part of restructuring measures.

Overall, revenues in the Agricultural Equipment Segment rose from €2,239.3 million to €2,421.0 million, an increase of 8.1%. Revenues were driven by higher sales figures in Germany, particularly for used machinery, as well as the service business in BayWa's workshops. EBIT fell short of the record level of the previous year, at €75.7 million before impairment (€8.9 million down on the previous year). In addition to lower profit margins in the agricultural machinery trade due to sales campaigns, the year-on-year decline was largely due to the weaker business performance at Austrian subsidiary RWA.

Results of the impairment tests in the Agricultural Equipment Segment as at 31 December 2024
Impairment losses on non-current assets of €15.4 million were recognised in the Agricultural Equipment Segment. The majority of the impairment in the Agricultural Equipment Segment is attributable to the RWA and WHG disposal groups, which are recognised at fair value, in the amount of €9.5 million. In addition to intangible assets, i.e. internally generated or acquired software and licences, buildings were also impaired in the segment on the basis of property appraisals

Taking the aforementioned impairments into account, EBIT for the Agricultural Equipment Segment was €60.3 million, which is a decrease of 28.7% on last year's figure of €84.6 million.

Global Produce Segment
The general conditions and therefore business performance in the Global Produce Segment were significantly better in the reporting year than in the previous year. Although the effects of Cyclone Gabrielle were 2024 still noticeable for plantations in New Zealand, the slightly higher marketing volumes and the better fruit quality in terms of appearance and flavour could be marketed at higher prices. The export business benefited above all from brisk demand from Asia and North America, as well as from the recovery of the UK market. Wholesale business in the New Zealand market was weaker than expected. While T&G Fresh benefited from positive demand and price effects in the previous year due to lower harvest volumes as a result of the cyclone, local New Zealand business recorded lower demand in the second half of 2024, particularly in the tomato product group.

Business in Germany was only characterised by a marked reluctance to buy in the premium fruit segment in the first half of the year; consumer sentiment improved at the start of the second half. In the apple trade, the marketing of the smaller 2023 apple harvest was in line with stock levels and was partially offset by higher apple prices and consequently higher marketing fees. Lower service income from the packaging business due to the smaller harvest in the previous year was offset by cost savings in packaging, logistics and energy. The 2024 apple harvest in Germany was affected by bad weather and late frosts in most regions and was therefore smaller than in the previous year. As a result, prices for apples remained at high overall. Fruit from the new harvest of poorer quality was often sent directly for industrial processing due to above-average prices for cider fruit.

In tropical fruit trading, consumer reluctance to buy premium fruit and higher logistics costs negatively impacted the result of subsidiary TFC Holland B.V. (TFC). Extreme weather events such as El Niño and La Niña led to unstable supply and quality problems, and had a negative impact on the tropical fruit trading business, especially in the main product groups of avocados and mangoes. In order to meet existing obligations to food retailers, some products had to be purchased on the spot market at higher prices and at the expense of trading margins. In the second half of the year, the restructuring situation at BayWa meant that some suppliers in Europe no longer wanted to supply TFC or only wanted to do so against advance payment. This led to further challenges in the procurement of goods.

All in all, BayWa's revenues in the Global Produce Segment rose by 5.4% to €925.8 million in the reporting year due to higher volumes and prices (previous year: €878.6 million). EBIT improved from minus €15.1 million before impairment to €17.7 million, an increase of €32.8 million. The negative result in 2023 was impacted by the effects of the cyclone in New Zealand and the associated high one-off costs, as well as write-downs of around €7 million on destroyed trees in the plantations and damage to the plant structures. By contrast, the result in the reporting year benefited from higher marketing volumes for apples from New Zealand in the year following the cyclone, as well as from stable, above-average apple prices. The second interim payment from the insurance company in New Zealand for cyclone damages also had a positive effect on the result. The insurance company paid out €9.3 million in 2023 and a further €4.6 million in the reporting year for the damage caused by the cyclone, which consists of financial losses and business interruption losses. Around €2.0 million is still outstanding and is expected to be paid out in 2025.

Results of the impairment tests in the Global Produce Segment as at 31 December 2024
The impairment tests did not reveal any need to write down intangible assets, property, plant and equipment including fruit-bearing plants in New Zealand or investment property in the Global Produce Segment. The fair value calculated for all cash-generating units was higher than the carrying amount of the assets.

Construction business unit

Market and industry development 2024/25

Development of construction
The economic weakness in the construction industry from previous years continued in 2024. The weakness became more pronounced in residential construction and commercial construction in particular. Commercial civil engineering, on the other hand, continues to benefit from the momentum of the energy and mobility transition. (Zentralverband des Deutschen Baugewerbes e. V. (ZDB), press release, 6 December 2024: Baukonjunktur 2024/2025: Nachfrage nach Bauleistungen kann den hohen Investitionsbedarf nicht decken) One ongoing problem is the interest rate trend on the capital market for financing costs as well as for return

expectations in rental housing construction (Hauptverband der Deutschen Bauindustrie e. V. (HDB), Brancheninfo Bau, 28 November 2024: Baukonjunkturelle Lage: Wohnungsbau bremst Entwicklung). Government subsidies for new construction and renovation, which can be accessed via the KfW (Kreditanstalt für Wiederaufbau), merely prevent a deeper downturn in the market, but cannot bring about a turnaround in the residential construction industry. According to the HDB, total revenues in the construction industry for the year as a whole were 3.5% down on the the previous year in real terms (HDB, Brancheninfo Bau, 29 January 2025: Baukonjunkturelle Lage: Weiterer Umsatzrückgang für 2025 erwartet).

Contrary to the German federal government's plans to build 400,000 new homes per year, 251,900 residential units were completed in Germany in 2024 (2023: 294,399 residential units) (HDB, 23 May 2025; ZDB, 6 December 2024).

In the construction industry, only a small proportion of the problems in new residential construction are likely to have been offset by renovation measures in 2024. The volume of subsidies for energy-efficient renovation and the high energy prices, which are likely to continue to rise, have made a positive contribution to this, along with fears about the supply of energy. (HDB, 28 November 2024) In order to achieve the 2030 climate targets, an annual rate of energy-efficient renovation of 2% of the building stock must be implemented. However, the rate is expected to fall slightly to 0.69% in 2024. (Bundesverband energieeffiziente Gebäudehülle e. V. (BuVEG), press release, 25 October 2024: Sanierungsquote 2024: Weiter auf geringem Niveau)

Following the sharp rise in building material prices in recent years, prices have now stabilised. Nevertheless, the price level for most building materials in November 2024 was significantly higher than at the beginning of 2021, when the price increase began. Energy-intensive products such as cement are particularly affected: by November 2024, the cement price had risen by 58.1% compared to January 2021. (HDB, Brancheninfo Bau, 20 December 2024: Trotz leichter Preisberuhigung bei einzelnen Produkten seit Mitte 2022 sind die Preise 2024 nach wie vor auf einem hohen Niveau)

Public construction is heavily dependent on tax revenues from federal, state and local governments. On the expenditure side, this is offset by higher expenditure due to inflation. After a decline in real order intake in public construction of around 3% in 2023, a real increase in orders of around 1.3% was recorded from January to September 2024 (HDB, 28 November 2024). Momentum weakened from the second quarter onwards (ZDB, 6 December 2024).

The development of the construction industry in 2024 will also have an impact on the industry's expectations for the current year. Construction prices are not expected to ease in the foreseeable future, but rather to remain at a high level. For example, the energy transition will remain a major driver of demand for raw materials and therefore also of the price level for building materials. Materials that are needed for the energy transition, such as steel, aluminium, copper and rare earths, are also required in the construction industry. Added to this are high and volatile energy prices, which make the production of energy-intensive building materials more expensive. (HDB, 20 December 2024)

Following the decline in revenues in the main construction sector, the HDB expects a further decline of 1.4% in real terms for 2025, including a decline in revenues in residential construction of minus 5.0%. The number of completed homes is expected to fall again in 2025 to around 200,000 unit. (HDB, 29 January 2025) The civil engineering sector is expected to continue to benefit from major infrastructure and energy transition projects. In commercial building construction, the generally weak economic situation is slowing development. Investment in public construction is likely to stabilise, although the high demand for investment is offset by the strained financial situation of all local authorities. One source of uncertainty is that the budget is currently only preliminary at federal level. (HDB, press release, 24 January 2025: Insgesamt zu wenige Aufträge; HDB, HDB-Prognose und Konjunktur-Umfrage, 14 January 2025).

Business performance

	Revenues			EBIT		
In € million	**2024**	2023	Change in %	**2024**	2023	Change in %
Before consideration of impairments in accordance with IAS 36 and IFRS 5						
Construction Segment before impairment	**1,762.6**	**1,988.3**	**- 11.4**	**- 20.2**	**6.6**	**> - 100,0**
After consideration of impairment losses in accordance with IAS 36 and IFRS 5						
Construction Segment after impairment				**- 80.9**	**6.6**	**> - 100,0**

Construction Segment
The BayWa Group's Construction Segment was once again unable to escape the ongoing weakness of the construction industry in the 2024 financial year. Even the slight easing of construction interest rates did not improve the situation for the building materials trade. Demand for building materials remained low in 2024, leading to high pressure on prices and margins with declining revenues in all of BayWa's product groups.

In addition, the BayWa Group's liquidity crisis in the second half of the year led to further revenue losses. Many of BayWa's building materials suppliers responded with poorer delivery conditions or initially even stopped deliveries, which limited BayWa's ability to supply building materials – including building materials for civil engineering, currently the only source of stimulus in an otherwise slumped construction sector.

A cost-cutting programme initiated by BayWa at the beginning of the construction crisis coupled with restructuring measures and spending cuts, including in advertising, was unable to compensate for the adverse effects of the reduced capacity to deliver. Additional inventory management measures to secure liquidity and sales campaigns to reduce stock levels also had a negative impact.

BayWa Bau Projekt GmbH sold 97 units in the reporting year, including a student residence with 60 residential units, as well as other apartments, commercial units and building plots. However, in 2024, BayWa's project developer had to sell its majority stake in three property project companies in Bavaria unscheduled and at a loss in order to help secure the BayWa Group's liquidity. Nevertheless, BayWa Bau Projekt GmbH made a positive overall contribution to the Group result.

Despite the persistently challenging market conditions and liquidity difficulties within the Group, BayWa used the time to further optimise its offerings and make the necessary investments to modernise its own infrastructure. In April 2024, for example, construction of the new store at the Schwabmünchen site in Bavaria began while business operations continued. Following the move from Neumarkt in der Oberpfalz to Pilsach, the new site in Pilsach now has a modern specialist store, a warehouse and a concrete filling station. The Construction Segment continues to streamline and optimise processes for the benefit of customers and for more efficient internal workflows. These include a pilot project in Bamberg for the digitalisation of delivery notes and invoices and the labelling of more sustainable products, such as QNG-compliant construction products in the merchandise management system (QNG – Quality Seal for Sustainable Buildings).

A key component of BayWa's strategy in the Construction Segment is its commitment to industrial and serial construction in order to increase efficiency and profitability in construction and to keep the BayWa's offering attractive to customers. BayWa has already been involved in industrial prefabrication through various companies in recent years, including a manufacturer of prefabricated solid walls made of cross-laminated timber, which can be combined with reinforced concrete ceilings to construct multi-storey buildings. In the 2024 financial year, BayWa also entered into the production of precast concrete elements, such as double walls, prefabricated ceiling slabs and air-handling ceilings, through a 50% stake in a joint venture with the Lechner Group.

BayWa sees potential in renovations, currently the only growth market in the building materials sector. To this end, BayWa expanded its expertise in this business division in 2024. BayWa's special market position stems from its ability to cover the entire value chain for renovations, from demand generation, funding advice and procurement to the delivery of goods and documentation, enabling the company to further consolidate its market position.

In the 2024 reporting year, sales in the Construction Segment totalled €1,762.6 million (previous year: €1,988.3 million), while the segment EBIT was minus €20.2 million before impairment (previous year: €6.6 million). The sharp decline of minus €26.8 million is due to significantly lower sales volumes caused by the construction crisis and to the BayWa Group's liquidity measures. High personnel expenses compared to other segments also had a negative impact on earnings once again in 2024. Around 66 % of costs in the Construction Segment were attributable to personnel in the German BayWa companies, and around €3.5 million was paid out in severance payments in 2024.

Results of the impairment tests in the Construction Segment as at 31 December 2024
Impairment losses in the Construction Segment totalled €60.7 million. In addition to goodwill, internally generated or acquired software and licences, buildings used as building material sites were impaired. With an impairment loss of €46.3 million due to fair value measurement in accordance with IFRS 5, the RWA and WHG disposal groups are a key driver of the change compared to the previous year. The goodwill of FABU BeteiligungsmbH was fully amortised at €3.4 million.

In the Construction Segment, EBIT including impairment losses for the 2024 financial year amounted to minus €80.9 million (previous year: plus €6.6 million).

Development of Other Activities in 2024

Revenues from Other Activities in the reporting year amounted to €19.3 million (previous year: €24.0 million). EBIT resulting from Other Activities consists of the Group's administration costs, as well as consolidation effects; in 2024, it came to minus €183.0 million before impairment, following minus €74.2 million in the previous year. The significant deterioration in EBIT is due to increased expenses for lawyers and consultants since the start of the restructuring phase, as well as an adjustment of a receivable from a participating company.

	Revenues			EBIT		
In € million	**2024**	2023	Change in %	**2024**	2023	Change in %
Before consideration of impairments in accordance with IAS 36 and IFRS 5						
Other Activities before impairment	**19.3**	**24.0**	**- 19.6**	**- 183.0**	**- 74.2**	**> -100,0**
After consideration of impairment losses in accordance with IAS 36 and IFRS 5						
Other Activities after impairment				**- 243.8**	**- 74.2**	**> -100,0**

Results of the impairment tests in Other Activities as at 31 December 2024
Depreciation and amortisation in Other Activities mainly relate to large parts of the software solutions required for operations as well as licences and similar items that were capitalised and now had to be written down by €60.8 million. As Other Activities primarily includes distributable corporate assets that are not cash-generating units themselves, in addition to overhead costs, this had to be allocated to the cash-generating units of the operating segments and tested there.

For the 2024 financial year, Other Activities recorded an EBIT including the aforementioned impairments of minus €243.8 million.

Assets, Financial Position and Earnings Position of the BayWa Group

Assets position

Composition of assets

In € million	2020	2021	2022	2023	**2024**	Change 2024/23
Non-current assets	3,538.9	3,771.3	4,390.9	4,917.6	3,743.1	- 23.9%
thereof: land and buildings	1,456.4	1,481.3	1,580.4	1,697.4	1,322.2	- 22.1%
thereof: technical facilities and machinery	642.4	753.4	1,102.7	1,171.5	1,206.0	2.9%
thereof: investments	194.0	254.9	229.0	248.4	92.9	- 62.6%
Non-current asset ratio (in %)	39.5	32.0	33.8	39.1	34.5	
Current assets[1]	5,411.1	8,000.1	8,585.5	7,601.1	7,109.3	- 6.5%
thereof: inventories	2,939.2	4,213.0	4,756.8	4,323.5	2,918.4	- 32.5%
thereof: assets from derivatives	457.4	1,049.1	611.2	285.3	190.0	- 33.4%
Current asset ratio (in %)	60.5	68.0	66.2	60.9	65.5	
Total assets	**8,950.0**	**11,771.4**	**12,976.4**	**12,518.7**	**10,852.4**	**- 13.3%**

1 Including non-current assets held for sale/disposal groups

At €10,852.4 million as at 31 December 2024, the BayWa Group's total assets were down €1,666.3 million on the figure at the end of the 2023 financial year (previous year: €12,518.7 million). This decline is attributable to the development of both non-current and current assets, which totalled minus €1,174.5 million and minus €491.8 million respectively. There are three main reasons for the decline in assets:

- In the wake of impairment tests performed during the course of and at the end of the year, non-current assets of cash-generating units were written down to the maximum of their fair value. The reason for this was that the market capitalisation had fallen below the book value of the net assets during the year. In addition, RWA Raiffeisen Ware Austria AG ("RWA") and its direct and indirect subsidiaries, "UNSER LAGERHAUS" WARENHANDELSGESELLSCHAFT m.b.H. ("WHG"), along with five wind and two solar energy plants from the Independent Power Producer (IPP) business entity of the Renewable Energies Segment were recognised as held for sale. The above-mentioned points represent triggering events that lead to impairment testing.
- The held for sale classification led to a reclassification of non-current assets, in particular property, plant and equipment and other financial assets, under the balance sheet item "Non-current assets and disposal groups held for sale", which is part of current assets.
- The significant decrease in trade receivables and inventories contributed to the overall change. This development is due to both price and volume factors and is mainly attributable to the reorganisation of BayWa.

Non-current assets decreased by €1,174.5 million to €3,743.1 million (previous year: €4,917.6 million). The main driver of this change is the impairment losses of €672.8 million associated with the impairment tests. Of this amount, €475.1 million is attributable to the cash-generating units that had to be subjected to an impairment test given that the market capitalisation fell below the book value of the net assets. The impairments mainly relate to acquired and internally generated intangible assets, goodwill, property, plant and equipment (land and buildings) and investments accounted for using the equity method. In addition, further impairments totalling €197.8 million were recognised for the two disposal groups mentioned above, RWA and WHG, as well as for individual plants in the Renewable Energies Segment's IPP business entity. Goodwill within RWA was written down to the full amount of €41.9 million, as were intangible assets and property, plant and equipment across the three disposal groups. The amount reclassified to current assets following the impairment of non-current assets for disposal groups held for sale is €700.3 million. The main components of the reclassification amount are property, plant and equipment totalling €482.5 million, other financial assets totalling €119.7 million and investments accounted for using the equity method totalling €58.2 million.

Current assets decreased by €491.8 million to €7,109.3 million (previous year: €7,601.1 million). The main driver of this development is the decline in the balance sheet items inventories (minus €1,405.1 million), trade receivables (minus €520.4 million) and other financial and non-financial assets (minus €241.5 million). The development of inventories is mainly characterised by BayWa's liquidity crisis and reorganisation. This situation led to business partners reducing their deliveries and even cancelling them entirely, resulting in lower collection volumes, particularly in the Agri Trade & Service Segment. At the same time, BayWa's contribution to securing liquidity in the Agri Trade & Service Segment led to grain stocks being reduced on average earlier than in previous years. Unfinished goods included in inventories also decreased in the past financial year. This decline is due primarily to projects in the Renewable Energies Segment that were still in progress at the end of 2023 and completed in the financial year 2024. After completion in the 2024 financial year, these projects were either sold or transferred to the IPP (Independent Power Producer) business entity at the time of the decision to hold them for the long term An amount of €503.3 million was reclassified from inventories to the balance sheet item held for sale. As a result of the liquidity crisis and reorganisation situation, lower trade receivables were recorded due to both lower prices and reduced volumes. Trade receivables totalling €356.9 million were classified as held for sale. In addition, the decline in the price of hedging instruments traded on the energy and commodities markets in particular had a negative impact of €95.3 million on derivative assets. Other non-financial assets were also down €123.6 million on the previous year. This is partly due to the €90.8 million decrease in receivables from other taxes and partly to the €34.2 million decrease in advance payments on inventories, of which €14.5 million was reclassified to disposal groups. At €354.6 million, cash and cash equivalents were 52.0% higher than the previous year's figure of €233.3 million.

In total, the book value attributable to the disposal groups RWA, WHG and BayWa r.e. IPP, which was reclassified from non-current and current assets to the collective item "Assets held for sale and disposal groups", amounted to €1,700.0 million.

Financial position

Basic principles of the BayWa Group's financial management

The aim of financial management within the BayWa Group is to provide the cash and cash equivalents required for the purpose of conducting regular business at all times. This task includes hedging against interest rate risk, currency risk and merchandise-related market risks by using suitable derivative instruments.

Currency futures and swaps are used selectively to hedge receivables and liabilities denominated in a foreign currency. These currency futures and swaps serve exclusively to hedge existing and future receivables and liabilities from underlyings in the purchase and sale of merchandise within the scope of customary business operations, as well as for internal Group financing in foreign currencies. Hedging transactions in the BayWa Group are designed to reduce the risks associated with fluctuating exchange rates. The volume of open positions arising from the respective underlyings and the resulting cash flows forms the basis for FX hedges. Terms reflect those of the underlyings.

Within the BayWa Group, financial management has been set up as a service centre for the operating business entities and not as a profit centre in its own right. In accordance with this conservative approach to providing services, the use of fungible financial products to generate original profit contribution in financial operations has been waived. In particular, there are no speculative risk positions in our financial operations.

Day-to-day financial management is focused on liquidity management through cash pooling for the same-day provision of liquidity within the individual Group divisions. At the same time, incoming payments and bank balances are used to reduce financial liabilities. Corporate Treasury uses suitable IT systems and appropriate treasury management software for this purpose.

The procurement of funds is organised centrally, with the exception of the activities in New Zealand, the Netherlands, Austria and eastern Europe. Corporate Treasury is responsible for the centralised monitoring of Group-wide financial exposures.

Financial management is subject to requirements imposed by an internal control system, which includes the documentation of transactions, a hierarchy of approval and resolution procedures, the principle of dual control as well as the segregation of Treasury front, middle and back offices.

The management of working capital has been a focal point at the BayWa Group since at least mid-2023 and comprises the optimisation of working capital as a net figure for current assets less current liabilities.

Interest rate risks inherent in short-term debt are covered by BayWa in the context of its risk management through the use of simple derivative financial instruments. The hybrid bond has a fixed coupon and thus helps to reduce interest rate risk.

Financial management and financing since July 2024

In the 2024 financial year and in the first half of 2025, the BayWa Group, and in particular its parent company BayWa AG, implemented a range of measures to stabilise its financial situation and adjust its Group and corporate financing.

The BayWa Group is heavily leveraged and utilises diversified sources of financing. The following loans form a significant part of the financing structure as at the balance sheet date of 31 December 2024:

- A **syndicated loan** totalling €2.0 billion.
  The conditions for the loan are linked to the sustainability rating of the agency MSCI. An increase in the present rating from AA to AAA reduces the current interest margin.
- **Promissory note loans** totalling €831.5 million (see Notes to the Consolidated Financial Statements, Note C.14).
- **Commercial paper** totalling approximately €202.5 million (of which around €26.0 million issued in US dollars).
- **An interim loan** amounting to €300.0 million.
- **Hybrid bond** totalling €100.0 million.

In addition, overdraft facilities and short-term loans are utilised. Long-term bank loans and project financing are also utilised. In the past, no collateral was routinely provided for the various financing arrangements. An exception to this were trade receivables sold as part of an asset-backed securitisation (ABS) measure with a maximum volume of €160.0 million.

The BayWa Group's financing was secured until mid-2024 thanks to substantial credit lines from its financing partners. Following the repayment in June 2024 of the green bond issued in June 2019 with an interest coupon of 3.125% and a volume of €500 million from the bridge financing amounting to €300 million as well as existing and freely available financial resources, the company's financing situation has deteriorated because, among other things, it was not possible to refinance the green bond on the capital market. The Group also recorded weak operating business development. As a result, outflows from financing via commercial paper totalled over €200.0 million within a few weeks. These unforeseeable developments led to an adjustment in corporate financing.

The BayWa Group's subsequently strained financing situation was also the trigger for constructive discussions with its financing partners and, in particular, led to the commissioning of a reorganisation expert opinion in accordance with the requirements of the German Federal Court of Justice (BGH) and based on the requirements of IDW S 6. In addition, the tense financing situation led to the establishment of a cash tower, a committee consisting of the Chief Financial Officer and the CRO as well as consultants from a variety of consultancies, BayWa AG managers and employees from the accounting and payment transactions departments, to manage and control daily liquidity planning. As part of the cash tower, the main incoming and outgoing payments are planned on a weekly basis, taking into account the liquidity situation over the next 13 weeks, with the aim of achieving one-year liquidity.

Bridging loans and standstill agreements from August 2024

In August 2024, BayWa AG concluded standstill agreements with its main financial creditors and, in addition, a bridging loan agreement for loans originally totalling €272,300.00 million with a group of principal banks. The agreements were initially valid until 30 September 2024 and were subsequently extended several times, initially in September 2024 until 31 December 2024, in December 2024 until 30 April 2025, and most recently in April 2025 until 30 June 2025. The bridging loan package with the banks comprised secured bank loans and was increased by further bank loans in September 2024, January 2025 and March 2025 in order to further stabilise the financing of BayWa AG and the majority of its subsidiaries and create the basis for a subsequent long-term financing solution until the end of 2028 The bridging loan volume currently amounts to €1,223,889.00.

In parallel, BayWa AG concluded bridging loan agreements with its main shareholders, namely, Bayerische Raiffeisen-Beteiligungs-AG, Beilngries, Germany, and Raiffeisen Agrar Invest AG, Vienna, Austria, in July and August 2024 on the granting of subordinated bridging loans totalling €125 million with a term originally ending on 31 December 2024. The term of the shareholder bridging loans granted under the bridging loan agreements was extended until 30 June 2029. Furthermore, the minority shareholder in BayWa r.e. AG was granted a loan in the amount of €86.0 million with the same term until 30 June 2029. This secured the BayWa Group's financing until 2028. Further details can be found in the section on the reorganisation of the BayWa Group at the beginning of this Consolidated Management Report and in Note E.11 of the Notes to the Consolidated Financial Statements.

Capital structure

in € million	2020	2021	2022	2023	2024	Change 2024/23
Equity	1,153.6	1,816.1	1,909.0	1,713.0	35.3	- 97.9%
Equity ratio (in %)	12.9	15.4	14.7	13.7	0.0	
Short-term borrowing[1]	4,865.7	5,323.9	5,570.3	5,756.3	7,773.1	35.0%
Long-term borrowing	2,930.7	4,631.4	5,497.1	5,049.4	3,044.0	- 39.7%
Debt	7,796.4	9,955.3	11,067.4	10,805.7	10,817.1	0.1%
Debt ratio (in %)	87.1	84.6	85.3	86.3	0.0	
Total capital (equity plus debt)	**8,950.0**	**11,771.4**	**12,976.4**	**12,518.7**	**10,852.4**	**- 13.3%**

1 Including liabilities from disposal groups

As at 31 December 2024, the BayWa Group's total assets amounted to €10,852.4 million, down 13.3%, or €1,666.3 million, on the previous year. The main driver of this development is the consolidated net loss for the year totalling €1,604.1 million. In connection with other effects, such as negative effects from cash flow hedge accounting (minus €45.5 million), equity decreased by minus €1,677.7 million to €35.3 million as at 31 December 2024 (previous year: €1,713.0 million). In addition, RWA Raiffeisen Ware Austria AG ("RWA") and its direct and indirect subsidiaries, "UNSER LAGERHAUS" WARENHANDELSGESELLSCHAFT m.b.H. ("WHG"), as well as five wind farms and two solar parks from the Independent Power Producer (IPP) business entity of the Renewable Energies Segment were recognised as held for sale. The classification as held for sale led to a reclassification of non-current liabilities to the balance sheet item "Liabilities from disposal groups held for sale", which is part of current liabilities.

The decrease in non-current liabilities of minus 39.7% or €2,005.4 million is attributable to the reclassification of liabilities to current liabilities. The reclassification is made both for loans under the standstill agreement and also for loans and liabilities that were reclassified to current liabilities as part of the classification of RWA, WHG and BayWa r.e. IPP as a disposal group – more precisely to the balance sheet item "Liabilities from disposal groups held for sale". In total, the reclassified book value of non-current liabilities attributable to the disposal groups amounts to €314.9 million, of which €204.5 million is attributable to non-current financial liabilities. The bridge financing provided to the BayWa Group with a nominal volume of €891.0 million as at 31 December 2024, of which the amount of €527.0 million was drawn down as at the reporting date is also reported under short-term debt capital.

Within short-term debt capital, €945.4 million was reclassified from the individual balance sheet items to the item "Liabilities from disposal groups held for sale" as part of the classification of the disposal groups. These mainly comprise current financial liabilities (€511.1 million), provisions (€60.0 million) and trade payables as well as other financial and non-financial liabilities (€368.5 million).

A total of €1,260.3 million was reclassified for the disposal groups to the item "Liabilities from disposal groups held for sale".

Capital management

The capital structure of the Group is made up of debt and equity. As at the balance sheet date, the equity ratio was 0.3% (previous year: 13.7%) of total capital. In order to provide a relevant metric, BayWa's capital management uses an adjusted equity ratio. The adjustment relates to the reserve recognised for actuarial gains and losses from pension and severance obligations (including minority interests) in the amount of minus €182.7 million (previous year: minus €199.5 million). The reason for this is that this reserve results from a change of parameters not within the company's control when calculating personnel provisions. Adjusted for this effect, the adjusted equity ratio stands at 2.0% (previous year: 15.3%). The information as defined in Section 160 para. 1 item 2 of the German Stock Corporation Act (AktG) for treasury shares is included in the Notes to the Consolidated Financial Statements.

For trading companies such as the BayWa Group, a fixed equity ratio is only of limited relevance as a key business figure. In particular, the change in current assets with the storage of inventories in the form of agricultural commodities, as well as the acquisition of project licences and the recognition of wind farms and solar parks under construction in the Renewable Energies Segment, has a direct influence on the balance sheet total – and therefore also on the equity ratio – but actually forms the basis for trading activities in the subsequent year. As a result, the BayWa Group uses equity-to-fixed-assets ratio II as a target in its capital management process. Equity and long-term debt capital should cover at least 90% of non-current assets. As at 31 December 2024, the equity-to-fixed-assets ratio was approximately 82% (previous year: 138%).

The debt capital ratio increased to 99.7% in the 2024 financial year (previous year: 85.3%). The main driver of this development is the consolidated net loss for the year totalling €1,604.1 million. As at the balance sheet date of 31 December 2024, the following loans formed a significant part of the debt capital: a syndicated loan of €2 billion, promissory note loans totalling €832 million, commercial paper totalling around €202 million (of which around €26 million was issued in US dollars), interim financing of €300 million and a hybrid bond totalling €100 million. In addition, overdraft facilities and short-term loans were utilised. The Group also utilised long-term bank loans and project financing. A detailed description of the current corporate financing can be found in the section on the reorganisation of the BayWa Group in the Consolidated Management Report chapter of these Consolidated Financial Statements under "Reorganisation agreement" and "Restructuring plan pursuant to StaRUG".

The decrease in long-term debt capital of minus 39.7% or €2,005.4 million is due to the reclassification of debt to short-term borrowed capital. The reclassification is made both for loans under the standstill agreement and also for loans and liabilities that were reclassified to short-term debt capital as part of the classification of RWA, WHG and BayWa r.e. IPP as a disposal group – more precisely to the balance sheet item "Liabilities from disposal groups held for sale".

Cash flow statement and development of cash and cash equivalents

In € million	2020	2021	2022	2023	**2024**
Cash flow from operating activities	675.9	- 583.6	- 337.2	455.0	941.5
Cash flow from investment activities	- 251.5	- 197.2	- 293.2	- 378.7	- 352.0
Cash flow from financing activities	- 482.6	1,009.0	451.5	- 61.0	- 436.0
Cash and cash equivalents at the end ot the period[1]	168.4	399.1	221.8	233.3	389.1

1 Including outflow of funds due to changes in the group of consolidated companies and in exchange rates in the amount of €3.8 million

Cash flow from operating activities for the 2024 financial year amounts to €941.5 million and is therefore €486.5 million higher than in the previous year. Based on cash earnings that were €600.2 million lower than the previous year's figure, this increase was mainly due to a reduction in inventories, trade receivables and other assets not attributable to investing and financing activities totalling €1,358.3 million. Consequently, the cash inflow was €913.3 million higher than in the same period of the previous year. A cash outflow of €264.9 million resulted from the decrease in trade payables and other liabilities not attributable to investment and financing activities. The increase in current and medium-term provisions resulted in a cash inflow of €22.9 million.

Cash flow from investment activities saw a cash outflow of €352.0 million for the reporting year. As a result, cash outflows for investment activities fell by €26.7 million year on year. Payments for company acquisitions totalled €5.5 million (previous year: €43.9 million). This was offset by proceeds from the sale of companies totalling €4.6 million (previous year: €83.2 million) and proceeds from the disposal of financial assets amounting to €133.6 million (previous year: €4.3 million). This mainly includes the sale of the shares in BRB

Holding GmbH, Munich. In the 2024 financial year, investments totalling €601.2 million (previous year: €541.6 million) were made in intangible assets, property, plant and equipment and financial real estate, the majority of which were mainly attributable to wind farms and solar parks as part of the Renewable Energies Segment's IPP business entity. This was offset by proceeds from the disposal of intangible assets, property, plant and equipment and investment property totalling €127.6 million (previous year: €103.0 million).

Cash flow from financing activities totalled minus €436.0 million in the 2024 financial year and was down €375.0 million on the previous year. Cash inflows resulted from the raising of loans in the amount of €921.5 million. This was offset by cash outflows from interest payments (€485.2 million), interest payments for the hybrid bond and dividend payments at subsidiaries (totalling €20.4 million) reported under dividends and, in particular, the repayment of financial loans amounting to €738.2 million.

In an overall analysis of the cash flow from operating activities, investment and financing activities, and in consideration of changes to the group of consolidated companies and changes in foreign exchange rates, the cash inflow from operating activities exceeded cash outflows from financing and investing activities. As a result, cash and cash equivalents totalled €389.1 million at the end of the reporting year, up €155.7 million on the previous year.

Investments

In the 2024 financial, taking into account the company acquisitions made, the BayWa Group invested a total of €691.8 million (previous year: €736.7 million) in intangible assets (€24.0 million) and property, plant and equipment (€667.8 million). Investments in property, plant and equipment in the 2024 financial year primarily related to wind farms and solar parks to expand the IPP portfolio in the Renewable Energies Segment. Additional investments were made in the financial year in the repair and maintenance of technical facilities and machinery, buildings, facilities (under construction) and office fixtures and fittings, as modern locations and seamlessly operating facilities are a precondition for efficient logistics processes.

Real estate no longer used for operations was sold off wherever appropriate in the financial year 2024. The proceeds accruing from these transactions are used to reduce debt or to finance the Group's growth.

Excluding company acquisitions, roughly 53.3% of total investments in non-current assets at the BayWa Group were accounted for by the Renewable Energies Segment. In addition, 11.9% of investments were made in the Agricultural Equipment Segment, 9.7% in the Agri Trade & Service Segment and 7.2% each in the Construction and Global Produce Segments. The remaining 10.7% of the investments were distributed among Other Activities and the Cefetra Group and Energy Segments.

Earnings position

In € million	2020	2021	2022	2023	**2024**	Change 2024/23
Revenues	16,464.7	19,839.1	27,061.8	23,948.2	21,153.1	- 11.7%
EBITDA	464.8	552.8	858.8	587.3	- 162.5	>- 100.0%
EBITDA margin (in %)	2.8	2.8	3.2	2.5	- 0.8	–
EBIT	211.6	266.6	504.1	304.0	- 1,084.8	>- 100.0%
EBIT margin (in %)	1.1	1.3	1.9	1.3	- 5.1	–
EBT	107.6	160.6	319.6	- 37.7	- 1,570.6	>- 100.0%
Consolidated net result for the year	59.5	128.8	239.5	- 93.4	- 1,604.1	>- 100.0%

In the 2024 financial year, the BayWa Group's earnings position was negatively impacted by a variety of factors. The Group's economic environment in the Agri Trade & Service, Energy and Construction business units was at times very gloomy due to the global economic downturn, which was particularly felt in Germany. This had a negative impact on operating business development, particularly in the Renewable Energies Segment, which, in combination with the high level of debt and the simultaneous significant increase in financing costs, weakened the BayWa Group's earnings position. The operating business activities of the BayWa Group continued to be affected by adverse developments in the construction and energy markets, as well as operational challenges, particularly in working capital and supply chain management. In summary, the BayWa Group generated insufficient operating profit while carrying excessive debt and incurring excessive interest and redemption charges as a result. A combination of negative factors ultimately led to BayWa AG encountering a liquidity crisis, which was announced on 12 July 2024. Comprehensive reorganisation measures were then initiated. However, the causes and the extent of the crisis differed significantly between the various Segments. While the Global Produce and Cefetra Group Segments, as well as the Austrian and Southeast European holdings in the Agri Trade & Service, Agricultural Equipment and Construction Segments, were less severely affected, the crisis had a much greater impact on the Renewable Energies Segment and on BayWa AG itself, as well as on the remaining holdings.

Due to the negative economic developments and the resulting reorganisation, the BayWa Group's revenues decreased by 11.7%, or €2,795.1 million, to €21,153.1 million in the 2024 financial year. Specifically, declining revenues were recorded in the Renewable Energies (down €1,671.6 million to €4,117.8 million), Cefetra Group (down €496.2 million to €4,813.1 million), Agri Trade & Service (down €348.7 million to €4,550.6 million), Energy (down €277.1 million to €2,542.9 million) and Construction (down €225.7 million to €1,762.6 million) Segments. By contrast, revenues increased in the Agricultural Equipment Segment (up €181.7 million to €2,421.0 million) and the Global Produce Segment (up €47.2 million to €925.8 million). In the BayWa Group's Other Activities (down €4.7 million to €19.3 million), revenues remained at the previous year's level.

Other operating income increased year on year by €36.2 million to €447.9 million. This development was mainly due to higher income from exchange rate gains totalling €149.8 million (previous year: €132.9 million), which was offset by exchange rate losses of €143.7 million (previous year: €145.5 million) (recognised under other operating expenses), as well as increased income from asset disposals of €45.5 million (previous year: €29.0 million). In addition, income from the reversal of provisions increased by €9.8 million to €52.3 million.

In the 2024 financial year, the BayWa Group recorded an increase in inventories of €23.5 million (previous year: €157.1 million), which was mainly attributable to real estate projects in the Construction Segment that have not yet been completed and to wind and solar energy projects in the Renewable Energies Segment that were under construction.

In conjunction with the decline in revenues due to lower energy and commodity prices, the BayWa Group's cost of materials fell by €2,352.0 million to €18,934.9 million in the reporting year. Taking into account the lower revenues and the decline in the cost of materials, gross profit fell by €555.0 million to €2,718.2 million in the 2024 financial year, which corresponds to a decrease of 16.5%.

Personnel expenses increased by €11.8 million to €1,617.0 million in the 2024 financial year and were therefore on a par with the previous year.

At €1,095.9 million, other operating expenses were up by €23.9 million on the previous year's figure of €1,072.0 million in the 2024 financial year. The main components of other operating expenses are expenses from legal, consultancy and auditing services, which arose in particular as part of the reorganisation of the BayWa Group, amounting to €165.3 million (previous year: €81.5 million) and exchange rate losses of €143.7 million (previous year: €145.5 million). In addition, expenses from expected credit losses rose by €60.7 million to €77.4 million, and IT expenses by €26.9 million to €80.2 million in the 2024 financial year. By contrast, other expenses for general selling and other costs fell by €18.7 million to €206.3 million.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) fell by €749.8 million to minus €162.5 million in the 2024 financial year (previous year: €587.3 million).

At €922.3 million, current depreciation and amortisation at the BayWa Group in the 2024 financial year was €639.0 million higher than the previous year's figure of €283.3 million. This increase is due in particular to the impairment losses required in the 2024 financial year: Impairment losses were recognised in the BayWa Group in the 2024 financial year due to extensive impairment tests in the wake of the liquidity and earnings crisis and the planned sale of the holdings in RWA Raiffeisen Ware Austria AG, Korneuburg, Austria, "UNSER LAGER-HAUS" Warenhandelsgesellschaft m.b.H., Klagenfurt, Austria, Cefetra Group B.V., Rotterdam, Netherlands – including their respective subsidiaries – as well as five wind farms and two solar parks from the Independent Power Producer (IPP) business entity of the Renewable Energies Segment. Of this amount, €139.6 million is attributable to goodwill, €101.8 million to intangible assets and €378.5 million to property, plant and equipment.

In the 2024 financial year, the BayWa Group generated earnings before interest and tax (EBIT) of €304.0 million. This figure is down €1,399.8 million on the EBIT of €304.0 million recorded in the 2023 financial year.

The financial result comprises income from participating interests, which is allocated to EBITDA and EBIT, and net interest. At minus €46.7 million, the BayWa Group's income from participating interests was lower in the reporting year than the €15.2 million seen in the previous year. This development is due to both the decrease in the result from investments accounted for using the equity method by €42.6 million to minus €30.7 million and the decrease in other income from investments by €19.3 million to minus €16.0 million. The former is due in particular to the impairment of the investment in Amadeus Wind Holdings LLC, Wilmington, USA, totalling €36.9 million in the Renewable Energies Segment. The BayWa Group's net interest fell by €144.1 million to minus €485.8 million in the 2024 financial year. The main reason for this decline was the €148.8 million increase in interest expenses to €510.8 million due to higher interest costs from the bridge financing to secure liquidity as part of the ongoing reorganisation of the BayWa Group. By contrast, at €25.0 million, interest income remained at the previous year's level of €20.3 million.

The BayWa Group's earnings before tax (EBT) fell by €1,532.9 million year on year to minus €1,570.6 million. This decline is attributable to the deterioration in earnings in all of the BayWa Group's operating segments as well as the impairment losses recognised in the wake of the BayWa Group's liquidity and earnings crisis.

The BayWa Group's income tax expense for the 2024 financial year amounted to €33.5 million (previous year: €55.7 million), which corresponds to a tax rate of 2.1% (previous year: 147.7%). After deducting income tax expense, the BayWa Group generated a consolidated net loss of €1,604.1 million in the 2024 financial year. Compared to the previous year, this corresponds to a decline of €1,510.7 million.

The share of profit due to shareholders of the parent company stood at minus €1,155.2 million (previous year: €98.1 million). Earnings per share (EPS), derived from the portion of the result attributable to the shareholders of the parent company in relation to the average number of shares outstanding of 36,131,723 (dividend-bearing shares less treasury shares), stood at minus € 32.15 in the 2024 financial year and were therefore significantly lower than the previous year's figure of minus €2.84.

At the end of the reporting period, BayWa AG had considerable order volumes that had yet to be fulfilled in the Agricultural Equipment Segment. The order backlog on 31 December 2024 was €241.4 million (previous year: €523.8 million). Of this total, €186.2 million (previous year: €463.2 million) was attributable to new machinery and €41.3 million (previous year: €49.8 million) to indoor equipment (farm and animal equipment). The €291.4 million decrease in order backlog is due to high levels of deliveries in the 2024 financial year, which made it possible to largely reduce the exceptionally high order backlog from the previous year as well as orders received during the year. Furthermore, good producer prices at the end of the financial year encouraged farmers to invest, enabling the order backlog to grow again.

Financial performance indicators

BayWa uses the development of key earnings indicators (EBITDA, EBIT and EBT) to inform the short-term management of its corporate divisions. Of these, EBIT is the most important financial performance indicator. Key earnings indicators for the segments of the BayWa Group developed as follows in the 2024 financial year:

Key financial earnings figures

In € million 2024	Earnings before interest, tax, depreciation and amortisation (EBITDA)	change (absolute)	change (in %)	Earnings before interest and tax (EBIT)	change (absolute)	change (in %)	Earnings before tax (EBT)	change (absolute)	change (in %)
Renewable Energies	- 306.9	- 578.2	> - 100.0	- 732.0	- 925.8	> - 100.0	- 919.4	- 977.9	> - 100.0
Energy	20.7	- 13.4	- 39.3	- 8.2	- 26.0	> - 100.0	- 14.1	- 28.8	> - 100.0
Cefetra Group	49.2	- 24.6	- 33.3	- 0.3	- 64.9	> - 100.0	- 45.5	- 73.2	> - 100.0
Agri Trade & Service	45.9	- 22.7	- 33.1	- 97.1	- 123.5	> - 100.0	- 167.1	- 136.4	> - 100.0
Agricultural Equipment	108.2	- 1.4	- 1.3	60.3	- 24.3	- 28.7	2.6	- 47.6	- 94.8
Global Produce	51.4	32.3	> 100.0	17.7	32.8	> - 100.0	- 2.0	30.7	- 93.9
Construction	17.5	- 26.7	- 60.4	- 80.9	- 87.5	> - 100.0	- 131.6	- 101.2	> - 100.0

1 The Innovation & Digitalisation Segment was dissolved at the beginning of the 2024 financial year and allocated to Other Activities.

The difference in the contributions from each segment to the total earnings of the BayWa Group in all three key earnings indicators, EBITDA, EBIT and EBT, is calculated from the earnings contribution of Other Activities as well as on the basis of economic influence factors at Group level. BayWa does not perform any entrepreneurial management in Other Activities, as this segment encompasses peripheral activities that are of secondary importance in the BayWa Group. Group-wide economic influence factors are circumstances not attributable to the operational management of the segments.

Reconciliation of EBITDA to EBITDA adjusted in the old and new segment structure

Segments from 1 January 2025			Segments until 31 December 2024	
in € million 2024	EBITDA adjusted	EBITDA	EBITDA	
Renewable Energies	- 205.5	- 302.5	- 306.9	Renewable Energies
Cefetra Group	49.6	49.6	49.2	Cefetra Group
Global Produce	52.2	52.2	51.4	Global Produce
BayWa Agri Trade & Service sub-group	- 11.5	- 11.5	45.9	Agri Trade & Service
BayWa Building Materials sub-group	- 3.4	- 3.4	17.5	Construction
BayWa Agricultural Equipment sub-group	116.0	116.0	108.2	Agricultural Equipment
BayWa Heating & Mobility sub-group	12.4	12.4	20.7	Energy
BayWa Others sub-group	- 17.3	- 139.7	- 148.5	Other Activities
RWA	66.9	67.7	n/a	n/a
Consolidation	- 3.3	- 3.3	n/a	n/a
BayWa Group	**56.1**	**- 162.5**	**- 162.5**	**BayWa Group**

The BayWa Group's internal management and external segment reporting were restructured in the course of preparing the expert restructuring opinion. From the 2025 financial year onwards, this will be divided into nine segments instead of the previous eight. The reorganisation is based less on the operating divisions and more on the organisational structure of the Group: The subdivision is based on subgroups (BayWa, BayWa r.e., Global Produce, Cefetra Group, RWA), whereby only the BayWa subgroup with around 80 holdings continues to be subdivided into the familiar operating business divisions (for details, please refer to the "Remarks on the situation regarding the reorganisation of the BayWa Group" at the beginning of the Notes to the Consolidated Financial Statements). This segment division also takes into account the fact that individual Group divisions have been and will be sold as part of the reorganisation measures. This new structure will ensure the comparability of business figures across future reporting periods.

The following are the future reportable segments as of the 2025 financial year onwards: BayWa Agri Trade & Service, BayWa Agricultural Equipment, BayWa Heating & Mobility, BayWa Building Materials, BayWa Others, Renewable Energies, Global Produce, Cefetra Group and RWA. The latter two have been or will be sold in the 2025 financial year.

Comparison of forecast business development with actual business development

Segment	Indicator	Forecast[1]	Actual[1]
Renewable Energies	EBIT	significant increase	sharp decrease
Energy	EBIT	clear increase	sharp decrease
Cefetra Group	EBIT	substantial decrease	significant decrease
Agri Trade & Service	EBIT	sharp increase	sharp decrease
Agricultural Equipment	EBIT	significant decrease	sustantial decrease
Global Produce	EBIT	sharp increase	sharp increase
Building Materials	EBIT	sharp increase	sharp decrease
Group	**EBIT**	**significant increase**	**sharp decrease**

1 EBIT before impairment in accordance with IAS 36 and IFRS 5

2 Explanation of the qualified and comparative statements:
slight, moderate, low ≙ 1–5%; noticeable, clear ≙ 5–10%; substantial, considerable ≙ 10–20%; significant ≙ 20–50%;
sharp, steep, strong ≙ > 50%

General statement on the business situation of the Group and explanation of projections/deviation from planned targets

The 2024 financial year was marked by the most severe crisis in the BayWa Group's history. The causes were the global economic downturn and unfavourable developments in the construction and energy markets, as well as operational challenges and high levels of debt with significantly increased financing costs, as detailed at the beginning of this Group financial report. These factors resulted in sharp declines in EBIT compared to the previous year and to the original forecast, which was withdrawn in late summer 2024. A new forecast for the 2024 financial year was not issued due to the ongoing restructuring situation.

While the first quarter of 2024 was seasonally weak and in line with expectations, BayWa anticipated a more positive development for the rest of the year. However, in July 2024, a reorganisation opinion had to be commissioned due to the problems aforementioned. This announcement led to a further deterioration in operating business due to a lack of liquidity, more difficult access to financing and increased inventory reductions on the one hand, and declining confidence, supplier defaults and worse payment terms on the other.

All segments were affected by this development; in addition, the Renewable Energies, Energy and Construction Segments faced additional problems in their respective markets. Falling electricity prices and ongoing price pressure on photovoltaic modules and wood pellets weighed on the Renewable Energies and Energy Segments. The Construction Segment suffered from continued weak demand in residential construction. Accordingly, these segments recorded sharp declines. The Agri Trade & Service and Cefetra Group Segments also recorded sharp or significant declines due to a loss of confidence in the market and lower average producer prices, which led to correspondingly lower trade margins. Only the Global Produce Segment recorded a strong increase, which was in line with expectations. This was mainly due to the base effect, as the previous year 2023 was marked by damage and one-off effects from Cyclone Gabrielle, and the harvest normalised in 2024. A significant decline was expected in the Agricultural Equipment Segment, but this did not occur to the extent anticipated in the reporting year, resulting in a considerable decline. It was originally expected that demand in the Agricultural Equipment Segment would weaken after the record years due to market conditions. However, the announcement of the restructuring situation led to a decline in technology trading, particularly in the final quarter.

At Group level, too, earnings deviated from the original expectations. While a significant increase in EBIT was forecast at the beginning of the year, BayWa had to report a sharp decline for the year as a whole. The implementation of far-reaching restructuring measures at strategic, financial and operational level should initiate and allow a return to profitability.

Outlook

The following qualified-comparative statements are used to describe changes in results and earnings, as well as forecast ranges:

Range of the change	Qualified-comparative statement
1–5%	slight, moderate, low
5–10%	noticeable, clear
10–20%	substantial, considerable
20–50%	significant
> 50%	sharp, steep, strong

Note on the change in segment reporting in the outlook from the 2025 financial year onwards

In the course of preparing the reorganisation opinion, the BayWa Group has restructured internal management and the corresponding external segment reporting with effect from the financial year 2025. The Renewable Energies, Cefetra Group and Global Produce segments are unchanged. RWA AG (Raiffeisen Ware Austria AG) was presented as a separate segment from financial year 2025 (until its sale at the beginning of May 2025). Previously, the earnings contributions of RWA were allocated to the respective BayWa operational segments, as the structure of RWA is almost identical to that of BayWa AG's parent company. The BayWa Agri Trade & Service, BayWa Agricultural Equipment, BayWa Heating & Mobility, BayWa Construction and BayWa Others Segments are reported accordingly without the earnings contributions of RWA. At the same time, the Energy Segment was renamed the BayWa Heating & Mobility Segment.

This means that starting in financial year 2025, the Group will present and report on eight segments instead of the previous seven. These seven operating segments are consolidated together with the BayWa Others Segment into the BayWa Group. This reorganisation takes account of the fact that individual areas of the Group will be or have already been sold as part of the reorganisation measures. This new structure will ensure the comparability of business figures across future reporting periods. In addition, the segment structure corresponds to the actual management of the Group, as operational responsibility lies at segment level.

Against this backdrop, the BayWa Group has decided to present already in these Consolidated Financial Statements 2024, the outlook based on the new reporting structure with eight segments. This enables better comparability, particularly in the explanations of the forecast/actual deviation in the coming year. In addition, in contrast to previous years, the forecast presented does not refer to EBIT, but to adjusted EBITDA as the key reference indicator. Adjusted EBITDA is considered a suitable forecast and key financial metric for accurately reflecting the sustainable earnings power of the operating business. In line with the presentation of the commissioned restructuring opinion, adjustments are made for extraordinary expenses and income directly related to the restructuring of the BayWa Group. The adjustments relate in particular to:

- Other income arising from restructuring, e.g. reversal of value adjustments on receivables
- Legal and consulting expenses in connection with the reorganisation (incl. implementation consulting for the measures' concept, reorganisation experts, refinancing consultants)
- Implementation costs for the programme of measures (mainly closure costs, severance payments, relocation costs, e.g. for IT
- Transaction expenses for the sale of business entities
- Value adjustments in connection with transactions from structural measures
- Impairment losses of financial assets that are written down as part of impairment tests
- Income from the disposal of consolidated companies and financial assets

These adjustments serve to present the Group's operational profitability independently of (one-off) special factors. A list of the corresponding EBITDA figures, adjusted for the aforementioned special effects, for financial year 2024 can be found under "Financial performance indicators" in the "Assets, earnings position and financial position" section of the Consolidated Management Report of these Consolidated Financial Statements.

Outlook for the BayWa Group

The BayWa Group faces a number of challenges and opportunities in the coming years, which will be marked in particular through the implementation of the reorganisation programme, but also through developments in the individual segments as well as external influences and market conditions.

At the same time, the Group faces the challenge of responding flexibly and decisively to a rapidly changing market environment. Focussing on core competencies will be crucial to achieving growth targets and strengthening our market position in the long term.

For BayWa's development in the financial year 2025, the reorganisation opinion takes into account effects from the ongoing StaRUG (Act on the Stabilisation and Restructuring Framework for Companies) proceedings, which are likely to have a negative impact on earnings overall. The expected uncertainty on the customer and supplier side associated with the StaRUG proceedings is likely to lead to restraint in new and existing business and, in some cases, poorer conditions. In addition, the procedure ties up considerable human and financial resources in administrative and legal processes, which could restrict the focus on the operational business and utilisation of market opportunities. Nevertheless, the BayWa Group should already see the first positive effects of the reorganisation in financial year 2025.

The Board of Management expects the BayWa Group's adjusted EBITDA to rise sharply year on year.

Outlook for the BayWa Agri Trade & Service Segment

In the Agri Trade & Service Segment, BayWa anticipates positive business development. Total sales of products and agricultural inputs are expected to be below the previous year's level. This decline is probably only due to price effects to a small extent, but is mainly the result of lower sales volumes in the grain, oilseed and feedstuff product areas. The limited liquidity at the end of financial year 2024 meant that, on the one hand, sales volumes tended to be brought forward to the 2024 calendar year. On the other hand, BayWa's general acceptance as a business partner in the market is likely to be limited. The temporary scepticism and a noticeable loss of confidence among individual customers in connection with BayWa's reorganisation situation led to reduced trading books.

In addition to the negative effects of the crisis that have already materialised in 2024, it can be assumed that the StaRUG effects will also have a negative impact on the Agri Trade & Service Segment in particular. The resulting loss of reputation is likely to lead to a decline in business activities.

Against this backdrop, adjusted EBITDA is expected to fall sharply compared to the previous year.

Outlook for the BayWa Agricultural Equipment Segment

The Agricultural Equipment Segment anticipates a decline in demand for agricultural machinery in financial year 2025. While revenues in the service business are expected to be higher, demand for new and used machines is likely to be significantly weaker overall compared to financial year 2024. After the exceptionally strong previous years, a normalisation of demand in the cyclical market environment is foreseeable. A subdued economic market environment and average producer prices are limiting farmers' willingness to invest. These factors are already leading to a noticeable reluctance to make new investments in the first half of the year.

The shortage of skilled workers in the service business and rising personnel, IT and insurance costs continue to present challenges.

As a result, the BayWa Group expects adjusted EBITDA to decline significantly in the Agricultural Equipment Segment for 2025 as a whole.

Outlook for the BayWa Heating & Mobility Segment

In the coming years, and therefore also in financial year 2025, business development in the Heating & Mobility Segment will be largely marked by the ongoing transition from fossil fuels to alternative, more sustainable energy sources. The company is taking this structural development into account. At the same time, however, the current business development does not allow for any further expansion in the area of alternative energies. The reorganisation opinion provides for targeted steps to strengthen the core business. These include personnel cost savings, the disposal of unprofitable business divisions, in some cases also in the field of alternative energies, as well as initiatives to sustainably improve operational and financial performance. The first measures were already implemented in the financial year 2024 and should have a positive impact in 2025.

BayWa anticipates positive momentum and a slight increase in sales volumes from the wood pellets business in financial year 2025, following only moderate demand in the previous year, particularly from the wholesale business.

Trade in heating oil is expected to decline in future years. This development is being driven by nationwide regulation in Germany, which will ban new oil-fired heating systems from 2026 as part of the country’s efforts to achieve climate neutrality. At the same time, the price of crude oil is expected to be more volatile in 2025 owing to ongoing global geopolitical conflicts. This opens up opportunities for higher margins through the targeted utilisation of price fluctuations.

In the fuels and lubricants business, demand is largely dependent on vehicle numbers and mileage. However, demand remains largely stable in the customer segments relevant to BayWa, particularly in the construction and agricultural sectors, as electrification in these areas is not yet well advanced and will only become more important at a later date. For financial year 2025, the fuels and lubricants sectors are expected to develop at roughly the same level as the previous year.

Positive effects on earnings resulted in particular from the elimination of charges that had affected earnings in the previous year. For example, LODUR Energieanlagen GmbH, a plant engineering company for heating technology, was sold. Assuming that trading margins remain comparable in 2025 and the programme of measures can be implemented as planned, the adjusted EBITDA of the Heating & Mobility Segment will rise sharply.

Outlook for the BayWa Building Materials Segment

BayWa expects conditions in the Building Materials Segment to remain challenging in financial year 2025. However, the construction sector is expected to have bottomed out. Monetary and fiscal policy factors are likely to provide positive impetus on the demand side, which will favour the implementation of the segment’s operational and financial measures.

In the current financial year, the BayWa Building Materials Segment will continue along its reorganisation path in order to participate in the slow market recovery and consolidate its own market position. The review of locations with regard to their profitability is being continued on an ongoing basis. However, no further location closures are planned for the current 2025 financial year, as the closure of five locations was completed by 30 April 2025 as planned. Personnel reductions in the BayWa Building Materials Segment have also reached the target figure and will be discontinued, at least in 2025. These measures were introduced at the end of 2024 and will already lead to a noticeable reduction in costs in financial year 2025. Further optimisation measures such as a stronger focus on private brands and product groups with higher gross profits were initiated in order to increase profitability. In addition, targeted measures have been introduced to optimise the inventory. These are aimed at more efficient order processing and a sustainable improvement in liquidity.

In the financial year 2024, BayWa initiated comprehensive measures to optimise processes, enhance efficiency, close unprofitable locations and reduce personnel, and is implementing these measures in stages. These measures have significantly improved the cost base. On the whole, however, following a weak previous-year result, BayWa expects to see a strong improvement in the adjusted EBITDA in the BayWa Building Materials Segment in 2025.

Outlook for the BayWa Others Segment

BayWa Others encompasses the BayWa Group's central management and administrative functions, as well as its peripheral activities. Overall, adjusted EBITDA in the BayWa Others Segment is expected to decline sharply in financial year 2025 because investment income is expected to fall.

Outlook for the Renewable Energies Segment

For the current financial year 2025, a number of disposals of larger but also smaller wind, solar and battery storage projects are expected to result in positive project margins, which will lead to a significant earnings contribution. This positive trend will be supported by an expected recovery in energy prices and trade in photovoltaic components. It is assumed that the restructuring measures already initiated will increasingly contribute to business success in 2025.

In the Projects division, sales of solar projects with a total output of around 2 GW (excluding platform sales) are aimed for in financial year 2025. Based on current planning (Q1/2025), wind projects with a total volume of around 1 GW (excluding platform sales) are to be sold in the 2025 financial year.

The IPP business division's portfolio will be consolidated over the next 12 to 18 months. The aim is to realise efficiency potential and achieve a sustainable earnings contribution. The Energy Solutions business division is to be gradually discontinued by the end of 2025 and removed from the BayWa r.e. Group as part of selective disposals.

Within the Operations business division, energy trading will generate a positive earnings contribution in 2025. Energy trade will focus on the core markets in Germany and Italy.

In the Solar Trade business division, demand is expected to decline in financial year 2025, but the markets are expected to recover in the medium term. Demand in the photovoltaic components trade is expected to be temporarily weaker in the residential segment, but permanently stronger in the commercial & industrial segment. Both segments expect to benefit from stable demand for new system solutions. The fall in prices, particularly for modules, and the oversupply of photovoltaic components should be largely over. A disproportionately high improvement is expected in the field of commercial storage.

Overall, a strong increase in adjusted EBITDA is expected for financial year 2025 compared to the previous year 2024.

Outlook for the Global Produce Segment

The Global Produce Segment is expecting positive development in financial year 2025. The main growth driver is the subsidiary T&G Global in New Zealand. Increased apple volumes are expected, also owing to the recovery of the plantations after the damage caused by Cyclone Gabrielle in 2023, and thus better harvests. The increasing demand for premium apple varieties from T&G Global, such as the Envy and Jazz brands, makes it possible to push through higher prices. A market-driven increase in value is therefore expected for the apple trade, which is driven by both price and volume. Global Produce is also aiming to expand its market position by continuously expanding its customer base in the key Asian markets.

BayWa is also anticipating a year-on-year increase in volumes in exotic fruit trading. Improved product quality through the use of state-of-the-art storage and maturing technologies as well as a stable supply of goods create favourable conditions for further growth.

In Germany, the 2024 apple harvest was poor overall owing to late frost in spring, but the Lake Constance region was largely spared this event. The shortage of supply has led to higher marketing prices, which should also push up volumes from storage, sorting and packaging to a higher level in the current 2025 financial year. At the same time, however, cost increases are also having an impact, meaning that a stable sideways trend is to be expected overall.

As part of the reorganisation of the BayWa Group, the segment implemented a comprehensive redesign of the organisational structure, which also included a targeted reduction in personnel. The resulting cost savings will have a correspondingly positive impact on earnings in 2025.

Accordingly, a significant year-on-year increase in adjusted EBITDA is expected for financial year 2025.

Outlook for the Cefetra Group Segment

The outlook for the global grain and oilseed markets in the coming months depends to a large extent on weather developments in the northern hemisphere, which will be decisive for the coming harvest cycles. Even if the fundamental data point to a period of relative stability with ample supply and balanced demand, geopolitical tensions mean that considerable risks remain. Potential disruptions owing to tariffs, emerging trade barriers and logistical bottlenecks could affect stability.

Sales in the agricultural trade are expected to remain at the previous year's level. The declining demand for mixed feed remains a challenge. This is due to a decline in meat consumption and environmental regulations in production. Germany and the Benelux countries are particularly affected. The Cefetra Group is attempting to counteract the circumstances in the agricultural sector in particular by optimising costs and diversifying its products into pet food, feedstuff for aquaculture and bioenergy. The aim is also to expand contract farming.

The trade in food ingredients is expected to increase. Especially in the area of plant-based alternatives and snacks, whose ecological and health benefits are becoming increasingly important. The shift in consumer preferences towards sustainable and healthy products is further accelerating the demand for alternative proteins.

On 10 June 2025, an agreement was signed between a wholly owned subsidiary of BayWa AG and the First Dutch Group on the sale of the Cefetra Group. Closing is still pending and is expected by the end of financial year 2025 at the latest.

The improvement in trading with food ingredients should lead to a considerable increase in adjusted EBITDA compared to the previous year.

Outlook for the RWA Segment

As part of the strategic transformation, the sale of the investment in the Austrian company RWA AG was successfully completed on 2 May 2025. Accordingly, the investment will only be fully consolidated in the first and on a pro rata basis in the second quarter of the 2025 financial year until closing.

For the most part, there were no negative effects from the reorganisation process of the BayWa Group on the Austrian subsidiary's operational business. In the first four months of the financial year, RWA AG's operational business was slightly weaker than in the previous year. This was mainly due to seasonally lower demand in the building materials and agricultural machinery trade. In addition, the mild winter weather led to a decline in heating oil sales. This effect was reinforced by the Austrian subsidy policy, which favours the switch to sustainable heating systems.

The animal feed sector developed positively with rising sales of animal feedstuff and feed additives. Trading in agricultural inputs was also better overall than in the previous year. However, grain and oilseed trading remained challenging, suffering from high price volatility and lower marketing volumes owing to the harvest.

The segment was fully consolidated until the closing on 2 May 2025 and will contribute adjusted EBITDA of €29.0 million to the consolidated result in 2025. After deconsolidation, no further earnings contributions are included in the consolidated financial statements.

Available liquidity and minimum liquidity

The In light of the reorganisation situation and the liquidity bottlenecks that occurred in the 2024 reporting year, available liquidity is a key financial metric in the Group in order to effectively counteract comparable developments in the future. The development of available cash and cash equivalents is regularly reviewed as part of Group planning and forms a key basis for ensuring solvency even under changing market conditions. The available liquidity is made up of cash and cash equivalents as well as freely available credit lines. Within this framework, a defined minimum liquidity level is set, which is monitored on a segment-specific basis and may not be fallen short of.

Within the BayWa Group, the entities BayWa AG, BayWa r.e. AG and Cefetra Group B.V. account for a significant portion of the available liquidity owing to their respective business models. Against this background, the liquidity forecast focuses primarily on these three entities. In addition, it was agreed with the financing banks that the liquidity of these entities will be managed and monitored separately. RWA was sold in the course of the reporting year and is no longer part of the scope of consolidation, meaning that a forecast is no longer required for this segment. The Global Produce Segment has a relatively low requirement for freely available liquidity, in comparison to the other segments, and is therefore not managed on the basis of liquidity ratios.

A segment-specific minimum liquidity requirement was defined for all three entities in the second half of financial year 2024, which must be maintained at all times.

As at the balance sheet date of 31 December 2024, the available liquidity for the three units totalled €877 million. The breakdown by unit is as follows:

31/12/2024 in € million	Cash and cash equivalents	Disposible credit lines	**Disposable liquidity**	Outlook as at 31/12/2025
BayWa AG	31.0	217.0	**248.0**	significant decline
BayWa r.e. AG	176.0	151.0	**327.0**	significant decline
Cefetra Group B.V.	110.0	183.0	**302.0**	deconsolidation

A sharp decline in freely available liquidity is expected as at the next balance sheet date on 31 December 2025. This is mainly due to the planned deconsolidation of Cefetra Group B.V. and increased liquidity tied up in the operational business.

Opportunity and Risk Report

Principles of opportunity and risk management

The management of opportunities and risks is an ongoing area of entrepreneurial activity, which is necessary to ensure the long-term success of the company. The identification of entrepreneurial opportunities, the safeguarding of the assets and the enhancing of enterprise value therefore necessitate targeted opportunity and risk management that includes an early risk detection system in accordance with Section 91 para. 2 of the German Stock Corporation Act (AktG). The principles underlying the system set in place within BayWa Group to identify and monitor risks specific to the business have been described in a risk management manual approved by the Board of Management. Segment managers and risk officers regularly record their opportunities and risks in a software-based risk management system using standardised processes. The definition of risk minimisation measures combined with the purchase of insurance policies complement the Group's risk management. In the annual risk report, the individual risks recorded in the risk management system are classified according to their probability of occurrence and impact. As in previous years, a risk-bearing capacity analysis and Monte Carlo simulation are then carried out to determine the value at risk and conditional value at risk.

Due to a debt and liquidity crisis that threatened the company's existence, BayWa AG commissioned a restructuring opinion in the past financial year. Initial versions of the opinion and a concept for refinancing were already presented in 2024. Following the completion of BayWa AG's StaRUG proceedings in the first half of 2025, the final restructuring opinion was approved by the financing partners in June 2025. The restructuring opinion sets out various measures involved in the restructuring of the company. In this context, the existing risk management system was also adapted and expanded. The interval for assessing opportunities and risks was shortened and, in particular, an unscheduled risk update was carried out in August of the 2024 financial year, which was validated and updated at various times during the remainder of the financial year and up until June 2025. In this context, the categorisation of risks was adjusted due to BayWa's changed risk situation.

Risk management at the BayWa Group will be further developed in the second half of 2025 in order to take account of developments relating to the changed risk situation. Based on the existing risk management system, the focus on the interconnectedness and interdependencies of individual risks is to be further strengthened, thereby improving the holistic view of corporate opportunities and risks. At the same time, software-supported risk management is to be expanded and the frequency of risk recording increased. In future, the risk report will be prepared on a quarterly basis and presented to the Board of Management, Audit Committee and Supervisory Board. In addition, current opportunities and risks and their impact on the key financial figures are presented at the monthly management meetings. In particular, the main risks are discussed by the entire Board of Management on a monthly basis.

In addition to business opportunities and risks, sustainability risks are also systematically identified and presented in the risk management system. This concerns both climate-related risks and risks arising from the requirements of the German Act on Corporate Due Diligence Obligations in Supply Chains (LkSG), among others. When identifying sustainability risks, the risk officers are requested to disclose concrete measures for the reduction of these risks. Potential opportunities resulting from them and any identified risks are analysed by Corporate Sustainability, Corporate ESG Compliance and Corporate Risk and then factored into strategic decisions.

Structure of opportunity and risk management within the BayWa Group

At the BayWa Group, opportunity and risk management is an integral component of planning and control processes. A comprehensive risk management system records and monitors both the development of the Group and any existing weak points on an ongoing basis. The risk management system covers all divisions and is included as a key component of reporting. A particularly important task of risk management is to ensure that risks to the Group as a going concern are identified and kept to a minimum. This should enable Group management to recognise changes in the economic environment and the associated changes in the risk situation and take appropriate measures. All business divisions of the Group have risk officers and risk reporting officers who are responsible for implementing the reporting process.

Until the end of 2024, the Risk Board was a key component of opportunity and risk management. Presided over by the Chairman of the Board of Management, the Risk Board, which consisted of operations managers and support staff, met at least once a month in the first half of the year to discuss and assess operating opportunities and risks. Minuted meetings were used to develop an understanding of the opportunities and risks and formed the basis for operational decisions. In the second half of the year, the Risk Board met irregularly due to the exceptional situation and was partially replaced by the regular Cash Tower (initially daily and then weekly) and chaired by the Chief Financial Officer, with the purpose of monitoring and managing liquidity risk. From the start of 2025, changes were made to the internal reporting structure and format based on the reporting requirements of the financing partners and the restructuring opinion. In this context, the existing Risk Board was also replaced by a more figures-based monthly reporting structure in management meetings. To this end, the discussion groups were reduced in size and focused on the respective business areas. The new committee, under the leadership of the Chairman of the Management Board, focuses on the intensive analysis of business development, the discussion of deviations between planned and actual figures and the ongoing review of compliance with the restructuring opinion. In addition, the material risks are regularly addressed and analysed in this group and appropriate countermeasures defined.

The Agriculture Risk Committee is part of Risk Governance and acts as the highest decision-making body for trading activities concerning agricultural commodities and fertilizers. It is composed of members of the Board of Management among others and meets quarterly and on an ad hoc basis. The Committee decides on risk guidelines and limit systems for the agricultural trade activities and, where necessary, implements risk-controlling and mitigating measures. A form of risk management that is independent of trading was established at both the level of the Corporate Risk organisational unit and in the individual agriculture trading companies to ensure that the provisions of the Agriculture Risk Committee are implemented in full, including adherence to limits. The risk officers' responsibility in the trading companies covers all risk processes within the company, including limit monitoring and reporting.

Independent risk committees have been set up for trading activities involving electricity transactions at BayWa r.e. Energy Trading GmbH (BET) and for the electricity-generating affiliated companies of the BayWa r.e. Group (IPP business division). These are composed of the functions responsible for trading, portfolio and risk management, as well as the member of the Executive Board of BayWa r.e. AG in charge of these functions. The two risk committees perform similar tasks to those of the Agriculture Risk Committee. A risk management unit at BET, which is independent of trading, and the risk management unit at IPP ensure that the requirements laid down by the risk committees are implemented in full. They are also responsible for risk processes, including limit monitoring for BET and reporting for BET and the IPP business division.

The Corporate Risk organisational unit's tasks are to execute risk controlling for agricultural trade activities and to operate and develop the risk management system to monitor risks on each trading day. In addition, the unit also serves as a Group-wide competence centre to ensure compliance with best practices in relation to risk controlling methods, processes and systems in commodities trading as well as to guarantee adherence to financial market regulations on commodity derivatives.

Risk management process within the BayWa Group

In the Group-wide risk management process, risks are recorded and classified by the segment managers and risk owners and their probability of occurrence and potential monetary impact are assessed. The data collection process starts with strategic planning and proceeds through to procurement, sales and distribution and, finally, to the management of counterparty risk. As an extension of the planning process that takes place in the segments and in procurement, sales organisations and centralised functions, the risk management system serves to detect and assess potential divergences from expected developments.

At the heart of the risk management system are the risk profiles, including assessment, which are created and updated by the business units. The risks are consolidated into the annual risk management report by the Corporate Controlling department and are subject to evaluation by the Board of Management and by the heads of the segments. This contains all individual risks that could have an impact on the BayWa Group's business activities, divided into seven risk categories. The significance of each individual risk results from the potential impact on the assets, financial position and earnings position of the BayWa Group in the event that the risk materialises, weighted by the likelihood of that risk materialising, i.e. the expect loss value. These are summarised in an overview of the aggregated risk position and risk-bearing capacity at Group level. In order to determine the company's risk and opportunity portfolio (i.e. the aggregated risk position), opportunities and risks are aggregated using a stochastic simulation (Monte Carlo simulation). This extrapolates the value at risk (VaR 95%) and the conditional value at risk. In addition, the risk-bearing capacity is determined from an equity-oriented and liquidity-oriented perspective and compared with the value at risk.

For the trade activities with agricultural commodities and fertilizers, a further risk management system is in place that encompasses the relevant business activities of BayWa AG, BayWa Agrarhandel GmbH, Grainli GmbH & Co. KG and the Cefetra Group. The Minimum Requirements for Risk Management (MaRisk) published by the German Federal Financial Supervisory Authority (BaFin) serve as the benchmark for this risk management system. MaRisk includes arrangements governing the identification, assessment, management and monitoring of all material risk types (market risk, counterparty risk, liquidity risk, operational risk). BayWa adapted the standards established in the financial services sector and leading trading companies for its agricultural trade activities due to the flexible and practical framework of the material regulations. Appropriate and effective risk management pursuant to MaRisk comprises in particular the formulation of strategies and the establishment of internal control procedures in consideration of the risk-bearing capacity. The internal control system (ICS) consists in particular of:

- Arrangements governing the organisational structure and workflow
- Processes for identifying, evaluating, managing, monitoring and reporting risks (risk management and control processes)
- The establishment of a risk controlling function

In order to manage market risks on each trading day, the positions, including the spreads (underlying risks), are determined and monitored for the associated agricultural trading companies. Value-oriented procedures, in addition to the volume limits, serve to ensure that the positions are managed in a manner that is appropriate for the risks. These procedures include the regular mark-to-market valuation (on at least a monthly basis) of pending agricultural transactions of German agricultural trade units and the determination of the trading results derived from this, as well as the portfolio-based value-at-risk procedure for the liquid products of all agricultural trade units. The trading positions and their risk content are reported daily to the operating units and local risk managers.

These control mechanisms are supported by a standardised IT system solution for risk management that has been established for years.

Trading and risk positions are continually coordinated and optimised in the respective business divisions. The Global Book System (GBS) is designed for the individual product lines in the trading of grain, oilseed and co-products and is used in the overall coordination of trade management. Fundamental market analyses are performed within the scope of the market research activities to estimate the global supply and demand situation. An additional focus is placed on implementing quantitative portfolio and risk analysis procedures, the results of which are discussed in weekly meetings with the trading departments.

The BayWa r.e. Group carries out quarterly risk reporting, which informs the Board of Management and the Supervisory Board about current risks and appropriate countermeasures. As part of this process, all subsidiaries assess and report their risks as at the respective reporting date.

For trading activities involving electricity transactions, an independent risk management system has been set up at BayWa r.e. Energy Trading GmbH (BET). MaRisk also serves as a benchmark for the structure of this risk management system, although the standards have been modified to fit BET's electricity trading. The monitoring and management of market risk at BET is based on the daily monitoring of the relevant electricity positions in the futures and short-term markets. Outstanding futures market positions are limited by value at risk. The monitoring and management of BET's counterparty risks is based on establishing a maximum credit limit in keeping with a party's credit rating and on daily monitoring of the value of delivered and as yet unpaid electricity volumes per trading partner, as well as contracted and as yet undelivered electricity volumes per trading partner. Liquidity risks that arise from margin payments of stock exchange transactions are also limited and monitored daily.

Identification of opportunities within the BayWa Group

A dynamic market environment also gives rise to opportunities. The BayWa Group continuously monitors both macroeconomic trends, and the development of industry-specific and general environments and structures. These include government regulations, suppliers, customers and other stakeholders, as well as competitors. As part of the preparation of the restructuring opinion, the planning of the individual business divisions was considered, taking into account market opportunities and risks. Measures to regain competitiveness were also assumed and their opportunities and risks analysed. The focus of the product and service portfolio is permanently reviewed based on these analyses. The identified opportunities are predominantly implemented on a decentralised basis in the segments.

Classification of risks and opportunities within the BayWa Group

The seven risk categories within the BayWa Group are divided into several sub-categories. The risks in these subcategories are classified as low, noticeable, considerable, significant or substantial on the basis of the theoretical expected value of damages. Risks are classified by considering the risk reduction measures (net view). The significance of the opportunities for the BayWa Group are assessed by way of a qualitative classification into material or immaterial. The following table provides a general overview of all risks and opportunities and depicts their significance for the BayWa Group in the three years following the past financial year up to 2027.

		Risks		Opportunities	
		Risk classification	**Y/y change**	**Opportunity classification**	**Y/y change**
Financial risks and opportunities					
	Liquidity	substantial	increased	/	/
	Default on receivables	significant	increased	/	/
	Taxes	considerable	increased	/	/
	Currency	considerable	constant	immaterial	constant
	Interest	substantial	increased	/	/
	Group companies	low	constant	immaterial	constant
	Financial market	low	reduced	immaterial	constant
Risks and opportunities of the organisational structure and workflow					
	Personnel	substantial	increased	immaterial	constant
	IT	substantial	increased	immaterial	constant
	Quality	significant	constant	immaterial	constant
	Organisation	considerable	constant	immaterial	constant
Compliance risks and opportunities					
	Compliance with laws and guidelines	substantial	constant	/	/
	Data protection	considerable	increased	/	/
	Corruption/fraud	low	reduced	/	/
	Ecological risks	low	constant	/	/
	Product safety/standards	low	constant	/	/
Market risks and opportunities					
	Sales market	substantial	increased	material	constant
	Procurement	significant	constant	material	constant
	Image	substantial	increased	/	/
	Price	substantial	constant	material	constant
	Loss of customers	noticeable	increased	/	/
	Competition	considerable	constant	immaterial	constant
Operating risks and opportunities					
	Sales	noticeable	constant	material	constant
	Inventory	noticeable	constant	material	constant
	Production	noticeable	constant	immaterial	constant
	Project	substantial	constant	material	constant
	Product quality	noticeable	constant	immaterial	constant
	Case of damage	considerable	reduced	/	/
	Environmental impacts	significant	constant	immaterial	constant
Legal risks and opportunities					
	Liability and insurance	noticeable	reduced	/	/
	Changes in legislation	significant	constant	immaterial	constant
	Violations of the law	noticeable	reduced	/	/
	Contracts	significant	reduced	/	/
Strategic risks and opportunities					
	Innovation and technology	considerable	constant	immaterial	reduced
	Investments	noticeable	increased	immaterial	constant
	Market development	significant	constant	material	constant
	Corporate strategy	noticeable	increased	material	increased
	Acquisitions and disposals[1]	low	constant	material	increased

1 Risks from disposals in connection with the sale of shareholdings resulting from the structural measures implemented as part of the restructuring are included in the liquidity risk.

Risk classification (potential implications on earnings) according to expected value of damages		Assessment of the opportunities
low =	≤ €1.0 million	
noticeable =	≤ €2.5 million	Qualified classification / Categorisation into “material” and “immaterial”
considerable =	≤ €5.0 million	
significant =	≤ €10.0 million	
substantial =	> €10.0 million	

Composition of the risk and opportunities categories within the BayWa Group

Individual risks with an expected loss value of more than €5 million and aggregated risk groups are described below. If the subcategories do not contain any significant individual risks with an expected loss value of more than €5 million, these are aggregated unless their risk has been classified as low. If no segment is explicitly highlighted, the risks affect all segments. The threshold value of the expected loss value was increased in order to gain a better understanding of the individual risks material to the BayWa Group. For better clarity and transparency, the structure of the following reporting of risk and opportunity categories has been aligned more closely with the categorisation in the risk classification table.

Financial risks and opportunities

Liquidity risk

Pursuant to the restructuring loan agreement and in line with the restructuring agreement, BayWa AG and BayWa r.e. AG reached an agreement with their financial creditors on 30 June 2025 on unified long-term corporate financing until the end of 2028, adjusted to market and company conditions. The term of all relevant financial liabilities has been extended until the end of the restructuring period (the end of 2028). In this context, BayWa AG and various group companies have undertaken to provide collateral to the lenders.

There is still a risk that banks will cancel existing credit lines in full or in part if the covenants are not met and waivers are not accepted. With regard to both restructuring financing agreements, covenants were defined for both BayWa AG as the parent company and the BayWa r.e. Group, specifying minimum liquidity requirements. In addition, a covenant has been agreed for the BayWa r.e. Group with regard to the adjusted EBITDA planned in the BayWa r.e. restructuring opinion; the EBITDA covenant will be reviewed from 30 June 2026. Detailed monthly, quarterly and annual reporting obligations to the banks must also be met, the contents of which must be validated and confirmed by the restructuring expert on a quarterly basis.

The company has improved its monitoring and planning systems to improve liquidity planning and management. A regular overview of available credit lines is provided via the financial status and as part of a monthly liquidity forecast and an annual liquidity forecast. In operational terms, 14-day liquidity management/planning has also been refined and an additional 13-week liquidity plan has been implemented to improve the planning and management of incoming and outgoing payments. To this end, a cash tower was set up as a steering committee with the involvement of the Chief Financial Officer and the division management.

The liquidity risk is classified as substantial.

Action risk within the scope of liquidity risk

The restructuring concept sets out various measures that are intended to contribute to the successful restructuring of the BayWa Group. A distinction is made between operational and structural measures. Structural measures serve to secure liquidity and restore refinancing capacity and include the disposal of assets and groups of companies that lie outside the BayWa Group’s core business divisions. Operational measures relate to initiatives aimed at improving operational competitiveness.

Key structural measures include the sale of equity holdings. These include the sale of the Austrian subsidiary RWA Raiffeisen Ware Austria AG (RWA AG), which is planned for the current 2025 financial year and was finalised at the beginning of May. In addition, the sale of the Dutch Cefetra Group B.V., for which the sale agreement was concluded in June 2025, and other investments up to the end of 2028 is also planned for the current financial year. Disposals of the four corporate groups are planned as part of the restructuring concept over the period specified above. There may be deviations from the restructuring report with regard to the planned timing of the sales (e.g. due to negotiations with interested parties) as well as the amount of the planned sales proceeds (deviating company valuations due to market changes).

Six categories of measures (market, suppliers, organisational efficiency, expenditure, working capital and portfolio adjustments) are described in the operational measures. The measures include optimising the product portfolio, increasing efficiency and effectiveness in sales, pricing, supplier selection and bundling, reducing the number of jobs, adjusting the location structure, optimising the inventory, improving payment terms and divesting individual companies outside the core business. These measures are subject to uncertainty regarding the timing of implementation and the extent of the expected improvements in earnings, particularly with regard to the costs of closing locations, reducing personnel expenses by cutting jobs and cost savings by reducing overheads. The maximum risk results from the sum of the planned effects of the measures. As some of the measures described are already being implemented and the package of measures is constantly being supplemented and expanded, it is assumed that the measures will be successfully implemented. Deviations (including with regard to the timing of the recognition of possible provisions) lead to changes in results and cash outflows.

The measures set out in the restructuring plan and the operational and financial measures outlined in the final restructuring opinion are appropriate to avert the imminent insolvency of the BayWa Group and ensure its ability to continue as a going concern. BayWa AG and its subsidiaries are more than likely fully financed for the planning period until the end of 2028, and there is a positive outlook for their continued viability.

The action risk is classified as substantial.

Financing risk within the scope of liquidity risk

Banks and other lenders provide the BayWa Group with funds over a certain period of time in order to enable it to conduct its business operations. These have been agreed upon as part of the restructuring financing with December 2028 as the end of the term. The financing is subject to credit conditions (covenants) that must be complied with in order to avoid triggering the banks' right of termination. Assuming that the restructuring takes place and the measures from the restructuring concept are implemented, it is highly likely that the company will be fully financed by the end of 2028. The financing lines are to be repaid as part of the BayWa Group's restructuring efforts. At the end of the term of the restructuring loan agreement, discussions with the banks regarding follow-up financing are initiated at an early stage.

The continuation of business operations and the development of subsidiaries are dependent on sufficient financing lines. If the financing lines are not made available, or are not made available in the amount required for operational business (particularly if credit conditions are not met and banks cancel the lines), this may have an impact on trading activities. For example, financing of transactions could fail or it could become necessary to sell positions at a low price. To ensure this, the daily liquidity situation and cash flow planning are monitored.

In a trading business with low margins and high volumes, it is crucial to have flexibility to implement the strategy and sufficient liquidity for operations. Limited liquidity due to rising commodity prices can lead to various problems in the segments. This may result in limited insurability for trade credit and the restriction or termination of customer relationships. To counteract this, the BayWa Group relies on transparent communication with customers, suppliers and credit insurers. Information about the development and progress of the restructuring, particularly regarding BayWa's existing solvency, is shared with customers promptly to maintain business relationships.

In the case of the subsidiary Cefetra Group, the company relies on good and established contacts with specialised commercial banks for commodity financing in order to secure future financing for its trading operations. The subsidiary is actively working to expand its portfolio of partner banks and diversify its credit lines, building relationships with local banks to gain access to bespoke customer financing instruments with competitive conditions.

The financing risk is classified as substantial.

Risks in the bad debt category

Both the purchase and sale of fixed-price contracts (forwards) involve the risk of bad debt should the counterparty default. In pre-harvest periods (weather markets), higher risks (exposures) arise in the event of drought as a result of a sharp rise in prices. Unlike creditor risk, these risks cannot be covered by credit insurance. A special focus is placed on credit-rating limitations in individual sectors and countries. To discuss and manage the risks, regular reviews are held by risk management and trading management.

Overall, bad debt risks are classified as significant.

Risks in the tax category

Tax risks result in particular from changes to national tax laws and regulations. BayWa operates globally in numerous tax jurisdictions. Changes to existing legislation in these countries may lead to increased tax expenses. Changes in case law and interpretation by national tax authorities can also result in tax risks. Findings by national tax authorities in the various countries may lead to higher tax expenses and payments and may also have an impact on the amount of tax assets and liabilities, as well as on deferred tax assets and liabilities. From 2024, multinational groups have also been obliged to take the global minimum taxation into account. This means that BayWa is also obliged to carry out a notional tax calculation for each country. Against this backdrop, the tax risk has increased. To minimise tax risks, particularly in Germany, the Group's tax compliance management system is used to record and analyse tax risks. Tax risks and their impact on the Group's tax rate are identified in advance of the annual financial statements using an early warning system.

Overall, tax risks are classified as considerable.

Risks in the currency category

Currency risk can have a negative as well as a positive impact on the Group's income statement as a result of uncertainty surrounding future exchange rate fluctuations. BayWa's business activities are largely located in the euro zone. If foreign currency positions arise from goods and services transactions or projects, they are always hedged without delay. Other payment obligations or receivables denominated in a foreign currency are hedged at the time when they arise. Speculative borrowing or investing of financial resources denominated in foreign currencies is prohibited. A corresponding guideline was adopted by the Board of Management.

The currency risks are classified as considerable overall.

Interest rate risk in the interest rate category

Changes in the European macroeconomic environment may lead to an increase in the current interest rate level. BayWa's debt financing concluded as part of the restructuring agreement is largely based on interest rates calculated on the basis of Euribor (plus financing-specific interest surcharges). This means that there is an interest rate risk following the development of the Euribor. Increases in the Euribor rate set by the European Central Bank therefore increase the interest expenses for the Group's financing, while decreases in the Euribor rate reduce interest expenses.

In the view of the fact of the latest interest rate forecasts by commercial banks, BayWa currently anticipates a slight decline in interest rates in the coming periods.

Overall, the interest rate risks are categorised as substantial.

Risks and opportunities of the organisational structure and workflow

Risks in the personnel category

As regards personnel, BayWa Group competes with other companies for highly qualified managers, as well as for skilled and motivated staff. The Group companies continue to require qualified personnel in order to secure future success. High employee turnover, brain drain, failure to win junior staff loyalty and the shortage of skilled workers on the labour market may have a detrimental effect on the Group's business performance.

Due to the financial situation, BayWa's damaged reputation and the resulting problems in the area of human resources, such as declining employee motivation, reduced social benefits, difficulty filling key positions, restrictions on training and development programmes and the loss of jobs due to restructuring measures, staff turnover could increase as employees become unsettled and resign. Some people in key roles have already left the company. These employees could also switch to competitors and significantly strengthen them with in-depth market knowledge and customer relationships, thereby harming BayWa and its subsidiaries. Refilling vacancies leads to increased recruitment and training costs, while also leading to loss of expertise, networks and competence, as well as potential declines in productivity, earnings and reporting.

In order to counteract increased employee turnover and improve employee retention, BayWa is initiating targeted incentive and appreciation programmes as well as better, employee-centric communication, including with regard to the restructuring measures. This involves retaining key personnel and talent, including in sales. For key employees, roles, responsibilities and the appropriateness of remuneration packages are closely monitored. In addition, regular one-on-one meetings are held with top talent to identify potential threats and build closer relationships.

In addition, the establishment of solid knowledge management and documentation of knowledge across departments, teams and employees should counteract the potential loss of expertise. Targeted talent management is also intended to facilitate succession planning.

Due to the current situation at BayWa, employees may experience increased stress and uncertainty, as well as a higher risk of burnout. This can contribute to an increase in the rate of absence due to sickness rate, leading to a further reduction in productivity and increased costs for sick leave cover. BayWa is therefore investing in health programmes to reduce sick leave.

BayWa promotes constructive dialogue between employers and employees in order to avoid labour law conflicts. Changes in working conditions could also lead to an increase in labour law conflicts. This includes changes in the world of work (optimisation of workplaces, new technologies, artificial intelligence), as well as the effects of the BayWa Group's current situation. The risks, including possible claims for damages by employees, increased trade union activity, job losses due to restructuring measures and increased scrutiny by authorities and regulatory bodies, could lead to high costs due to legal disputes or have a negative impact on the working environment. By promoting constructive dialogue between employers and employees, BayWa attempts to avoid conflicts under labour law.

Overall, personnel risks are classified as substantial.

IT risks in the IT category

The use of cutting-edge information technology (IT) is a significant risk and characterises the entire business activity of the BayWa Group. All key business processes are supported by IT and modelled using state-of-the-art software solutions. At a trading company with high numbers of employees, having work processes supported electronically is imperative. The continuous monitoring and advancement of processes mapped electronically, however, involves more than the mere implementation of new IT components. It is always accompanied by an optimisation of process workflows, as a result of which opportunities in the form of synergy and cost-savings potential can be identified and implemented. At the same time, the risk inherent in the system rises in tandem with the growing complexity and dependency on the availability and reliability of the IT systems. Power outages may disrupt IT systems and services. This can have a substantial impact on business processes in the various divisions. An IT contingency plan is being drawn up to minimise this impact. BayWa may also be exposed to material risks from cyberattacks on its IT infrastructure. External attackers regularly exploit security gaps in companies' software to collect client data or damage them in some other way. This may result in legal consequences and obligations for BayWa. One of the ways in which this risk is minimised is by standardising programming on an ongoing basis and eliminating in-house programming. However, even standardised software can also be prone to security gaps, making hacker attacks possible. For this reason, there is continuous close coordination with IT Security and Information Security with regard to software and hardware, with websites also being regularly reviewed and firewall settings and monitoring continuously being increased. Employees are given training on the subject of IT security and made aware of the potential risks. Emergency drills are also conducted by carrying out theoretical crisis scenarios.

As a globally active trading group, technical infrastructure plays an extremely important role in BayWa's operations. Accordingly, the failure of computer hardware and/or software represents a significant risk. To minimise computer system failures, BayWa maintains a cloud backup system that is tested regularly.

The material IT risk is classified as significant. The overall IT risks are classified as substantial.

Risks in the quality category

The BayWa Group, as an agricultural supplier and a global purveyor and marketer of grain, oilseed and fruit – as well as a trader of energy carriers and building materials – is confronted with a wide range of national quality and safety standards and the associated risks. In terms of quality risks, a significant individual risk is the possible contamination of traded goods, for example through genetic modification or pesticides, or the heating and sweating of grain, which can cause stored goods to ignite spontaneously. Compliance with the quality and safety requirements is guaranteed through the quality management teams of the respective business areas and segments, particularly the Cefetra Group. The Cefetra Group manages the quality risk of its agricultural products and food ingredients with quality manuals and monitoring programmes that include the appointment of quality, environmental, health and safety officers and control samples from independent laboratories in the country of origin and destination. In addition, various certifications document compliance with the relevant legal requirements. Quality losses are also covered by the companies through appropriate insurance policies.

The material quality risk is classified as significant. The overall quality risks are also classified as significant.

Risks in the organisation category

As a rule, the Cefetra Group sells goods under the terms Free On Board (FOB), Free On Truck (FOT) and Cost Insurance Freight (CIF) and regulates the transfer of risk between seller and buyer. This makes the company responsible for the logistical handling of a substantial share of its transactions. The logistics process is complex and risky for many reasons, such as different rules depending on the country, varying transportation and freight costs, fluctuating water levels and as a result of regional conflicts. To minimise these risks, shipments are monitored and tracked, and transports are rescheduled if necessary. The company also concludes insurance policies against loss of and damage to shipments and processes the reporting of premiums and claims.

The organisational risks are classified as considerable overall.

Compliance risks and opportunities

Risks in the compliance with laws and regulations category

Compliance with laws and regulations represents a risk for the Group companies. Non-compliance with regulatory requirements in various countries can have a significant impact on our business activities. Non-compliance with laws and guidelines can lead to legal sanctions, financial losses and reputational damage. Activities in the Solar Projects and Wind Projects business divisions can also expose the BayWa r.e. Group to legal action against construction and operating permits for projects. The Group's international business activities mean that its companies can also be exposed to political and legal risks to a small extent. Accordingly, legally existing claims of the Group could not be enforceable due to weak state structures or underdeveloped legal systems. These risks are continuously monitored by corresponding specialist areas of the Group. In addition, standard insurance policies are taken out, particularly in the project area. To minimise this risk, the Group has implemented comprehensive compliance programmes that include regular training, internal audits and close cooperation with legal advisers.

The risks associated with compliance with laws and regulations are classified as substantial overall.

Risks in the data protection category

As part of their business activities, the Group's companies manage and process personal data and sensitive market information in various areas. Incorrect handling or disclosure of data can result in a loss of reputation and liability risks from legal action by affected parties, as well as fines. To prevent incorrect handling, the BayWa Group has published data protection guidelines, provides mandatory data protection training for all employees and has set up a data protection hotline. In addition, it conducts regular risk analysis in its various business divisions. Cyber insurance has also been taken out to provide protection.

The data protection risks are classified as considerable overall.

Market risks and opportunities

Sales market risk in the sales market category

Since taking office, US President Donald Trump has already made several announcements that pose risks to both the project business and trade in PV components. The Trump administration prioritises oil and gas production and has clearly spoken out against electric vehicles and wind power. Regulations have halted funding for parts of the Inflation Reduction Act (IRA) and suspended permits for wind projects on federal land.

The introduction of import tariffs and their seemingly chaotic implementation have led to uncertainty across the entire solar PV and battery storage supply chains, both in terms of procurement and pricing. The challenge to IRA tax credits could jeopardise the further expansion of manufacturing capacities for solar components in the USA, as it often serves as collateral for financing investments in new production facilities. Analysts at Wood Mackenzie expect the Trump tariffs to increase the price of PV modules manufactured in the USA by up to 15% and imported modules by up to 32%. Together with the expected 30% increase in the cost of inverters for large-scale systems, these tariffs could drive up the cost of large-scale PV projects by 10%.

The USA's renewed withdrawal from the Paris Climate Agreement and the US government's focus on fossil fuels are causing additional uncertainty in the renewable energy sector. Although Democratic-led states have declared their support for renewable energy, they have little influence on the US government's trade and tariff policies. However, there are also new opportunities for renewable energy: The rapid growth of artificial intelligence and the associated demand for data centres is leading to a significant increase in electricity demand, which could ultimately be met by the expansion of renewable energies.

Low natural gas prices have prompted analytics providers to revise their electricity price expectations downwards. At the same time, higher interest rates and inflationary pressure have led them to revise their expectations for the levelised cost of energy (LCOE) upwards in many European markets. As a result, the previously expected profitability of wind and solar plants in the electricity market has deteriorated. The expected fall in inflation and the reduction in interest rates are expected to reduce the levelised cost of electricity, which, along with the increasing installation of battery storage systems, will improve the economic prospects of renewable energies.

State subsidy programmes (e.g. in Germany and France) enable attractive and bankable routes into the market. These programmes partly protect against the growing risk of price cannibalisation in photovoltaics and wind power. However, non-subsidised plants based on PPAs with industrial or commercial customers are increasingly exposed to the risk of price cannibalisation (e.g. in Spain, Germany and the Netherlands). As part of the Energy Market Intelligence (EMI) initiative at Group level, regular reports analysing and preparing the relevant market data are prepared and presented to management. Various teams within the company are working together to counteract potential risks. This includes the development of country-specific strategies, such as the promotion of hybrid technologies and the expansion of battery storage systems.

Opponents of wind power are hindering the expansion of wind energy in many countries. The main reason for this is a lack of acceptance, especially locally. The BayWa r.e. Group is continually examining opportunities to involve the local population. This is usually achieved through transparent communication and project information, as well as financial participation models.

Trading in photovoltaic components remains a cyclical business that continues to be characterised by price fluctuations. In the past year, prices for solar modules and energy storage systems have fallen sharply due to oversupply, which has led to significant devaluations. Solar module prices are currently fluctuating worldwide due to varying demand expectations. The low price level is currently leading to consolidation among suppliers, from which BayWa r.e. expects to emerge as a winner. The market will continue to be monitored on an ongoing basis in order to be prepared for possible price falls as well as a recovery in prices.

The material sales market risk is classified as significant. The overall sales market risks are classified as substantial.

Risks in the procurement category

As a trading company, the BayWa Group is active in various procurement markets worldwide in order to make the goods offered in its product portfolio available to customers. Due to the globalisation of commodity flows, there is a risk that political influences (e.g. war, sanctions) could have a negative impact on product availability, prices and logistics/transport routes. Due to its trading activities in agricultural products, the procurement of different varieties depends on the weather conditions in the respective regions as well as worldwide (pricing). In recent years, extreme weather conditions have increasingly led to extremely wet or dry growing conditions. Extreme weather conditions influence both harvest quantities and the quality of harvest yields and lead to fluctuations in the recording of agricultural products. Alternative procurement from other growing regions can have a negative impact on the margin. In extreme cases, harvests may fail, crops may be harvested late or the harvest quality may be inadequate. This means that the quantities cannot be procured and are therefore not available for sale.

Procurement risks are classified as significant.

Image risks in the image category

A significant risk at BayWa, particularly in the Construction Segment, is the strong reputation it has built up among customers and business partners over the past decades. A loss of image for BayWa could damage or destroy the trust that it has built up among customers and business partners over many years, to which the current situation and press coverage could also contribute. Damage to BayWa’s reputation could also have a direct impact on the Group’s operating business. BayWa monitors market and media coverage to identify any threats to its reputation at an early stage. To evaluate trust, BayWa conducts surveys of market participants and analyses complaint management. In addition, Quality Management and Sales have stepped up communication in both directions of the value chain, including with an advertising campaign. Further measures include an evaluation of suppliers. If a supplier no longer supplies BayWa with goods due to a loss of image, the Group will consider sourcing an alternative product.

BayWa and its subsidiaries are in the public eye with their market presence. Negative reports (press, social media) in connection with the BayWa brand, including all integrated brands, the Branded House, sub-brands and endorsed brands (medium to high independence), can damage BayWa’s image, which may lead to a change in customer behaviour. BayWa also faces a reputational risk in high-risk business areas, such as the sale of crop protection products (glyphosate). Marketing campaigns can provoke negative reactions, for example advertising that is perceived as offensive or contradictory to the company’s values, such as green-washing. There is also a risk of false information relating to the brand or the Group companies going viral.

The material image risk is classified as significant. The overall image risks are classified as substantial.

Risks in the price category

Price risk refers to the possibility that the prices of assets or commodities may change unexpectedly, which could lead to financial losses. This risk may be influenced by various factors, including market volatility, economic conditions, geopolitical events and changes in supply and demand. All of the BayWa Group’s business areas are exposed to the risk of changes in market prices. In agriculture and energy in particular, price changes can occur at very short notice and have a considerable impact on prices in the procurement market. In the products and energy sectors, in particular, prices are also determined globally via commodity futures exchanges and influenced by geopolitical factors worldwide. The risk is countered by constantly monitoring leading indicators such as the Ifo Business Climate Index, Consumer Climate Index, Purchasing Managers' Index, position management, monitoring trading limits in the grain sector and daily market observation.

The price risks are classified as substantial overall.

Risks in the customer loss category

The risk of customer loss refers to the possibility of a company losing its customers to competitors, which can lead to a decline in revenue and market share. This risk can be influenced by various factors, including insufficient customer satisfaction, poor product or service quality, price changes and intense competition. In the Global Produce business division, one subdivision is supplying only a few large customers with products. This poses the risk that a loss of customer relationships could result in a loss of a large portion of the business volume. To minimise the risk of losing customers, the company regularly takes measures such as improving customer loyalty, conducting regular customer satisfaction analysis and adapting its offerings to customers' needs. In addition, new customers are constantly being sought in order to broaden the customer base and reduce dependence on individual customers.

Overall, the risks from customer losses are classified as noticeable.

Risks in the competition category

Competitive risk refers to the risk of a company losing market share and profitability due to competition. This risk can be exacerbated by various factors, such as new market players, technological innovations, competitors' pricing strategies and changes in customer preferences. In order to minimise the competitive risk, the company continuously conducts market analysis and adapts its competitive strategies.

The competitive risks are classified as considerable overall.

Operating risks and opportunities

Risks in the sales category

Sales risk refers to the risk that a company will not be able to sell its products or services in the expected quantities, resulting in a drop in sales and financial losses. This risk will be influenced by various factors, including economic downturns, changes in consumer preferences, seasonal fluctuations and intense competition. In order to minimise sales risk, the company is constantly working on its flexible sales strategy, continuously monitoring market trends and regularly adjusting its marketing and sales activities.

The sales risks are classified as noticeable overall.

Risks in the inventory category

Inventory risk refers to the risk of a company incurring losses because it holds either too much or too little inventory. Excessive stock levels lead to increased storage costs, product obsolescence in warehouses and high capital commitment. Inventories are also subject to a price risk; there is a risk that the inventory will have to be written down to the market price. Low inventory levels can in turn lead to supply bottlenecks and missed sales opportunities. This risk may be exacerbated by factors such as inaccurate demand forecasts, supply chain disruptions and seasonal fluctuations. To counteract this, the BayWa Group has implemented an efficient inventory management system for its business divisions, carries out regular inventory analysis and develops flexible procurement strategies wherever possible. Where logistically feasible, inventories are exchanged between locations as required.

Overall, the inventory risks are classified as noticeable.

Risks in the production category

Production risks within the BayWa Group arise primarily in the Global Produce business division during the storage of fruit until it is sold. Continuous electricity is required to store harvested apples and other fruit. A power outage lasting several days would impair the quality of the goods. This would result in disruption to the companies' operational activities. In the event of a very large storage loss, operations would no longer be possible. In construction projects, high capacity utilisation by skilled trades can lead to delays in the completion of construction projects. There is also a risk of rising prices in the building materials sector, which would lead to higher construction costs and lower project income.

Production risks are classified as noticeable overall.

Project risk in the project category

Unscheduled delays may occur in the renewable energies project business, particularly as a result of lengthy procedures and possible legal disputes in relation to approval of these installations. These delays may have negative effects on cost-effective and timely project handling and on the amount of revenues from the generation of power in the IPP business division.

A significant individual risk exists in the construction of a photovoltaic (PV) installation project. Significant delays have led to a potential breach of the EPC contract, which could result in termination and financial claims by the customer. As a countermeasure, a new project team and a steering committee have been established to work out a new scope and schedule with the customer. A provision of almost half the contract value has been recognised. There is also a residual risk that the damage could be higher than assumed in the baseline scenario. This risk is considered to be moderate.

The main project risk is classified as significant. Project risks are classified as substantial overall.

Risk in the product quality category

Due to the large number of items, in individual cases customers may be supplied with incorrect goods, goods of inadequate quality or with incorrect advice. A significant individual risk arose in a specific case in which a manufacturer of a particular brand of tractor registered a complaint regarding hydraulic oil supplied. The oil supplied can cause defects in vehicles and incur cleaning, recall and repair costs. The number of potentially affected vehicles was reduced in the reporting year. From BayWa’s perspective, there are various liability scenarios, although proportionate causation of damage by all parties involved and thus equal liability seems plausible. In order to avoid supplying customers with incorrect goods and insufficient quality, and prevent any resulting customer complaints, BayWa conducts mandatory training courses with training documents. Any damage that does occur is covered by liability insurance.

Product quality risks are classified as noticeable overall.

Risks in the claims category

The risk of a claim is linked to BayWa’s insurance cover. The company may suffer financial losses because it is either inadequately insured or not insured at all. Failure to obtain insurance cover can result in significant financial burdens, especially in case of unforeseen events such as natural disasters, accidents or liability claims. Without adequate insurance cover, the company must bear all costs and losses itself, which can significantly jeopardise its financial stability and liquidity. In order to minimise insurance risk, the company carries out a comprehensive risk assessment, takes out suitable insurance policies and regularly reviews its insurance requirements. In addition, it holds regular discussions with the risk owners of individual divisions to verify whether recognised risks are adequately covered.

Claim risks are classified as considerable overall.

Risks in the environmental impact category

Environmental influences pose a significant risk for an agricultural trading group specialising in the trade of agricultural products. Extreme weather events such as droughts, floods and storms can drastically reduce crop yields and affect the quality of produce. Climate change and unpredictable weather conditions can also affect crop cycles and the availability of raw materials. These factors lead to price fluctuations and can disrupt supply chains. The risk from environmental influences is countered by closely monitoring media coverage, analysing official harvest estimates and positioning based on the information analysed. Regular dialogue between the dealers in the Group and those responsible for the business divisions is intended to help improve the assessment of expected environmental impacts. In fruit cultivation, physical protection measures are installed to protect fruit from hail or heavy rain.

The risks from environmental influences are classified as significant overall.

Legal risks

Risks in the liability and insurance category

Group companies are and will continue to be faced with legal disputes and court proceedings in relation to their operating business activities. Such disputes and proceedings, whether on the plaintiff or defendant side, can relate to the assertion of claims based on services and deliveries that are not up to standard, warranties or guarantees that have been given, payment disputes or breaches of regulatory or tax requirements. This may lead, among other things, to individual Group companies having to effect a cure or pay damages or financial penalties or facing other civil sanctions.

The risks from liability and insurance are classified as noticable overall.

Risks in the legislative changes category

Changes in agricultural policy, including subsidies, new governments, new EU regulations, trade barriers or export bans can all have a direct impact on BayWa’s business. The Cefetra Group is also exposed to risks from changes to agricultural policy. The measures are outlined in an annual strategy paper. The legal department monitors these developments very closely. The goal is to ensure compliance with laws and regulations. As far as possible, contracts for purchase and sale are concluded on the same contractual terms (in terms of delivery conditions and quality characteristics) and from the same countries of origin of the agricultural products. Contractual wording to mitigate the risk for the Cefetra Group concerning import and export duties or import and export bans is also included whenever possible. This wording is based on ongoing active information searches and a thorough overall market observation.

Risks arising from changes in legislation are classified as significant overall.

Risks in the legal violations category

Differences in the legal interpretation of statutory regulations can lead to significant additional demands for taxes and social security contributions, as well as for severely disabled persons’ contributions, contributions to the artists’ social security fund or even employers' liability insurance contributions. The consequence of a different legal interpretation would be an incorrect calculation and payment of wage tax and social security contributions. Such violations can lead to additional claims from social security providers, fines and interest. In order to minimise these risks, BayWa conducts regular internal audits to ensure compliance with legal requirements. In addition, payroll accounting employees receive ongoing training and monitor current changes in legislation. The use of specialised payroll accounting software helps to avoid errors and increase the accuracy of payroll accounting.

Overall, the risks from legal violations are classified as noticeable.

Risks in the contract category

Contract risks relate to potential financial losses and legal consequences that may result from existing or future contracts. These risks can arise from various factors, such as unclear contractual terms, non-fulfilment of contractual obligations by business partners or changes to the legal framework.

Contract risks are classified as significant overall.

Strategic risks and opportunities

Risks in the innovation and technology category

Changes in demand behaviour resulting from new technological and social trends may lead to lasting changes in demand for BayWa’s product portfolio. For example, new technologies may lead to less demand for the products sold by BayWa and make them unnecessary in the long term. At the same time, the economic and technical risks increase when entering new business areas if the legal framework changes, making it more difficult to sell new products. To minimise risk, market observations are carried out on an ongoing basis and official announcements from authorities and associations regarding product developments are monitored. This leads to corresponding adjustments in planning and modified strategies.

Risks from innovation and technology are classified as considerable overall.

Risks in the investment category

Investment risks arise from incorrect planning or planning assumptions for cost-intensive projects such as petrol stations/petrol depots, construction projects or locations. The market and competitors are constantly monitored and the development of interesting regions is analysed in order to avoid poor investment decisions. Furthermore, investments are only made after detailed profitability analysis and after review by multiple department (segment, Corporate Controlling, Real Estate department) and approval by the Board of Management.

Risks from investments are classified as noticeable overall.

Market development risk in the market development category

A downturn in the construction industry resulting from corrections in subsidy programmes, volatile mortgage interest rates, rising inflation or high energy costs poses the risk of declining construction activity and thus falling revenue from building materials for BayWa. In addition, price wars with competitors can adversely affect business development. BayWa counters this risk by adjusting its marketing strategies and its cost and credit management, as well as through a value-based medium-term sensitivity analysis of the sector using specific material factors.

The main market development risk is classified as significant. Risks arising from market developments are also classified as significant overall.

Risks in the corporate strategy category

Risks from corporate strategy arise when strategic decisions do not deliver the desired results or have unexpected negative effects. These include misjudgements of the market, wrong investment decisions, insufficient innovative capacity and a lack of adaptation to changing market conditions. These risks can lead to financial losses, loss of market share and a weakened competitive position. As part of the restructuring report, comprehensive market analysis was carried out and the strategy for the coming years defined. This is regularly reviewed and flexibly adjusted if framework conditions or markets change. There are also plans to improve the risk management system so that potential risks can be identified at an early stage and suitable countermeasures can be derived and implemented.

Risks from market development are classified as noticeable overall.

Overall assessment of the opportunity and risk situation by Group management

The 2024 financial year marked a turning point for the BayWa Group. After many years of expansion and investment, several factors led to BayWa AG facing a liquidity crisis in July 2024, whereupon comprehensive reorganisation measures were initiated. This development led BayWa AG to commission a restructuring opinion in accordance with the core requirements of IDW S 6 in the second half of 2024. There were also changes to the Board of Management and negotiations on a restructuring agreement with the two anchor shareholders, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, and the creditor banks. The final restructuring opinion was submitted on 30 June 2025 and serves as the basis for the operational restructuring. The restructuring agreement was also concluded and became legally binding on 30 June 2025. The extension of the financing with the existing financial creditors as part of the restructuring loan agreement, which consolidates all existing loans under standardised conditions in the form of a large loan and represents the BayWa Group's main financing until the end of the restructuring period, i.e. until the end of 2028, was also concluded on 30 June 2025.

The final restructuring opinion concludes that the company is highly likely to be restructured and can restore its operational competitiveness and profitability in the medium term. The opinion includes far-reaching measures in various areas and at various levels of the Group. The multi-year restructuring process aims to stabilise BayWa's finances, reduce debt significantly and ensure the strategic development of the BayWa Group. A prerequisite for successful restructuring is the implementation of key measures to reduce debt, cut costs and increase profitability. This will be achieved in particular through organisational streamlining and the implementation of numerous operational cost-saving measures at BayWa. Some of the measures in the restructuring concept are already being implemented and should be completed by the end of 2028. Further information can be found in the section "Remarks on the BayWa Group's restructuring situation" and under "Corporate goals and strategy" in the "Background of the Group" section in the Consolidated Management Report in these Consolidated Financial Statements.

In addition to external risks that can only be influenced to a limited extent or not at all – in particular geopolitical tensions and macroeconomic developments – there is an internal risk that key measures of the initiated restructuring concept, in particular to reduce debt, cut costs and sustainably improve earnings, cannot be implemented within the planned time frame or in the planned form.

Against this backdrop, the current overall assessment of the opportunity and risk situation shows that in the event of several significant individual risks materialising at the same time or in the event of unexpected delays or deviations in the implementation of restructuring measures – for example in connection with planned divestments, site closures or staff reductions – a threat to the company's continued existence cannot be ruled out. For the duration of the restructuring, a financial risk remains that could jeopardise the continued existence of BayWa AG and its subsidiaries and their ability to continue as a going concern pursuant to Section 322 para. 2 sentence 3 of the German Commercial Code (HGB). Against this background, there is material uncertainty in connection with events or circumstances that could cast significant doubt on the Group's ability to continue as a going concern. The Group may therefore not be in a position to realise its assets and settle its liabilities in the ordinary course of business.

The overall assessment has therefore changed for the worse compared to the previous year and the statements in the BayWa Consolidated Financial Statements 2023.

Key features of the internal control and risk management system

****** Beginning of the unaudited text ******

The BayWa Group's internal control system (ICS) comprises all of the principles, procedures and measures that are used to manage and monitor the company's activities. The rules enshrined in the ICS are set out in a range of statements, policies, operating procedures and process descriptions.

Firstly, clearly defined responsibilities are ensured by delineating areas of responsibility and assigning distinct roles. Secondly, there is a separation of functions, which prevents potential conflicts of interest. The binding targets and behaviours to which the BayWa Group has committed itself across the Group in its corporate policy and Code of Conduct apply to individuals' actions in relation to corporate values, as well as to fair and conscientious behaviour vis-à-vis suppliers, customers and co-workers. BayWa also introduced a Supplier Code of Conduct in 2022.

Based on this, the respective business units and segments define a suitable framework of processes and rules for their individual business activities, which – depending on the business unit or segment – may differ from one another due to different systems or workflows for the activity handled in the respective process. However, some risks occur throughout the Group. To this end, Group functions that result in Group-wide standards for their respective areas in keeping with a "second line" approach and help to support and monitor their implementation have been set up.

BayWa's compliance management system is a further component of the ICS and spans areas such as upholding human rights, preventing corruption, antitrust law, money laundering prevention, customs and export, and data protection. The Code of Conduct, which applies across the Group, is the centrepiece of this system and is complemented by additional policies that lay down more detailed requirements, such as the Compliance Guidelines. In addition to compliance training, risk analyses and compliance checks are performed on a continuous basis, either in person or using IT. BayWa also operates an IT-based screening system for sanctions and terrorism lists for all customers and suppliers.

Key business processes are regularly supported by IT solutions. Where applicable, the existing set of integrated application and IT-based controls is applied. Manual controls are also employed. BayWa operates a data protection and information security management system, as part of which policies are maintained and training is provided. A cyber insurance policy has also been concluded for the BayWa Group.

For example, BayWa has established a sustainability organisation as a dedicated function within the Group. The Board of Management of BayWa bears overall responsibility in this regard. The Corporate Sustainability Division reports directly to the Board of Management, constantly develops the topic in line with stakeholder and shareholder requirements and is responsible for implementing the sustainability strategy.

With regard to the business processes, the relevant process owners are responsible for ensuring that the controls in place are effective. Across the Group, and the relevant second line is responsible for doing so. They define the processes and controls for the management of risks. As an independent third line, Corporate Audit audits business processes as well as IT support on the basis of risk assessments and makes recommendations on how to improve the effectiveness and efficiency of the processes and controls. The action plans drawn up as a result are implemented by the first and second lines and monitored by Corporate Audit.

The Supervisory Board supervises the management of the company by the Board of Management. The Audit Committee supervises the accounting process, the annual audit and the effectiveness of the internal control, risk management and audit system, as well as the internal procedures for related party transactions.

Since the internal control system and the risk management system are subject to continuous change as a result of changes to the business model and responsibilities, to name two examples, the audits repeatedly reveal potential for improvement both in terms of the appropriateness (lack of suitable controls) and effectiveness (inadequate implementation) of controls. Further potential for improvement may also arise from compliance incidents. The implementation of the potential for improvement is monitored.

BayWa's comprehensive risk management system records and monitors both the development of the Group and any existing weak points on an ongoing basis. The risk management system covers all divisions and is included as a key component of reporting. One of the main tasks of risk management is to identify and contain risks that could endanger the company as a going concern. Within the Opportunity and Risk Report, BayWa's risk management system is described in detail in the sections entitled "Principles of opportunity and risk management", "Structure of opportunity and risk management within the BayWa Group" and "Risk management process within the BayWa Group".

Against the backdrop of the dynamically developing business situation, which led to an unexpected debt and liquidity crisis in the second quarter of 2024, the Executive Board determined that there was a need for improvement in some areas with regard to the effectiveness of the risk management system. This situation has placed additional demands on risk management. BayWa has already taken additional and compensatory measures by commissioning the restructuring report in July 2024. In the immediate aftermath of BayWa's unexpected liquidity situation in mid-2024, the Board of Management also commissioned an auditing firm to analyse the company's liquidity and interest rate risk management. Based on the results of this analysis and other internal monitoring measures, the Board of Management identified approaches for further developing the internal control system and the risk management system. The first measures were implemented in 2024. In addition, further measures were initiated and will be implemented in the course of the 2025 financial year.

At the time of preparing this report, the Board of Management had no indications that the risk management system as a whole was inadequate or ineffective with regard to the other aspects of risk management. Nevertheless, the inherent limitations of any control and risk management system must be taken into account.

Even a system that is assessed as appropriate and effective cannot guarantee, for example, that all risks that occur will be identified in advance or that risks identified in advance will not materialise.

****** End of the unaudited text ******

Internal control system and risk management system in relation to the Group accounting process

The internal control system (ICS), which monitors accounting processes, is a key component of opportunity and risk management. The BayWa Group has set up an internal control system in accordance with the legal standards, the functionality of which is monitored by Internal Audit. External specialists are regularly consulted to perform benchmark analyses and certifications and to introduce optimisation measures. The consolidated financial statements are drawn up through a centralised process. Compliance with legal provisions and regulations pertaining to the Articles of Association during this process is guaranteed by the corresponding accounting standards. The Corporate Accounting department acts as a direct point of contact for the managers and employees in accounting at the subsidiaries in matters pertaining to reporting and the annual and interim financial statements. Corporate Accounting prepares the consolidated financial statements pursuant to IFRS.

A control system which monitors the accounting process is designed to ensure the complete and timely capturing of all business transactions in accordance with the statutory provisions and the regulations laid down under the Articles of Association. Moreover, it serves to guarantee that stocktaking is duly and properly performed and that assets and debt are recognised, valued and disclosed appropriately. The control system uses both automatic and manual control mechanisms to ensure the regularity and reliability of accounting.

All subsidiaries included in this process are obliged to submit their figures on an IFRS basis in a standardised reporting form to BayWa. This allows for the prompt identification of deviations from planned targets with the opportunity to respond quickly.

Remuneration Report

The Remuneration Report is published as a separate document and made permanently accessible on the company's website at https://www.baywa.com/en/downloadcenter#/?categories=verguetungsbericht. It does not form part of the Consolidated Management Report.

Takeover-relevant Information – Reporting pursuant to Section 315a German Commercial Code (HGB)

Composition of subscribed capital

As at the reporting date, BayWa AG's subscribed capital amounted to €92,497,210.88 (previous year: €92,497,210.88) and was divided into 36,131,723 ordinary registered shares (previous year: 36,131,723) with an arithmetical portion in the share capital of €2.56 per share. Of the issued no-par value shares, 34,888,472 are registered shares with restricted transferability (previous year: 34,619,138). No employee shares with dividend entitlement from 1 January of the following year were issued in the 2024 financial year. There were therefore no new registered shares with restricted transferability as at 31 December 2024 (previous year: 269,334). A total of 1,243,251 shares are registered shares not subject to restricted transferability (2022: 1,243,251). With regard to the rights and obligations granted by the shares (e.g. the right to a portion of the unappropriated retained earnings or to participate in the Annual General Meeting), reference is made to the provisions laid down under the German Stock Corporation Act (AktG). There are no special rights or preferences.

Restrictions on voting rights and the transfer of shares

Pursuant to Section 68 para. 2 of the German Stock Corporation Act (AktG), in conjunction with Article 6 of the Articles of Association of BayWa AG, the purchase of shares with restricted transferability by individuals and legal entities under civil and public law requires the approval of the Board of Management of BayWa AG. BayWa AG holds a small portfolio of registered shares (19,500 units), which, pursuant to Section 71b of the German Stock Corporation Act (AktG), do not carry voting rights as long as they are in BayWa AG's possession. There are no other restrictions that relate to the voting rights or the transfer of shares.

Group companies with over 10% of voting rights

At the end of the reporting period, the following shareholders held stakes in the capital that exceeded 10% of the voting rights:
- Bayerische Raiffeisen-Beteiligungs Aktiengesellschaft, Beilngries, Germany
- Raiffeisen Agrar Invest AG, Vienna, Austria

Legal requirements and provisions of the Articles of Association on the appointment or dismissal of members of the Board of Management as well as on amendments to the Articles of Association

Supplemental to Sections 84 et seq. of the German Stock Corporation Act (AktG), Article 9 of the Articles of Association of BayWa AG on the appointment or dismissal of members of the Board of Management also requires members of the Board of Management to be appointed by the Supervisory Board. Members of the Board of Management are appointed for a maximum term of five years, and reappointment is permitted. The Supervisory Board appoints the Chairman of the Board of Management.

Pursuant to Section 179 of the German Stock Corporation Act (AktG) in conjunction with Article 21 of the Articles of Association of BayWa AG, amendments to the Articles of Association are always passed by the Annual General Meeting.

Authorisation of the Board of Management relating in particular to the option of issuing or buying back shares

Subject to the approval of the Supervisory Board, the Board of Management is authorised to raise the share capital one or several times on or before 5 June 2028 by up to a nominal amount of €10,000,000 through the issuance of new registered shares with restricted transferability against contributions in kind. Shareholders' subscription rights are excluded. Subject to the approval of the Supervisory Board, the Board of Management is authorised to determine the further content of share rights and conditions under which the shares are to be issued (authorised capital in 2023). The Supervisory Board is authorised to amend the Articles of Association accordingly in line with the scope of the capital increase from authorised capital in 2023 or following the deadline for the use of authorised capital in 2023.

Subject to the approval of the Supervisory Board, the Board of Management is authorised to raise the share capital one or several times on or before 10 May 2026 by up to a nominal amount of €12,500,000 through the issuance of new registered shares with restricted transferability against contributions in kind. The authorisation can be used in partial amounts. Shareholders' subscription rights are excluded. Subject to the approval of the Supervisory Board, the Board of Management is authorised to determine the further content of share rights and conditions under which the shares are to be issued (authorised capital in 2021). The Supervisory Board is authorised to amend the Articles of Association accordingly in line with the scope of the capital increase from authorised capital in 2021 or following the deadline for the use of authorised capital in 2021.

Subject to the approval by the Supervisory Board, the Board of Management is authorised to raise the share capital one or several times on or before 25 May 2025 by up to a nominal amount of €2,817,187.84 through the issuance of new registered shares with restricted transferability against cash contribution to the employees of BayWa AG and of affiliated companies within the meaning of Sections 15 et seq. of the German Stock Corporation Act (AktG). Shareholders' subscription rights are excluded. Subject to the approval of the Supervisory Board, the Board of Management is authorised to determine the further content of share rights and conditions under which the shares are to be issued (authorised capital in 2020).

The Board of Management has not been further authorised by the Annual General Meeting to buy back shares. There are no agreements within the meaning of Section 315a para. 1 items 8 and 9 of the German Commercial Code (HGB).

Munich, 7 July 2025

BayWa Aktiengesellschaft

The Board of Management
Dr. Frank Hiller
Michael Baur
Prof. Dr. Matthias J. Rapp
Dr. Marlen Wienert

Consolidated Financial Statements of BayWa AG for the Financial Year 2024

Consolidated Balance Sheet

Assets

In € million	Note	**31/12/2024**	31/12/2023
Non-current assets			
Intangible assets	C.1	259.6	529.8
Property, plant and equipment	C.2	2,898.5	3,439.1
Participating interests recognised at equity	C.3	132.5	315.4
Investments	C.3	92.9	248.4
Investment property	C.4	18.8	37.1
Income tax assets	C.5	8.8	8.5
Assets from derivatives	C.9	35.1	61.1
Other receivables and other assets	C.6	40.2	95.7
Other non-financial assets	C.6	10.4	8.1
Deferred tax assets	D.8	246.3	174.4
		3,743.1	**4,917.6**
Current assets			
Securities	C.3	0.1	1.0
Inventories	C.7	2,918.4	4,323.5
Biological assets	C.8	19.6	16.2
Income tax assets	C.5	43.4	69.2
Assets from derivatives	C.9	190.0	285.3
Other receivables and other assets	C.6	1,536.6	2,204.8
Other non-financial assets	C.6	340.9	464.5
Cash and cash equivalents		354.6	233.3
		5,403.6	**7,597.8**
Non-current assets held for sale/discontinued operations	C.10	**1,705.7**	**3.3**
Total assets		**10,852.4**	**12,518.7**

Shareholders' equity and liabilities

In € million	Note	31/12/2024	31/12/2023
Equity	C.11		
Subscribed capital		92.5	92.5
Capital reserve		146.7	146.7
Hybrid capital		99.3	99.3
Revenue reserves		525.0	662.4
Other reserves		- 1,127.4	- 124.2
Equity net of minority interest		**- 263.9**	**876.7**
Minority interest		299.2	836.3
		35.3	**1,713.0**
Non-current liabilities			
Pension provisions	C.12	483.8	551.3
Other non-current provisions	C.13	59.7	92.0
Long-term debt	C.14	1,136.3	3,030.8
Lease liabilities	C.15	915.4	972.3
Trade payables and liabilities from inter-group business relationships	C.16	0.1	4.0
Income tax liabilities	C.17	0.3	0.2
Liabilities from derivatives	C.18	59.7	56.7
Other financial liabilities	C.19	25.3	30.0
Other non-financial liabilities	C.19	173.7	182.5
Deferred tax liabilities	D.8	189.7	129.6
		3,044.0	**5,049.4**
Current liabilities			
Pension provisions	C.12	31.0	33.0
Other current provisions	C.13	404.0	436.1
Short-term debt	C.14	3,568.5	2,393.2
Lease liabilities	C.15	91.5	90.8
Trade payables and liabilities from inter-group business relationships	C.16	1,109.7	1,583.0
Income tax liabilities	C.17	52.9	100.0
Liabilities from derivatives	C.18	235.4	222.8
Other financial liabilities	C.19	474.8	235.4
Other non-financial liabilities	C.19	545.0	662.0
		6,512.8	**5,756.3**
Liabilities from discontinued operations	**C.10**	**1,260.3**	**0.0**
Total shareholders' equity and liabilities		**10,852.4**	**12,518.7**

Consolidated Income Statement

Continued operations

In € million	Note	2024	2023
Revenues	D.1	**21,153.1**	**23,948.2**
Inventory changes		23.5	157.1
Other own work capitalised		28.6	43.1
Other operating income	D.2	447.9	411.7
Cost of material	D.3	- 18,934.9	- 21,286.9
Gross profit		**2,718.2**	**3,273.2**
Personnel expenses	D.4	- 1,617.0	- 1,605.3
Depreciation/amortisation and impairment		- 922.3	- 283.3
Other operating expenses	D.5	- 1,217.0	- 1,095.9
Result of operating activities		**- 1,038.1**	**288.8**
Income from participating interests recognised at equity	D.6	- 30.7	11.9
Other income from shareholdings	D.6	- 16.0	3.3
Interest income	D.7	25.0	20.3
Interest expenses	D.7	- 510.8	- 362.0
Financial result		**- 532.5**	**- 326.5**
Earnings before tax (EBT)		**- 1,570.6**	**- 37.7**
Income tax	D.8	- 33.5	- 55.7
Consolidated net loss for the year		- 1,604.1	- 93.4
thereof: due to minority interest	D.9	- 449.0	4.7
thereof: due to shareholders of the parent company		- 1,155.2	- 98.1
Basic earnings per share (in €)	D.10	**- 32.15**	**- 2.84**
Diluted earnings per share (in €)	D.10	**- 32.15**	**- 2.84**

Consolidated Statement of Comprehensive Income – Transition

In € million	**2024**	2023
Consolidated net loss for the year	**- 1,604.1**	**- 93.4**
Other income from participating interests recognised at equity that is not reclassified retroactively to profit and loss	- 0.1	0.1
Reclassification of measurement effects recognised in OCI to revenue reserves (without recycling)	0.6	0.0
Net gain/loss from other current financial assets attributed to the fair value through other comprehensive income category (OCI option – without recycling)	2.3	7.8
Actuarial gains/losses from pension and severance pay obligations	25.9	- 47.9
Sum of items not subsequently reclassified in the income statement	**28.7**	**- 40.0**
Other income from participating interests recognised at equity	0.0	0.0
Reclassifications to the income statement due to the disposal of participating interests recognised at equity	0.0	0.0
Differences from currency translation	- 15.6	- 1.8
Reclassifications of differences from currency translation in the income statement	- 0.2	- 0.7
Cash flow hedges	- 57.5	400.5
Reclassifications of net gains/losses from cash flow hedges to the income statement	12.1	- 483.5
Sum of items subsequently reclassified in the income statement	**- 61.3**	**- 85.6**
Gains and losses recognised directly in equity	**- 32.6**	**- 125.6**
thereof: due to minority interest	- 19.4	- 32.4
thereof: due to shareholders of the parent company	- 13.1	- 93.2
Consolidated total result for the period	**- 1,636.7**	**- 219.1**
thereof: due to minority interest	- 468.4	- 27.7
thereof: due to shareholders of the parent company	- 1,168.3	- 191.3

Consolidated Cash Flow Statement

Note E.1

In € million	2024	2023
Consolidated net loss for the year	**- 1,604.1**	**- 93.4**
Income tax expenses	33.5	55.7
Financial result	445.5	339.6
Write-downs/impairments and write-ups of non-current assets		
Intangible assets	267.1	36.5
Property, plant and equipment	651.9	245.6
Investments	143.2	- 2.4
Investment property	0.9	0.9
Other non-cash related expenses/income		
Expenses relating to share-based payment through profit and loss	0.0	3.7
Other	13.9	- 9.9
Increase/decrease in non-current provisions	- 54.5	- 37.2
Cash effective expenses/income from special items		
Gain/loss from the disposal of investments	0.2	0.0
Income tax paid	- 58.6	- 99.9
Other financial result	0.0	0.0
Cash earnings	**- 161.1**	**439.2**
Increase/decrease in current and medium-term provisions	22.9	- 64.1
Gain/loss from asset disposals	- 13.7	- 16.9
Increase/decrease in inventories, trade receivables and other assets not allocable to investing or financing activities	1,358.3	444.9
Increase/decrease in trade payables and other liabilities not allocable to investing or financing activities	- 264.9	- 348.2
Cash flow from operating activities	**941.5**	**455.0**
Outgoing payments for company acquisitions (see Note B.2 of the Notes to the Consolidated Financial Statements)	- 5.5	- 43.9
Incoming payments from the divestiture of companies	4.6	83.2
Incoming payments from the disposal of intangible assets; property, plant and equipment and investment property	127.6	103.0
Outgoing payments for investments in intangible assets; property, plant and equipment and investment property	- 601.2	- 541.6
Incoming payments from the disposal of investments	133.6	4.3
Outgoing payments for investment in investments	- 39.8	- 20.6
Incoming payments from lease receivables	5.0	5.4
Interest received	23.0	26.0
Dividends received and other income assumed	0.7	5.4
thereof: dividends from participating interests in joint ventures and associated companies recognised at equity	1.7	5.8
thereof: other income from holdings	- 1.0	- 0.4
Cash flow from investment activities	**- 352.0**	**- 378.7**

In € million	2024	2023
Incoming payments from equity contributions	0.7	29.7
Outgoing payments to (minority) shareholders of subsidiaries	- 0.2	- 30.4
Dividend payments	- 20.4	- 87.2
Incoming/outgoing payment hybrid capital	0.0	99.0
Incoming payments from borrowing of (financing) loans	921.5	1,003.7
Outgoing payments from redemption of (financing) loans	- 738.2	- 645.9
Outgoing payments for lease liabilities	- 114.1	- 94.8
Interest paid	- 485.2	- 335.2
Cash flow from financing activities	**- 436.0**	**- 61.0**
Payment-related changes in cash and cash equivalents	153.6	15.3
Cash and cash equivalents at the start of the period	233.3	221.8
Inflow/outflow of funds due to changes in the group of consolidated companies and in exchange rates	2.2	- 3.8
Cash and cash equivalents at the end of the period	**389.1**	**233.3**
thereof: cash and cash equivalents of disposal groups classified as IFRS 5	34.5	0.0
		0.0
Outgoing payments for company acquisitions included in the cash flow from investing activities		
Purchase price of company acquisitions	- 2.6	- 30.7
Purchase prices paid in the financial year (including contingent purchase price components from company acquisitions in previous years)	- 6.1	- 48.8
Cash and cash equivalents assumed from company activities	0.6	4.9
Net cash flow from the acquisition of companies	- 5.5	- 43.9

Please see Note B.2 of the Notes to the Consolidated Financial Statements for details on the assets and liabilities of the subsidiaries and/or business entities over which control is obtained or lost, summarised by each major category. Income from the divestiture of companies includes the purchase prices for the shares themselves, as well as any incoming payments from the repayment of internal loans by the acquirer. As one of the primary business purposes in the Renewable Energies Segment is the disposal of project companies once a project has been completed, outgoing payments for the addition and incoming payments from the disposal of project companies to or from the group of consolidated companies are allocated to cash flow from operating activities and not cash flow from investing activities.

Consolidated Statement of Changes in Equity

Note C.11

In € million	Subscribed capital	Capital reserve
As at 01/01/2023	**91.8**	**138.2**
Differences resulting from changes in the group of consolidated companies and other effects	0.0	0.0
Capital increase	0.0	0.0
Capital increase against cash contribution/share-based payments	0.7	8.5
Repayment of hybrid capital	0.0	0.0
Change in other current financial assets measured at fair value through other comprehensive income (FVTOCI option) and income from participating interests included under the equity method	0.0	0.0
Change in actuarial gains/losses from pension and severance pay obligations	0.0	0.0
Dividend distribution	0.0	0.0
Differences from currency translation	0.0	0.0
Cash flow hedges	0.0	0.0
Hybrid capital dividends	0.0	0.0
Transfer to/withdrawal from revenue reserve	0.0	0.0
Consolidated net loss for the year	0.0	0.0
As at 31/12/2023	**92.5**	**146.7**
As at 01/01/2024	**92.5**	**146.7**
Differences resulting from changes in the group of consolidated companies and other effects	0.0	0.0
Capital increase	0.0	0.0
Capital increase against cash contribution/share-based payments	0.0	0.0
Hybrid capital	0.0	0.0
Change in other current financial assets measured at fair value through other comprehensive income (FVTOCI option) and income from participating interests included under the equity method	0.0	0.0
Change in actuarial gains/losses from pension and severance pay obligations	0.0	0.0
Dividend distribution	0.0	0.0
Differences from currency translation	0.0	0.0
Cash flow hedges	0.0	0.0
Hybrid capital dividends	0.0	0.0
Transfer to/withdrawal from revenue reserve	0.0	0.0
Consolidated net loss for the year	0.0	0.0
As at 31/12/2024	**92.5**	**146.7**

	Hybrid capital	Valuation reserve	Other revenue reserves	Other reserves	Equity net of minority interest	Minority interest	Equity
	0.0	**63.7**	**672.2**	**33.8**	**999.7**	**909.3**	**1,909.0**
	0.0	- 0.2	6.5	- 3.6	2.7	- 21.8	- 19.2
	0.0	0.0	0.0	0.0	0.0	0.0	0.0
	0.0	0.0	0.0	0.0	9.2	21.0	30.2
	99.3	0.0	0.0	0.0	99.3	0.0	99.3
	0.0	3.7	0.0	0.0	3.7	4.2	7.9
	0.0	0.0	- 46.8	0.0	- 46.8	- 1.1	- 47.9
	0.0	0.0	0.0	- 42.8	- 42.8	- 44.5	- 87.2
	0.0	0.0	0.0	- 5.2	- 5.2	2.6	- 2.6
	0.0	- 44.9	0.0	0.0	- 44.9	- 38.1	- 83.0
	0.0	0.0	0.0	0.0	0.0	0.0	0.0
	0.0	0.0	8.3	- 8.3	0.0	0.0	0.0
	0.0	0.0	0.0	- 98.1	- 98.1	4.7	- 93.4
	99.3	**22.2**	**640.2**	**- 124.2**	**876.7**	**836.3**	**1,713.0**
	99.3	**22.2**	**640.2**	**- 124.2**	**876.7**	**836.3**	**1,713.0**
	0.0	0.1	- 6.4	40.5	34.1	- 29.2	4.9
	0.0	0.0	0.0	0.0	0.0	0.0	0.0
	0.0	0.0	0.0	0.0	0.0	0.7	0.7
	0.0	0.0	0.0	0.0	0.0	0.0	0.0
	0.0	1.5	0.0	0.0	1.5	1.5	2.9
	0.0	0.0	25.1	0.0	25.1	0.8	25.9
	0.0	0.0	0.0	0.0	0.0	- 40.2	- 40.2
	0.0	0.0	0.0	- 9.6	- 9.6	- 6.2	- 15.8
	0.0	- 29.9	0.0	0.0	- 29.9	- 15.5	- 45.5
	0.0	0.0	0.0	- 6.5	- 6.5	0.0	- 6.5
	0.0	0.0	- 127.6	127.6	0.0	0.0	0.0
	0.0	0.0	0.0	- 1,155.2	- 1,155.2	- 449.0	- 1,604.1
	99.3	**- 6.2**	**531.2**	**- 1,127.4**	**- 263.9**	**299.2**	**35.3**

Notes to the Consolidated Financial Statements [1]

Preliminary remarks

Reorganisation of the BayWa Group

The 2024 financial year marked a turning point for the BayWa Group. After many years of expansion, several factors led to BayWa AG encountering a liquidity crisis in July 2024, whereupon comprehensive reorganisation measures were initiated.

The causes of the crisis faced by the BayWa Group were manifold and included the following factors:
- a high level of debt with significantly increased financing costs;
- operational challenges, particularly also in the management of working capital and supply chains; and
- a weak global economy, with Germany also particularly affected, and adverse developments in the construction and energy markets.

Due to its business model, the BayWa Group has been and continues to be financed to a large extent by borrowing. Since the end of 2022, the rise in interest rates has led to significantly higher financing costs. A large proportion of BayWa loans depend on the Euribor reference interest rate, meaning that any fluctuations or increases in this rate will directly lead to higher interest charges. In addition, the economic environment in the three business units agriculture, energy and construction deteriorated, but particularly in the Renewable Energies Segment, which had a negative impact on operating business development and weakened the Group's financial strength. Although a sustainable corporate bond (green bond) comprising a volume of €500 million was repaid by its maturity date on 26 June 2024, the company was unable to issue a new bond to at least partially replace it. Partial refinancing totalling €300 million was implemented via bilateral credit lines. As a result of the tense financial position, BayWa AG recorded unexpectedly high outflows from its own commercial paper programme, which has been in place for many years, with corresponding effects on the liquidity position of BayWa AG and the Group.

In summary, the BayWa Group generated insufficient operating profit while carrying excessive debt and incurring excessive interest and redemption charges as a result. The causes and impacts of the crisis within the various Group divisions and sub-groups have been and continue to be very different. While the Global Produce and Cefetra Group Segments, as well as the Austrian sub-group headed by RWA AG, have been less severely affected, the causes and effects of the crisis are much more pronounced within the Renewable Energies Segment, with BayWa r.e. AG as the sub-group parent company, or at BayWa AG itself and at the remaining Group companies that can be combined into a BayWa AG sub-group.

These developments led BayWa AG to commission a reorganisation opinion in the second half of 2024 in accordance with the provisions of the ruling by the Federal Court of Justice (BGH) and on the basis of the requirements of IDW S 6, regarding changes in the Board of Management and negotiations on a reorganisation agreement with the two principal shareholders, Bayerische Raiffeisen-Beteiligungs-AG Beilngries, Germany, and Raiffeisen Agrar Invest AG, Vienna, Austria, and the financial creditors.

Against this backdrop, BayWa AG has intensified its out-of-court reorganisation efforts since July 2024. In addition to measures to secure liquidity in the short term (e.g. through the sale of Group companies), BayWa AG entered into negotiations with the principal shareholders on the short-term provision of shareholder contributions. At the same time, negotiations were initiated with a specially formed Steering Committee of financiers, the majority of the promissory note creditors and bilateral lenders on the conclusion of a standstill agreement and the granting of a bridging loan. The vast majority of financing partners supported these restructuring efforts in a highly constructive manner. This was achieved primarily by the conclusion of a standstill agreement with a term up to 30 September 2024 and an option to extend it up to 31 December 2024. This standstill agreement was extended twice in 2025, initially until 30 April 2025, and finally until 30 June 2025.

The draft reorganisation concept presented in December 2024 and the final version of 30 June 2025 is explained in this section. The concept confirms the BayWa Group's ability to be reorganised. To this end, key measures to reduce debt, cut costs and increase profitability must be implemented by the end of 2028 by means of streamlining the organisation (chiefly at Group headquarters). This includes consolidating business areas and customer markets within the segments as well as implementing numerous operational cost-saving measures within the BayWa Group. Assuming the four operating segments – Agri Trade & Service, Agricultural Equipment, Energy and Building Materials – continue to operate as at present, a reduction of approximately 1,300 FTE positions is planned by the end of 2028.

As part of its debt reduction programme, BayWa AG has already divested a number of selected Group companies and plans to dispose of further investments. One of BayWa AG's major Group companies was the Austrian company RWA Raiffeisen Ware Austria Aktiengesellschaft (RWA AG), which was previously fully consolidated in BayWa's consolidated financial statements. In a first step, BayWa AG sold 47.53% of its shares in RWA AG, with the transaction closing on 2 May 2025. It has been acquired by RWA

1 **Amounts are stated in millions of euros and rounded to one decimal place, unless otherwise stated. This may result in minor discrepancies in sum totals and when calculating percentages.**

Beteiligungsholding GmbH, an affiliated company of RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen (RWA eGen). There are also plans to sell the shares in "UNSER LAGERHAUS" Warenhandelsgesellschaft m.b.H. (WHG), which are held indirectly via BayWa Austria Holding GmbH, in the current financial year. Both RWA AG and WHG are fully consolidated in these consolidated financial statements of BayWa. On 10 June 2025, BayWa AG concluded an agreement on the sale of all shares in Cefetra Group B.V. to the First Dutch Group B.V. (formerly PGFO B.V.) in the Netherlands. The shares were held via BayWa Agrar Beteiligungs-GmbH, a subsidiary of BayWa AG. The transaction is expected to be completed by the end of the 2025 financial year. The Cefetra Group is fully consolidated in BayWa's consolidated financial statements.

Effects on the BayWa Group's business operations

The onset of the reorganisation situation and the subsequent commissioning of the reorganisation opinion for BayWa AG in July 2024 have impacted business development and led to considerable uncertainty and reactions among the Group's suppliers and customers. This was why BayWa initiated the measures described above to secure liquidity and restore its financial strength. Business processes in all segments had to be adjusted due to changes in delivery conditions and extensive changes in procurement practices, while warehouse stock and inventories were simultaneously reduced in order to secure liquidity. In the Renewable Energies Segment in particular, the tight liquidity situation and associated pressure to generate sales led to a decline in margins on the sale of projects. In order to secure liquidity in the short term, project sales were brought forward or expedited, which had a significant negative impact on profitability.

As a trading group and project developer, the BayWa Group is part of supply chains and therefore dependent on goods and products from suppliers. In the second half of the year, BayWa did not have all the trade credit insurance it needed to cover suppliers' sales until the payment deadline. Due to the reorganisation situation and BayWa's resulting poor credit rating, insurers were no longer prepared to cover BayWa receivables. This led to suppliers either no longer supplying BayWa or supplying BayWa with smaller quantities or insisting on advance payment. In addition, delivery conditions were frequently changed and made less favourable, with new payment terms being introduced.

This restricted flexibility with regard to logistics because BayWa had to work with a smaller number of suppliers and logistics companies. As a result, the lack of price advantages from large purchase volumes and increased processing costs weighed on trading margins. The credit crisis led to changes in how customers placed orders and deliveries. Consequently, demand for product groups with longer delivery times declined in some cases. In several segments, stock had to be sold off in retail outlets at corresponding discounts, which also had a negative impact on trading margins. As part of the reorganisation concept and in order to restore long-term competitiveness, the sale of additional subsidiaries, particularly those abroad is planned. Most recently, the agreement on the sale of the shares in Cefetra Group B.V., Rotterdam, Netherlands, was signed on 10 June 2025.

Initiation of restructuring proceedings in accordance with StaRUG

The implementation of the reorganisation agreement requires the overall approval of a total of almost 300 investors and lenders. By the end of January 2025, around 95% of the lenders had agreed to the reorganisation solution, developed after intensive negotiations, thus creating the basis for the restructuring and solid financing until the end of 2028. However, 100% approval was required. In order to implement the reorganisation promptly in the interests of all parties involved, the Board of Management of BayWa AG resolved on 31 January 2025 to initiate restructuring proceedings with Munich Local Court in accordance with the German Act on the Stabilisation and Restructuring Framework for Business (StaRUG). The purpose of the StaRUG proceedings is to facilitate a company's reorganisation. The implementation of the StaRUG proceedings at BayWa AG required the approval of 75% of the financial creditors, which had already been secured by contract. The discussion and voting meeting ordered by the court for all parties affected by the restructuring plan (parties affected by the plan) took place on 15 May 2025 in Munich. The required majority of the financial creditors affected by the plan approved the restructuring plan. This marked a key step in the implementation of the reorganisation concept. The measures provided for in the restructuring plan will be implemented on a step-by-step basis even before the court-approved restructuring plan comes into force and will be continued after it has become legally effective. The restructuring plan was confirmed by Munich Local Court on 6 June 2025 and became legally binding on 21 June 2025.

The StaRUG proceedings did not include any waiver of claims on the part of the creditors.

Pursuant to the reorganisation loan agreement and in line with the reorganisation agreement, BayWa AG reached an agreement with its financial creditors on 1 July 2025 on unified and secure long-term corporate financing until the end of 2028, adjusted to market and company conditions. The term of all relevant financial liabilities has been extended until the end of the reorganisation period (the end of 2028). In this context, BayWa AG and various group companies have undertaken to provide collateral to the lenders. The Board of Management believes that the BayWa Group now has an adequate financing basis to see it through to the end of the reorganisation period. In addition, BayWa AG will carry out a cash capital increase with subscription rights in accordance with the reorganisation concept aimed at strengthening equity, in which all existing shareholders will be able to participate equally. Further information can be found in the section "Reorganisation agreement" in these Preliminary Remarks.

Timeline

Important events in connection with the reorganisation of the BayWa Group

12 July 2024
After it becomes clear that BayWa AG's financial position was putting its future at risk, the company commissions a reorganisation opinion.

24 July 2024
Following a significant decline in the share price as a result of the commissioned reorganisation opinion, BayWa AG postpones the publication of its half-year report, announces preliminary half-year figures and suspends its forecast for the 2024 financial year.

15 August 2024
Successful conclusion of a standstill agreement with lending banks. Loan repayments are also suspended until the end of September 2024 so that the commissioned reorganisation opinion can be finalised. In addition, agreement with major lending banks and the largest shareholders is reached on the provision of fresh liquidity amounting to approximately €547 million in the form of bridging loans, subordinated shareholder loans and proceeds from the sale of BayWa AG's holdings in BRB Holding GmbH and BSV Saaten GmbH.

10 September 2024
Michael Baur is appointed Chief Restructuring Officer (CRO).

24 September 2024
Positive first draft of the reorganisation opinion with the result that BayWa AG can be reorganised under defined conditions and its operational competitiveness and profitability restored in the medium term. The main basis for this was the assessment in the draft concept that the BayWa Group operates with a stable outlook and maintains a leading position in its key business divisions.

The first draft concept stated that restructuring over a period of several years was a prerequisite for the reorganisation. The draft concept identified a range of significant restructuring measures, including several operational cost-cutting measures and the divestment of individual business divisions.

27 September 2024
Impairment tests (IAS 36) resulted in extraordinary depreciation/amortisation with no impact on liquidity of €222.2 million. At €171.5 million, the largest share was attributable to the 51% stake in BayWa r.e. AG.

29 September 2024
Extension of the existing standstill agreement with major lending banks until 31 December 2024 and increase in the existing bridge loan agreement for an additional amount of approximately €500 million and extension until 31 December 2024 as the basis for a subsequent long-term financing solution until the end of 2027.

7 October 2024
BayWa AG reaches agreement with its main financiers on a key points paper for the reorganisation of the company by 2027, with a standstill agreement initially in place until 31 December 2024.

17 October 2024
Marcus Pöllinger (Chief Executive Officer) and Andreas Helber (Chief Financial Officer) are to leave the Board of Management of BayWa AG by mutual agreement with effect from 31 October 2024 and 31 March 2025 respectively. Michael Baur, Chief Restructuring Officer (CRO) and Chief Representative of the Company of the company, was appointed as an additional member of the Board of Management.

30 November 2024
In the second draft concept, the reorganisation expert confirms that reorganisation is feasible on the basis of the detailed reorganisation concept. The reorganisation concept provides for streamlining the organisation and implementing a number of operational cost-cutting measures, as well as the divestment of selected significant, primarily international, Group companies, while essentially maintaining the four operating segments, Agri Trade & Service, Agricultural Equipment, Energy (from 1 January 2025: Heating & Mobility) and Construction (from 1 January 2025: Building Materials). The focus of the transformation is on strengthening operational competitiveness.

27 December 2024
Agreement with main financing partners and major shareholders on a detailed transformation concept as well as provisions of a long-term reorganisation agreement until 2027 along with additional agreements. The reorganisation concept includes a cash capital increase with subscription rights in the amount of €150 million. The two major shareholders undertake to secure this volume. Existing standstill agreements are extended until 30 April 2025.

Conclusion of an agreement on the sale of the 47.53% stake held by BayWa Austria Holding GmbH (wholly owned subsidiary of BayWa AG) to Austrian company RWA Raiffeisen Ware Austria AG (RWA AG) and an additional share held by BayWa Pensionsverwaltung GmbH for a purchase price of €176 million. The sale was completed on 2 May 2025.

31 January 2025
BayWa AG decides to notify Munich Local Court as the competent court for a restructuring project pursuant to the German Act on the Stabilisation and Restructuring Framework for Companies (StaRUG). The parent company – but not its subsidiaries or other group companies – plans to submit a restructuring plan as soon as possible, apply for a discussion and voting meeting and, to the extent necessary, avail itself of further procedural assistance under StaRUG. The plan does not affect BayWa AG's suppliers, customers, employees, subsidiaries or its business operations.

23 February 2025
BayWa AG reaches a commercial agreement with Energy Infrastructure Partners (EIP), the co-shareholder of BayWa r.e. AG, to carry out a capital increase at BayWa r.e. AG, which will essentially be subscribed by EIP and will therefore lead to a change of control of BayWa r.e. AG by EIP.

27 February 2025
The Supervisory Board of BayWa AG appoints Dr. Frank Hiller as Chief Executive Officer (CEO) and Prof. Dr. Matthias J. Rapp as Chief Financial Officer (CFO). The appointments take effect on 1 March 2025 and are for a term of three years.

17 March 2025
The announced agreement on a financing concept for BayWa r.e. AG, under which BayWa would transfer the majority stake in BayWa r.e. AG to co-shareholder EIP, was not realised for economic reasons. As a result, BayWa AG enters into advanced discussions with its principal banks and the principal banks of BayWa r.e. AG, as well as with its major shareholders Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, on an alternative financing concept to cover BayWa r.e. AG's capital and guarantee requirements for the duration of the planned period of reorganisation until the end of 2028. Adjustments to the reorganisation agreement and the restructuring plan are required.

8 April 2025
Based on the updated financing concept for BayWa r.e. AG, BayWa reaches an agreement with the main financing partners and the major shareholders Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG on the necessary adjustments to the long-term reorganisation agreement for the period until 2028. The standstill agreements are extended to 30 June 2025.

In order to preserve liquidity, the company exercises its right, expressly provided for in the terms and conditions of the bond, to defer the interest payment on the hybrid bond (WKN: A351PD | ISIN: DE000A351PD9) originally scheduled for 5 May 2025.

15 May 2025
The restructuring plan submitted by BayWa AG in the procedure under the German Act on the Stabilisation and Restructuring Framework for Companies (StaRUG) receives the approval of the required majorities at the court hearing and voting meeting. The restructuring plan is drawn up in accordance with StaRUG and implements the financial reorganisation concept developed for BayWa AG and the BayWa Group. The objectives are

- the avoidance of insolvency that would otherwise be likely to occur;
- the reorganisation of BayWa AG and the BayWa Group by eliminating the causes of the crisis endangering the continued existence of the company; and
- the implementation of measures required to reduce the high level of debt to a sustainable level and to strengthen equity.

This is intended to ensure that the operations of BayWa AG and its Group companies can be reorganised and continued. This includes safeguarding a large number of jobs.

6 June 2025
The required confirmation of the restructuring plan by the competent Munich Local Court – Restructuring Court – was issued on 6 June 2025.

10 June 2025
Conclusion of an agreement on the sale of the shares in Cefetra Group B.V. held by BayWa AG via its subsidiary BayWa Agrar Beteiligungs GmbH to the First Dutch Group B.V. (formerly PGFO B.V.) in the Netherlands, for a purchase price of approximately €125 million. The transaction is expected to be completed by the end of the 2025 financial year.

30 June 2025
The reorganisation agreement was concluded and became legally binding.

1 July 2025
The subscription price for the standardised cash capital increase with subscription rights under the restructuring plan was set at €2.79 per new share. The capital increase will be carried out in two tranches, whereby in the first tranche only the two main shareholders, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, are initially entitled to subscribe up to a total subscription price of €125 million. The proceeds from the first tranche totalling €125 million will be paid out in the first half of July 2025. The second tranche of up to €76.6 million is to be tendered to the free float shareholders by the end of 2025, of which €25 million is secured by the two main shareholders. In addition, the reorganisation financing has been finalised, ensuring the company's financial stability until 2028.

3 July 2025
In preparing the annual financial statements for 31 December 2024, it was established that BayWa AG's balance sheet equity (HGB) had fallen below half of the share capital and is therefore negative. The corresponding loss of equity is within the expectations of the reorganisation concept and therefore has no impact on its implementation or on the positive going concern outlook set out in the reorganisation agreement.

General strategic principles
For overall strategic reasons, the BayWa Group is endeavouring to refocus on its traditional core business. Following structural measures, in 2028 the BayWa Group will essentially consist of a streamlined, strategic BayWa AG holding company with operationally sound and financially independent portfolio companies, as well as the remaining (previous) segments BayWa Agri Trade & Service, BayWa Agricultural Equipment, BayWa Heating & Mobility, BayWa Building Materials, and BayWa Others. Therefore, the Regenerative Energies and Cefetra Group Segments, the T&G Global Group in the Renewable Energies Segment, as well as the stake in RWA AG are up for sale.

The cornerstones of the strategic holding company include trading activities in the relevant sub-segments, optimised portfolio management with stringent KPI monitoring, an independent financing structure that is tailored to the respective business models, and a governance model that ensures operational independence between the units with a focus on trading activities in agriculture, equipment, building materials and energy.

This new constellation focuses on maintaining BayWa's position as a leading agricultural company in Germany. It delivers outstanding performance in its core segments: Agri Trade & Service, Agricultural Equipment, Heating & Mobility, and Building Materials. BayWa will operate as a reliable local partner for farmers, offering comprehensive solutions ranging from agricultural equipment and fuels to fertilizers, seeds and harvesting services.

The reorganisation concept formulates general strategic principles for the BayWa Group. It focuses on the return on capital employed under a selected risk/return profile. The general strategic principle for the portfolio companies is that they are present in large or growing markets with a strong market position and a distinct USP, have an independent and streamlined organisational structure with seamless integration into the BayWa Group, have the ability to generate stable cash flows and continuous dividends for shareholders and have synergetic relationships with the other Group companies.

From a financial perspective, the newly structured BayWa Group is expected to meet the following core criteria:
- return to an EBITDA margin in line with industry standards;
- termination of further erosion of equity in the medium term;
- restoration of the ability to service debt; and
- ability to refinance at standard market conditions.

In order to achieve this against the backdrop of the causes of the crisis outlined above, the strategic objectives are based on three key pillars:
1. **Operational measures** to return to operational competitiveness and to achieve a significant increase in profitability (on an EBITDA basis) by means of a programme of operational measures until the end of 2028. The operational measures vary from company to company and essentially comprise the following components:
   - realignment of the holding company with a focus on a programme to reduce overhead costs in the areas of IT, finance, controlling, personnel and marketing and communications;
   - comprehensive restructuring programme for BayWa AG and BayWa r.e. with a holding structure and exit from non-core markets; and
   - a general performance enhancement programme for the Cefetra Group and Global Produce.

2. **Structural measures**, i.e. step-by-step disposal of assets that do not form part of core business, in order to secure liquidity and restore the ability to refinance operations by reducing the interest burden and significantly cutting debt by €4.0 billion by 2028

3. **Governance enabler**, i.e. creating governance-supporting structures through the implementation of a Transformation Management Office (TMO), with a steering committee to ensure efficient management and implementation of the programme

Operational measures concept

A comprehensive programme of operational measures was defined at BayWa Group level. In line with the strategic objectives, the programme of measures focuses on optimising the BayWa Group's current positioning:

- All of the measures developed were classified into six categories for overall programme management: Go-to-Market, Operations, Organisational Effectiveness, Spent (selling, general and administrative expenses – SG&A), Working Capital and Portfolio Adjustments.
- The defined programme of measures in these areas includes measures with an EBITDA effect at BayWa AG (right-sizing, efficiency and operational measures), BayWa strategic holding (staff reductions, SG&A optimisation) and BayWa r.e. (operational enhancements in projects and cross-divisional right-sizing of overheads).
- The programme of measures also includes a number of one-off effects.
- The structural measures focus on securing liquidity and reducing debt by implementing the following transactions with expected total proceeds of approximately €2.3 billion by the end of 2028:
  - Sale of RWA Raiffeisen Ware Austria AG: 2025, completion on 2 May 2025
  - Sale of the shares held by BayWa Agrar Beteiligungs GmbH in Cefetra Group B.V.: Transaction expected to be completed by the end of the 2025 financial year
  - Sale of the shares held by BayWa Global Produce GmbH in T&G Global Limited: planned
  - Sale of BayWa r.e. AG: in planning
- Capital increase at BayWa AG level: up to €201.6 million, including a minimum capital inflow of €150.0 million (2025), guaranteed by principal shareholders Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG.

In addition, BayWa r.e. has also developed its own comprehensive programme of measures in line with the new strategic objectives for BayWa r.e. after 2028.

The focus here is on project development in conjunction with a strong, integrated Independent Power Producer (IPP) business in selected core markets. In this context, the company will consistently divest itself of all currently unprofitable activities as well as business areas and markets that do not form part of its defined core business. A key component of the new strategy is the planned sale of projects outside core countries, individual IPP assets and selected units in Asset Operations. Furthermore, divestments are planned in the Energy Solutions, Offshore and Solar Trade divisions.

In the medium term, the focus will be on fully implementing the strategic realignment and establishing the transformed business model.

In addition, the programme of measures aims to achieve a sustainable increase in operational efficiency.
Central levers include:

- top-line initiatives;
- purchasing and supply chain measures;
- business streamlining;
- overhead streamlining; and
- ongoing operational improvements.

This creates the basis for BayWa r.e. to remain competitive and succeed in achieving its growth targets in the fields of renewable energies.

As a result of the implementation of the comprehensive reorganisation measures, according to the business plan for the period 2025 to 2028, the new BayWa Group's revenues are expected to fall from approximately €21.1 billion in 2024 to approximately €11.3 billion in 2028 on account of divestments.

EBITDA adjusted for extraordinary effects is expected to increase from around €56.1 million in 2024 to around €530 million in 2028. The implementation of the restructuring measures is expected to lead to an operational improvement during the planning period and to an increase in the adjusted EBITDA margin from 0.3% in 2024 to over 4% in 2028. In addition, the Group's economic equity – made up of the balance sheet equity and the shareholder loans received – is planned to increase to around €600 million by the end of 2028, with net debt of around €1.7 billion.

Reorganisation agreement

Group financing was secured by existing credit lines until the first half of 2024. However, the repayment of the green bond maturing in June 2024 with an interest coupon of 3.125% and a volume of €500 million from freely available funds placed a considerable strain on the liquidity situation. Plans to refinance on the capital market could not be realised. This was exacerbated by the weak development of the operating business, particularly in the renewable energies segment. At the same time, outflows from financing via commercial paper totalled over €200 million within a few weeks. These developments prompted the commissioning of a reorganisation opinion in accordance with IDW S 6.

Bridging loans from August 2024

In August 2024, BayWa AG concluded standstill agreements with its main financial creditors and, in addition, a bridging loan agreement for loans totalling around €272 million with a group of principal banks. The agreements were initially valid until 30 September 2024. They were subsequently extended several times, initially in September 2024 until 31 December 2024, in December 2024 until 30 April 2025, and most recently in April 2025 until 30 June 2025. The bridge loan package agreed with the banks comprised secured bank loans and was supplemented by additional bank loans in September 2024, January 2025 and March 2025 in order to further stabilise BayWa AG’s financing and lay the foundations for a subsequent long-term financing solution until the end of 2028. The bridging loan volume totalled around €1.3 billion.

In parallel, BayWa AG concluded bridging loan agreements with its main shareholders, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, in July and August 2024 on the granting of subordinated bridging loans totalling €125 million with a term originally ending on 31 December 2024. The term of the shareholder bridging loans granted under the bridging loan agreements was extended in December 2024 until 30 June 2028.

Long-term reorganisation documentation and significant events from the end of the financial year to the publication of the consolidated financial statements

At the end of December 2024, BayWa AG reached agreement with its main financing partners and major shareholders on the key points and target parameters to be included in a long-term reorganisation agreement until the end of 2028 in addition to supplementary agreements. The main financing objective of the long-term transformation concept is to reduce the BayWa Group’s financial debt by around €4 billion. More than 90% of the financial creditors approved the standstill agreement and the terms of the restructuring agreement, thereby pledging their constructive support for the restructuring efforts. This has created a stable framework for the further elaboration and finalisation of a long-term restructuring solution. As part of the transformation concept, a cash capital increase comprising subscription rights with a volume of €201.6 million will be implemented. The capital increase will be carried out in two tranches, whereby in the first tranche only the two main shareholders, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, are initially entitled to subscribe up to a total subscription price of €125 million. The proceeds from the first tranche totalling €125 million will be paid out in the first half of July 2025. The second tranche of up to €76.6 million is to be tendered to the free float shareholders by the end of 2025, of which €25 million is secured by the two main shareholders.

The reorganisation agreement was also concluded and became legally binding on 30 June 2025. At the same time, BayWa concluded all necessary financing agreements for the restructuring of its financing until the end of 2028, which took effect on 1 July 2025. The final reorganisation concept was also concluded on 30 June 2025 and forms the basis for the operational restructuring and the extension of financing with the existing financial creditors as part of the restructuring loan agreement, which consolidates all existing unsecured loans on standardised terms in the form of a single large loan and will constitute BayWa AG’s main source of financing until the restructuring period expires at the end of 2028.

The refinancing for the reorganisation of BayWa AG (and its operating subsidiaries) and for the Cefetra Group consolidates existing loan agreements such as the syndicated loan, promissory note loans and commercial paper as well as parts of the bridge financing granted under a single loan agreement. The BayWa Group and the Cefetra Group will each be provided with long-term loans (term loans) and revolving, i.e. flexible, credit lines. The reorganisation loan agreement was concluded for a financing volume of €2.4 billion, which bears interest at a uniform interest rate based on Euribor plus a credit margin. The financing term was set uniformly and runs until 31 December 2028. Specific undertakings and covenants apply to the BayWa Group in terms of financing. These include, among other things, disclosure and notification requirements, regular provision of financial data to lenders, restrictions on the sale of assets and special repayments. Furthermore, an agreement was concluded in respect of the minimum liquidity for the BayWa Group and the Cefetra Group. The special redemption agreements are based on the sales of Group companies planned in the reorganisation concept. The proceeds from the planned sales of the Cefetra Group and T&G Group will go towards repaying some of the financing provided and thus reducing the BayWa Group’s debt. Failure to confirm defined milestones and to adhere to the reorganisation schedule, as well as failure to complete M&A transactions, will trigger termination rights on the part of the parties financing the reorganisation agreement.

Uniform financing was also concluded with the lending banks for the BayWa r.e. Group when the reorganisation agreement was concluded.

The BayWa r.e. Group has concluded a financing agreement divided into long-term loans (term loans) and flexible revolving credit lines. The financing volume is divided into €652.5 million in revolving credit lines, €214 million in reorganisation loans (of which €114 million is structured as a term loan and €100 million as a revolving credit line), €120 million in senior debt instruments and €89 million in reverse factoring lines, which will be converted into a revolving credit line. The term of these financing instruments has also been uniformly determined until 31 December 2028. Individual interest rates have been agreed for the senior debt instruments totalling €120 million. Their margin differs from the previous interest rate. Uniform interest rates apply to all other financing instruments, broken down by source of funds (old money vs. new money). The interest rate for old money is based on the net leverage ratio: with a leverage of ≥ 2.0x, a higher risk premium is applied than with a leverage < 2.0x. The interest rate for new money funds relating to the €214 million cash bridges varies by calendar year and includes a PIK (payment-in-kind) component. The risk premiums will increase over the years 2025 to 2028.

BayWa r.e. AG is also subject to undertakings and covenants in respect of financing. These include, among other things, disclosure and notification requirements, the regular provision of financial data to lenders, restrictions on the sale of assets, unscheduled repayments and a predefined minimum liquidity requirement disposable within the Group. The special repayment agreements are based on the sales planned in the reorganisation concept.

In addition to the external financing instruments mentioned above, the financing solution for BayWa r.e. AG also includes guarantee facilities amounting to €698 million. This includes €628 million in guarantee lines with a standardised interest rate as at June 2025 and €70 million in guarantee lines with structural priority for which individual interest rates have been agreed that differ from the previous interest rate. The standardised interest rate for the €628 million guarantee lines is based on the net leverage ratio. With a leverage of ≥ 2.0, a higher risk premium is applied than with a leverage of < 2.0.

Further shareholder loans with a total volume of €85.2 million were provided by the minority shareholder Energy Infrastructure Partners (EIP) from August 2024 to March 2025; their term was extended until 30 June 2029. The majority shareholder BayWa AG provided additional shareholder loans totalling €173.9 million in 2025. BayWa AG already had shareholder loans with a volume of €925 million.

As part of the transformation concept, which provides, among other things, for the sale of major international holdings while continuing to focus on its core business areas of Agri Trade & Service, Agricultural Equipment, Energy and Buidling Materials, BayWa has already completed the sale of its stake in RWA Raiffeisen Ware Austria AG (RWA AG) as announced in December 2024 and completed on schedule in May 2025. In addition to a significant positive liquidity effect from the net proceeds of the sale, the sale of the stake also led to a reduction in financial debt of around €500 million. On 10 June 2025, BayWa AG announced the sale of Cefetra Group B.V. to the First Dutch Group B.V. (formerly PGFO B.V.) in the Netherlands. The transaction is expected to be completed by the end of the 2025 financial year. The structural measures concept envisages a further two disposals over the reorganisation period until the end of 2028, which will lead to a significant reduction in debt.

Restructuring plan pursuant to StaRUG

Financial measures as part of the restructuring plan

The restructuring plan pursuant to StaRUG regulates the financial measures, in particular the necessary extension of the final maturities of financial liabilities and the increase in the share capital of BayWa AG. Added to this are a range of operational reorganisation measures. The concept has been validated by an accompanying reorganisation concept prepared by the reorganisation expert.

The restructuring plan confirmed by the court on 6 June 2025 includes the terms of the reorganisation agreement in addition to the operational measures. The financial measures include:

- extension of all financial liabilities up to 31 December 2028;
- injection of cash by the shareholders of at least €150 million through a cash capital increase; and
- M&A measures in the period up to the end of 2028.

Selection by those affected by the plan

With regard to BayWa AG’s financial creditors, the restructuring plan includes the following outstanding financial liabilities:

- a syndicated loan (including branch lines but excluding guarantees) totalling approximately €908 million;
- an interim loan totalling €300 million;
- bilateral loans amounting to approximately €98 million;
- 369 loans against promissory notes totalling €831.5 million, which are currently held by 255 promissory note creditors; and
- 19 commercial papers amounting to a total volume of approximately €201 million, which are currently held by 11 commercial paper creditors.

Plus, there are claims for damages and reimbursement of legal costs incurred until the plan takes effect due to default in payment (including contractual or statutory default interest) in connection with the main claims affected by the plan.

The shareholders of BayWa AG are also included in the restructuring plan, in each case as holders of share and membership rights.

Regulations for financial creditors

In respect of the receivables affected by the plan, the reorganisation concept essentially provides for an adjustment of the financing conditions, in particular a standardised regulation of final maturities and interest rates. The final maturities are to be extended until 31 December 2028.

The financial creditors affected by the plan have the right, but not the obligation, to enter into the reorganisation agreement.

Agreements have been reached with the other financing parties which were not included in the restructuring plan outside the scope of the restructuring plan, which will implement and complete the reorganisation concept.

Basic measures

The claims of the financial creditors affected by the plan who do not exercise the restructuring agreement option described below, or do not exercise it within the deadline for acceptance, will be adjusted, in addition to the uniform final maturity date, largely as follows as so-called basic measures:

1. Determination of a uniform interest rate of 3% p.a. for interest claims arising from the day following the announcement of the court confirmation of the restructuring plan.
2. Determination of standardised interest payment dates at the end of each quarter.
3. A partial qualified subordination within the meaning of Section 39 para. 2 German Insolvency Code (InsO) in the amount of 30% of the respective nominal amounts of the main claims affected by the plan, whereby the affected parts of the claims remain senior to (i) claims of the creditors from the hybrid bond and (ii) all claims of the principal shareholders from their shareholder loans.

Reorganisation agreement option

BayWa is offering all financial creditors affected by the plan the option of partaking in the reorganisation agreement as a new framework agreement for the reorganisation period up to the end of 2028 (reorganisation agreement option).

The reorganisation agreement has been negotiated in advance with the main financing partners and sets out the framework for the reorganisation-related rights and obligations of the parties during the reorganisation period. The key points of the intercreditor agreement, which were also negotiated in advance, set out the relationship between the financial creditors and vis-à-vis BayWa AG, primarily with regard to the new collateral for the extended loans. The intercreditor agreement, which has yet to be concluded, will also contain provisions on the realisation of the loan collateral and the sequence in which proceeds are distributed.

For legal reasons, the restructuring plan stipulates that financial creditors will only become parties to the new agreements if they expressly agree to enter into them.

In the event that the financial creditors affected by the plan exercise the option to enter into a reorganisation agreement, the restructuring plan provides, among other things, for the following arrangements:

- Opting financial creditors become parties to the reorganisation agreement at the time of the announcement of the court confirmation of the restructuring plan and their claims are adjusted or restated in accordance with the provisions of the reorganisation agreement.
- The final maturity of the receivables is extended until 31 December 2028, subject to the condition precedent that the reorganisation agreement enters into full effect.
- An interest margin of 3.5% p.a. above Euribor applies.
- All financial creditors entering into the reorganisation agreement will receive a one-off restructuring fee.
- To secure the period until the restructuring agreement enters into full effect, the maturity of the claims of the financial creditors that opt in will be extended until the end of 30 August 2025 at the latest.

Measures on the equity side

Capital increase in two tranches

Carrying out the capital increase in two tranches will enable BayWa AG to use the proceeds from the first tranche at an early stage without having to wait for the securities prospectus required for the second tranche to be approved. Through the early inflow of proceeds from the first tranche of the capital increase, the principal shareholders are making a further contribution to the economic stabilisation of BayWa AG, which is essential in order to safeguard its long-term financing.

The principal shareholders also agreed not to exercise the voting rights attached to the new shares acquired by the principal shareholders in the first tranche of the capital increase at BayWa AG's subsequent Annual General Meetings, up to 31 March 2026 at the latest.

Capital increase
The restructuring plan provides for a cash capital increase with subscription rights for all shareholders.

- As part of BayWa AG's "StaRUG light" approach, only minor changes to the legal positions of those affected by the plan are necessary to ensure the legally compliant implementation of the financing concept. This is because no debt waivers or capital reductions are required. In particular, the subscription rights of all shareholders in the planned capital increase will be retained. The existing stock exchange listing remains unchanged.
- The capital increase is expected to generate total issue proceeds of up to approximately €201.6 million, but at least approximately €150 million.

- The capital increase will be carried out in two tranches as a uniform capital increase with cash subscription rights:
  – as part of the initial tranche of the capital increase amounting to €125 million, the two principal shareholders of BayWa AG, Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, are entitled to exercise their subscription rights in proportion to their shareholdings and to acquire the corresponding shares via a private placement.
  – Under the second tranche of the capital increase amounting to up to €76.6 million, all shareholders except Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG, i.e. the free float shareholders, are entitled to subscribe to the shares on the same terms and conditions as Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG in the initial tranche of the capital increase. The second tranche of the capital increase will be implemented as soon as the securities prospectus required for legal reasons for the public offering of the new shares has been approved by the German Federal Financial Supervisory Authority (BaFin).

The principal shareholders have each undertaken, in the form of an equity commitment letter, to participate in the capital increase and, in the second tranche of the capital increase, to subscribe to new shares only within the scope of their contractually agreed over-subscription obligation in order to secure the contractually agreed minimum volume of €150 million for the capital increase. The subscription price for the standardised cash capital increase with subscription rights under the restructuring plan was set at €2.79 per new share.

Risk to BayWa as a going concern and potential for reorganisation confirmed

For the duration of the reorganisation, a financial risk remains that could jeopardise the continued existence of BayWa AG and its subsidiaries and their ability to continue as a going concern pursuant to Section 322 para. 2 sentence 3 of the German Commercial Code (HGB). The continued existence of the Group as a going concern is dependent on the successful implementation of the measures outlined in the restructuring plan in accordance with StaRUG and in the reorganisation concept and, in particular, on increasing profitability as part of a strategic realignment, taking into account the sale of further non-core Group companies and assets, the implementation of the planned equity increase and also compliance with the undertakings and covenants agreed as part of the refinancing. Against this background, there is material uncertainty in connection with events or circumstances that could cast significant doubt on the Group's ability to continue as a going concern.

The Group may therefore not be in a position to realise its assets and settle its liabilities in the ordinary course of business.

The operational and financial measures set out in the restructuring plan and presented in the final reorganisation concept dated 30 June 2025 are appropriate to avert the imminent insolvency of BayWa AG and ensure its ability to continue as a going concern. Like the BayWa Group, BayWa AG as an individual company will most likely be fully financed during the planning period contained in the reorganisation concept until the end of 2028. The outlook indicates positive, sustainable viability, particularly as a result of the measures planned to restore the BayWa Group's competitiveness and profitability.

A Background to the BayWa Consolidated Financial Statements

A.1 General information

BayWa Aktiengesellschaft (for short: BayWa AG) is the parent company of the German-based BayWa Group and is a publicly listed stock corporation under German law. Its principal place of business is located in Munich (Arabellastrasse 4, 81925 Munich, Germany). BayWa AG is entered in the Handelsregister (commercial register) of the Amtsgericht (local court) of Munich, Germany, under registration number HRB 4921. The BayWa Group's business activities – divided into the operating segments Renewable Energies, Energy, Cefetra Group, Agri Trade & Service, Agricultural Equipment, Global Produce and Construction, as well as the Other Activities – encompass wholesale, retail and logistics, in addition to extensive supplementary advisory and other support services.

There have been no material changes in the accounting policies and valuation methods applied to the consolidated financial statements as at 31 December 2023.

The consolidated financial statements as at 31 December 2024 were prepared in compliance with the International Financial Reporting Standards (IFRS) as applicable within the European Union. The standards of the International Accounting Standards Board (IASB), London, UK, and the interpretations of the International Financial Reporting Standards Interpretations Committee (IFRS IC) valid on the reporting date were fully taken into account. The consolidated financial statements therefore give a true and fair view of the assets, financial position and earnings position of the BayWa Group and were prepared under the assumption that the company will continue as a going concern.

Moreover, the consolidated financial statements comply with the supplementary provisions set out under Section 315e para. 1 of the German Commercial Code (HGB).

The financial year of the BayWa Group covers the period from 1 January to 31 December. The financial statements of BayWa AG and its Group companies are generally prepared in accordance with the balance sheet date of the consolidated financial statements. The financial statements of Deutsche Deutschen Raiffeisen-Warenzentrale GmbH, Frankfurt am Main, Germany, LWM Austria GmbH, Hollabrunn, Austria, AUSTRIA JUICE GmbH, Allhartsberg, Austria, Baltanás Cereales y Abonos, S.L., Baltanás, Spain, Transhispania Agraria, S.L., Torquemada, Spain, and Big Blue Agriculture Ltd, Tzaneen, South Africa, constitute an exception, as these companies are accounted for using the equity method. All of the above companies have different reporting dates, which are 31 January, 28 February, 31 March, 30 June, 31 July or 30 September, depending on the companies' respective seasonal business development. The interim financial statements of all companies as at 30 November or 31 December form the basis for consolidation.

The accounting implemented within the Group of BayWa AG is carried out in accordance with the accounting and valuation principles uniformly applied by the whole Group; they are described in Note A.3. In the balance sheet and income statement, individual items are summarised for the sake of clarity. They are broken down and explained in the Notes to the Consolidated Financial Statements. The consolidated financial statements are denominated in euro. Unless otherwise indicated, amounts are shown in millions of euros (€ million; rounded off to one decimal place). The consolidated financial statements are published in the company register.

A.2 Impact of new accounting standards and other regulatory requirements

Standards applied for the first time, newly issued or revised in the financial year 2024

At the start of financial year 2024, the following standards revised or issued by the International Accounting Standards Board (IASB) were applied for the first time by the BayWa Group:

- Amendments to IAS 1 – Classification of liabilities as current or non-current depending on the (substantive) rights that the company has on the reporting date and the need to reclassify non-current liabilities as current liabilities in the event of breaches of financial covenants with possible maturity within 12 months.
- Amendments to IAS 21 – Addition to the standard of rules on currency translation to be applied when a currency is not exchangeable into another currency;
- Amendments to IAS 7 and IFRS 7 – Additional disclosure requirements for reverse factoring agreements, which are intended to make it possible to assess the effects on liabilities, cash flows and liquidity risk arising from these agreements.
- Amendments to IFRS 16 – Minor amendments to the subsequent accounting of lease liabilities from sale and leaseback transactions.

These amendments had no material impact on amounts recognised in previous years and are not expected to have a material effect on the current or future reporting periods. Only the amendments to IAS 1 may lead to a change in the recognition of non-current liabilities. A corresponding presentation and analysis of the financial covenants was included in the 2024 consolidated financial statements. Additional disclosure requirements arising from the amended IAS 7 and IFRS 7 have been reflected in the disclosures on reverse factoring agreements in the notes to the 2024 consolidated financial statements. Based on current analyses, the IFRS IC's agenda decisions have no material impact on current and future reporting within the BayWa Group.

Standards and interpretations that have been published but not yet applied

A number of new accounting standards, amendments to standards and interpretations have been published but are not mandatory for reporting periods ending on 31 December 2024 and have not been applied ahead of schedule by the BayWa Group. These include in particular:

- Amendments to IAS 21 – Addition to the standard of rules on currency translation to be applied when a currency is not exchangeable into another currency.
- Amendments to IAS 9 and IFRS 7 – Clarification and extension of disclosures on the classification and measurement of financial instruments.
- IFRS 18 – Presentation and disclosures in financial statements.
- IFRS 19 – Subsidiaries without public accountability – disclosures.

Based on initial analyses, these new requirements are not expected to have a material impact on current or future reporting periods or on foreseeable future transactions for the BayWa Group. The application of IFRS 18 alone will result in comprehensive changes for the BayWa Group. The Standard replaces IAS 1 and contains new regulations on the presentation of the income statement, key performance indicators defined by management, and the aggregation and disclosure of items in the income statement. The new regulations are mandatory for annual reporting periods beginning on or after 1 January 2027. As retrospective application is mandatory, the comparative information for the 2026 reporting year will also be adjusted in accordance with IFRS 18. The BayWa Group is analysing the impact of IFRS 18 on the consolidated financial statements. Early application of IFRS 18 is not planned.

Effects of the minimum taxation applied for the first time in accordance with the OECD agreement (Pillar II)

The BayWa Group is subject to the German Minimum Tax Act (Mindeststeuergesetz– MinStG) from the 2024 financial year onwards (known as the Pillar II concept). Since BayWa AG, as the ultimate parent company of the Group, is headquartered in Germany, this law applied to the BayWa Group from the beginning of financial year 2024, i.e. as of 1 January 2024, irrespective of which other countries also apply the Pillar II concept. Accordingly, the Group is required to pay a tax increase for each country with an effective tax rate of less than 15%. The law provides for simplifications in the form of temporary safe harbour regulations per country.

The safe harbour provision was not complied with in only two countries within the BayWa-Group, whereby a provision of €162,000 had to be recognised in only one country, which is recognised in the current tax expense of the ultimate parent company. In all other countries, the safe harbour rule per country has been complied with, which means that no tax increase is payable.

The BayWa Group is availing itself of the temporary exemption resulting from the implementation of the Pillar II regulations and included in the amendment to IAS 12 published in May 2023, whereby deferred taxes arising out of Pillar II do not have to be recognised.

A.3 Accounting policies and valuation methods

Intangible assets

Intangible assets purchased against payment are capitalised at cost and, with the exception of goodwill, written down on a straight-line basis over their useful lives (generally three to five years). Intangible assets which have been created in-house (self-created) have been capitalised in accordance with IAS 38 if it is likely that the future economic benefit will accrue from the use of the assets and if the cost of the assets can be reliably determined. These assets have been recognised at cost, with an appropriate portion of the overheads relating to their development, and amortised on a straight-line basis. The calculation of impairment losses has been carried out in consideration of IAS 36. Impairment losses are recognised when the book value of an asset exceeds its recoverable amount. The recoverable amount is defined as the higher of value in use and fair value less cost of disposal.

Goodwill is tested for impairment once a year and when a triggering event occurs. As part of the impairment test, the residual book values of goodwill allocated to the individual cash-generating units are compared with the higher of their value in use and fair value less cost of disposal. Goodwill is mainly allocated to groups of cash-generating units within the BayWa Group. It is only in rare cases that a cash-generating unit to which goodwill has been allocated is identical to a legally independent business division. Within the BayWa r.e. Group, impairment tests are carried out at the level of the business entities as cash-generating units. The corresponding cash-generating unit or group of cash-generating units represents the lowest level within the BayWa Group at which goodwill is monitored.

The present value of future payments is used as the basis for determining the recoverable amount. The recoverable amount was determined in the 2024 financial year on the basis of fair value less costs of disposal. As part of the revision of the reorganisation opinion at the end of

2024, the planning time frame was extended by one year, up to and including 2028, as a result of which four planning years are to be applied in the impairment tests. For the first half of 2024, the reorganisation opinion still covered a three-year period in the impairment tests. The outlook for the cash flows is derived regularly from the current planning prepared by Management as well as other assumptions based on the knowledge available at the time, market forecasts and empirical experience. Only the planning period for the valuation of the assets of the IPP (Independent Power Producer) business entity in the Renewable Energies Segment is based on the expected finite useful life and generally exceeds the planning time frame of four years. Due to the finite useful life, the valuation is carried out without taking a perpetual annuity into account.

Property, plant and equipment

Property, plant and equipment are measured at cost, minus amortisation. If necessary, an impairment loss is recognised. The cost is made up of the purchase price, incidental purchase (transaction) costs and subsequent purchase costs, less any price reductions received. If there is an obligation to decommission an asset which is part of non-current assets at the end of its useful life, or to dismantle or rebuild a site, the estimated costs of these activities will raise the cost of purchasing the asset. Property, plant and equipment are depreciated on a straight-line basis over the course of their useful life. The units of production method was also used in exceptional cases where this provided a more accurate representation of the expected pattern of consumption of the future economic benefits.

Depreciation is based on the following periods of useful life applied uniformly throughout the Group:

	In years
Company premises and office buildings	25 – 33
Residential buildings	50
Land improvements	10 – 20
Technical facilities and machinery	4 – 30
Other facilities, fixtures and office equipment	3 – 15

The calculation of impairment losses has been carried out in consideration of IAS 36. Impairment requirements are calculated by comparing the book values of land and buildings and technical facilities with their recoverable amount. The recoverable amount was determined in the 2024 financial year on the basis of fair value less cost of disposal.

Borrowing costs are expensed within the BayWa Group as incurred unless they can be directly attributed to the acquisition, construction or production of a qualifying asset in accordance with IAS 23 and are therefore included in the cost of that asset. The amortisation of capitalised borrowing costs is reported in the consolidated income statement under depreciation and amortisation.

Participating interests recognised at equity, investments and securities

Joint ventures and associates included in the consolidated financial statements are recognised using the equity method in proportion to their equity plus any goodwill generated from the acquisition process.

The BayWa Group’s investments comprise interests in non-consolidated affiliated companies, interest in other holdings, credit balances with cooperatives, loans and securities. In accordance with the measurement categories of IFRS 9, these financial assets are recognised at fair value through other comprehensive income with and without recycling or at fair value through profit or loss. IFRS 9 is also used for interests in non-consolidated affiliated companies and interest in other holdings. The interest in other holdings relates to associates that are not included under the equity method.

Securities and credit balances with cooperatives were attributed to the “fair value through profit or loss” category at the end of the reporting period. The fair value generally corresponds to the market or stock market value (level 1 of the fair value hierarchy). In the case of interests in non-consolidated affiliated companies and participations in other companies, which are recognised at fair value in accordance with IFRS 9, cost provides the best estimate of fair value, provided the company in question is not listed on a securities market or the earnings position of the affiliated company has not changed materially compared to the plan. The option to measure equity instruments at fair value through other comprehensive income as defined in IFRS 9 is only utilised for a small number of BayWa Group investment in order to recognise the changes in the statement of comprehensive income, for example due to a stock exchange listing. Consistent measurement is applied.

Loans to affiliated companies and holdings, as well as other loans, are attributed to the “amortised cost” category. These are measured at amortised cost using the effective interest method. Due to reasons of materiality, no risk provisions were formed for expected credit losses.

An impairment test was only carried out on the investments accounted for using the equity method, each of which represents a separate cash-generating unit in the BayWa Group, if there were objective indications of

4. a loss event pursuant to IAS 28.41A,
5. significant changes with adverse consequences for the company in its environment or
6. an impairment due to a significant or prolonged decline in the company's fair value (IAS 28.41C).

Investment property

Property is classified as investment property in accordance with IAS 40 if it is leased by third parties, if it is land or greenfield sites not built on and not expressly intended for development or use, and in the case of properties used for a number of purposes, if use by the Group is of minor significance.

In accordance with the option under IAS 40, investment property is recognised exclusively at amortised cost and depreciated as scheduled over its period of useful life as indicated under "Property, plant and equipment". The calculation of impairment losses has been carried out in consideration of IAS 36. The recoverable amount was determined in the 2024 financial year on the basis of fair value less cost of disposal.

Financial instruments

Recognition, measurement and classification
Under IAS 32, a financial instrument is an agreement which gives rise simultaneously to a financial asset at one entity and a financial liability or equity instrument at another. Initial recognition is carried out at fair value; for subsequent measurements, the financial instruments are allocated to the measurement categories defined under IFRS 9 and treated accordingly. The BayWa Group's financial assets particularly include trade receivables, financial investments and positive fair values from currency and currency and interest rate hedges. In addition, the positive fair value of commodity futures classified as other current financial assets within the meaning of IFRS 9 would only be recognised for those scheduled for trading and not those scheduled to be utilised by the Group. Due to the application of the own-use exemption for fertilizer and hops, the financial assets resulting from such transactions are not recognised unless losses are expected as a result of said transactions and corresponding provisions are to be formed. Financial liabilities regularly constitute a right of repayment in funds or another other current financial asset. At the BayWa Group, these comprise in particular liabilities due to banks and trade payables, as well as currency and interest rate hedges with negative fair values. The negative fair value of commodity futures classified as financial liabilities within the meaning of IFRS 9 continue to only be recognised for those scheduled for trading and not those scheduled to be utilised by the Group.

According to IFRS 9, financial assets relate to the following categories:

- Amortised cost (AC): If a company aims to hold a financial asset to collect the contractual cash flows that are solely payments of principal and interest on the principal amount outstanding at a specified date, this financial asset is to be measured at amortised cost. Loans to affiliated companies, loans to Group companies and other loans fall into this category. This category also includes trade receivables, receivables from affiliated and Group companies and other assets, which mainly have short residual terms at the BayWa Group.
- Fair value through other comprehensive income (FVTOCI): A financial asset is to be measured at fair value through other comprehensive income if a company aims to hold or sell it while also collecting the contractual cash flows that are solely payments of principal and interest on the principal amount outstanding at a specified date. This category also includes all equity instruments for which the fair value OCI option has been exercised. The changes in measurement recognised through OCI can no longer be recognised through profit or loss (without recycling) if the fair value through OCI option has been chosen for an equity instrument. For debt instruments recognised at fair value through other comprehensive income, the changes in measurement through OCI must be recognised through profit or loss in the event of their disposal (with recycling).
- Fair value through profit or loss (FVTPL): A financial asset that is not measured at amortised cost or at fair value through other comprehensive income is to be measured at fair value through profit or loss. In particular, securities and non-consolidated shareholdings in affiliated companies and Group companies fall into this category. Measurement is based on the market or stock market value. Gains and losses from subsequent measurements are recorded in the income statement. In addition, this category only includes the positive fair values of those commodity futures scheduled for trading, as well as currency and interest derivatives that are not included in hedge accounting.

Financial assets are reported in the balance sheet on the settlement date.

The financial liabilities cover the following categories:

- Financial liabilities measured at amortised cost (FLAC): These financial liabilities are measured at amortised cost after their initial recognition. Amortised cost is determined using the effective interest method, under which future payments are discounted at the book value of the financial liability. Gains and losses are recorded directly in the consolidated result.

- Financial liabilities measured at fair value through profit or loss (FVTPL): Derivative financial instruments that are not part of hedge accounting and whose market value from subsequent measurements has resulted in a negative attributable fair value are to be disclosed under this category. Market changes are recorded in the consolidated result through profit or loss. Measurement is made at fair value. This category primarily includes the negative fair values of those commodity futures scheduled for trading, as well as currency and interest derivatives that are not included in hedge accounting.

The option to measure certain financial instruments at fair value through profit or loss (FVTPL option) is exercised by the BayWa Group in energy trade activities for physical power purchase agreements (PPAs). The recognition of PPAs as own-use contracts would result in an accounting mismatch because the associated offsetting transaction is recognised at fair value through profit or loss.

The interest rate benchmark reform (phase 1 and 2) did not result in any material effects.

Derivative financial instruments are used at the BayWa Group in particular to hedge the interest rate and currency risks arising from operating activities. Interest rate swaps and futures and currency futures are the main instruments used. Derivative financial instruments are carried at fair value upon their initial recognition and at the end of each subsequent reporting period. The fair value corresponds to the positive or negative market value.

The BayWa Group conducts the majority of its business activities in the euro zone. However, business activities in foreign currencies are also conducted via consolidated Group companies. Due to the export activities, the majority of the business activities of the consolidated New Zealand companies are denominated in New Zealand dollars, as well as in US dollars, euros, pound sterling and Japanese yen. The business activities of the consolidated American companies and companies in the UK currency area pertain almost exclusively to their respective currency areas. Similarly, the business activities of the consolidated Hungarian companies are restricted almost without exception to the Hungarian currency area. A small volume of transactions in foreign currencies are also conducted in agricultural trade activities at the BayWa Group. If foreign currency futures are concluded, they are hedged by the respective currency future. For those currency futures for which there is a clear hedging relationship with an identifiable underlying transaction, the transaction is a hedge within the meaning of IFRS 9. In cases in which a hedge exists and is designated as such, changes in the market value of derivative financial instruments are recognised directly in other results. For those derivative financial instruments for which there is no clear hedging relationship with an identifiable underlying, the transaction is not a hedge within the meaning of IFRS 9. As a result, currency futures are measured at market value at the end of the reporting period separately from the underlying transactions. Market values are ascertained on the basis of market information available at the end of the reporting period. Hedges generally pertain to the following year's foreign currency futures. As at 31 December 2024, currency futures were in place to hedge currency risks, particularly in US dollars, pounds sterling, Australian dollars, Swiss francs, Croatian kunas, Japanese yen, Czech korunas and Polish złoty.

In the context of financial management, the Group is active on the money market primarily in borrowing short-term term deposits. Outside of the euro zone, the procuring of funds is carried out in the currency area of the respective operating unit. The BayWa Group is therefore exposed to interest rate risk in particular. The Group counteracts this risk by using derivatives of financial instruments, mainly through interest rate swaps and futures. Volume-related hedging always comprises only a base amount of the borrowing. For those derivative financial instruments for which there is a clear hedging relationship with an identifiable underlying transaction, the transaction is a hedge within the meaning of IFRS 9. In cases in which a hedge exists and is designated as such, effective changes in the market value of derivative financial instruments are recognised directly in other results. If applicable, ineffective changes in the market value of derivative financial instruments are measured through profit or loss. For those derivative financial instruments for which there is no clear hedging relationship with an identifiable underlying, the transaction is not a hedge within the meaning of IFRS 9. As a result, interest derivatives are measured at market value at the end of the reporting period separately from the underlying transactions. Market values are ascertained on the basis of market information available at the end of the reporting period. Interest rate hedges relate to both non-current and current financings.

If they constitute financial instruments and therefore fall under the scope of IFRS 9, receivables and other assets are to be allocated to the "amortised cost" category and recognised accordingly. Receivables are recognised at their nominal amount as a general rule. Receivables which are non- or low-interest-bearing with terms of more than one year are discounted if the interest effect is material.

Impairment

Under IFRS 9, risk provisions for expected credit losses are to be formed for risks based in particular on the credit rating of the respective contractual party in the case of all financial instruments classified as debt instruments that are not measured at fair value through profit or loss.

Under the general model, risk provisions for expected credit losses resulting from a default event within the next 12 months are to be recognised at addition for all financial instruments classified as debt instruments (stage 1). If the risk of default increases significantly over time (such as payments being over 30 days overdue), the expected credit loss period is to be extended to cover the remaining term of the financial instrument so that the risk provisions reflect expectations regarding defaults on payment for the remaining term (stage 2). If there is objective evidence of impairment, such as insolvency on the part of the debtor, a corresponding impairment is to be recognised (stage 3).

Besides the general model to calculate risk provisions, IFRS 9 also provides a simplified method for trade receivables and contract assets without a significant financing component. Under this method, risk provisions for expected credit losses are to be determined at addition for the remaining term (stage 2). The impairment to be recognised in stage 3 in the case of objective evidence of said impairment also applies to the same extent under the simplified method. By contrast, either the simplified approach or the general model can be chosen in the case of lease receivables, as well as for trade receivables and contract assets with a significant financing component.

As in the previous year, extensive analysis showed that risk provisions for stage 1 and stage 2 expected credit losses at the BayWa Group were of minor importance in relation to almost all financial assets at the point of initial application of IFRS 9. As a result, no risk provisions for stage 1 or stage 2 expected losses were formed for reasons of materiality in the case of non-current trade receivables, as well as financial assets included in other non-current assets, which fall under the scope of the general model. In addition, risk provisions also play a minor role, both individually and taken as a whole, in the simplified approach applied to current receivables from affiliated companies and Group companies and financial assets included in other current assets – as in the case of contract assets and lease receivables – meaning that no separate stage 2 provisions were recognised here either. Stage 3 risk provisions are formed if there is any objective evidence of impairment in relation to the aforementioned items.

Separate risk provisions for stage 2 expected credit losses are calculated and recognised for current trade receivables within the scope of an impairment matrix split into the periods by which the receivables are overdue pursuant to the simplified approach under IFRS 9. The primary influencing factors with regard to the value of the risk provisions are the parameters probability of default on the basis of historical defaults, complemented by an assessment of future development of the probability of default on the part of the management, and the underlying receivable amount. The probabilities of default based on historical default rates are also adjusted by a particular percentage that reflects the actual amount of the default on receivables in the event that they are not collectible. As in the previous year, this value was set throughout the Group at 60%).

Derivatives and hedging relationships
Derivative financial instruments are used at the BayWa Group to hedge currency risks, interest rate risks and currency futures. Measurement is made at fair value. To avoid fluctuations in earnings due to changes in market values, hedge accounting is used where possible and where deemed financially prudent. The Group designates cash flow hedges and fair value hedges depending on the nature of the underlying transaction and the risk to be hedged. The hedging relationships are recognised in accordance with IFRS 9.

In the case of cash flow hedge accounting, the net measurement result from derivative financial instruments is broken down into an effective portion and ineffective portion. The effective portion is part of the net measurement result which constitutes an effective hedge against cash flow risk and is recognised in a separate equity item (cash flow hedge reserves) without effect on income and in consideration of deferred taxes until the physical fulfilment of the underlying transaction. The ineffective portion, on the other hand, is recognised through profit or loss in the income statement.

If the hedging of an expected payment later results in a financial asset or financial liability being recognised, the aggregated gains and losses associated with the hedging of this transaction remain in a separate equity component (OCI) until initial recognition. These gains and losses recognised directly in equity are to be recognised in the income statement in accordance with the effects of the recognised financial asset or financial liability. This means that the amounts recognised directly in equity are to be recognised through profit or loss in the same reporting period or periods in which the hedged planned transaction influences the result for the period.

If the hedging of an expected transaction later leads to the recognition of a non-financial asset (such as inventories), the BayWa Group recognises the aggregated gains or losses previously recognised directly in equity in accordance with IFRS 9.6.5.11 d (i) either as part of the cost of the non-financial asset or otherwise as part of the book value at the initial recognition of the non-financial asset (basis adjustment).

Balance
Financial assets and liabilities are only offset on account of netting arrangements if, at the end of the reporting period, there is an enforceable right to set them off and there is an intent to settle on a net basis. If a claim is not enforceable in the ordinary course of business, the financial assets and liabilities are reported at the end of the reporting period in the balance sheet at their gross amounts.

Actual and deferred tax assets

Income tax expenses constitute the sum total of current tax expenses and deferred taxes. Current tax expenses are calculated on the basis of taxable income in the year. Taxable income differs from the consolidated result before tax due to expenses and income which are either taxable or tax deductible in subsequent years or never. The Group’s liability in respect of current taxes is calculated on the basis of the prevailing tax rates or those that will be valid in the near future from the standpoint of the reporting date. Deferred taxes are recognised for the differences between the book values of the assets and liabilities in the consolidated financial statements and the corresponding tax valuations in the context of calculating taxable income. Deferred tax liabilities are generally reported for all taxable temporary differences; deferred tax assets are recognised if it is probable that there are taxable gains which can be used for deductible temporary differences. Deferred tax assets on loss carryforwards are recognised if, as a rule, future tax advantages are likely to be realised within the next five years. Such deferred tax assets and deferred tax liabilities are not recognised if the temporary differences arise from goodwill (separate consideration of tax-related goodwill) or from the initial recognition (except business combinations) of other assets and liabilities that result from transactions which have no effect on taxable income or the net result for the year. Deferred tax liabilities are formed for taxable temporary differences arising from shares held in subsidiaries or in associates, as well as interests in joint ventures, except where the reversal of the temporary differences can be controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arise through temporary differences in the context of those investments and bonds which are only recorded to the extent that it is probable that there will be sufficient taxable income available from which assets from temporary differences can be used and where the assumption can be made that they will reverse in the foreseeable future.

The book value of deferred tax assets is assessed every year at the end of the reporting period and lowered if it is unlikely that there will be sufficient taxable income for fully or partially realising the claim.

Deferred tax assets and liabilities are calculated on the basis of expected tax rates (and tax laws) which are likely to be valid at the time when liabilities are settled or assets realised. The measurement of deferred tax assets and liabilities reflects the fiscal consequences which would arise from the way in which, at the end of the reporting period, the Group expects the liabilities to be settled and the assets realised.

Deferred tax assets and liabilities are netted if there is an enforceable right for offsetting current tax assets against current tax liabilities and if they are subject to income tax levied by the same tax authority, and the Group has the intention of settling its current tax assets and current tax liabilities on a net basis. Current and deferred taxes are reported as expenses or income through profit or loss unless they are incurred in connection with items not reported in the income statement (either in other comprehensive income or directly in equity). In this case, the tax is also to be reported outside the income statement. Moreover, there is no recognition through profit or loss if tax effects arise from the initial recognition of a business combination. In the case of a business combination, the tax effect is to be included when the business combination is accounted for.

Inventories

Raw materials, consumables and supplies, and unfinished and finished goods, as well as services and merchandise, are disclosed under inventories.

Raw materials, consumables and supplies, as well as merchandise, are generally valued at cost, taking account of lower net realisable values. In most cases, however, the average-cost method is used. In some cases, the first-in, first-out (FIFO) method is applied. Unfinished and finished goods are recognised at their cost of production. They include all costs directly allocable to the production process and an appropriate portion of production-related overheads. Financing costs which can be directly assigned to the purchase, construction or production of a qualifying asset are capitalised as part of the cost of the asset. Agricultural products, harvested from biological assets, are recognised at fair value at the time of harvest less the expected cost of disposal. Inventory risks arising from the storage period or diminished marketability trigger impairment. Lower values on the reporting date due to lower realisable value are accounted for. One exception to this rule applies to the inventories of those Group companies whose inventories are held exclusively for trading and are therefore measured at fair value less cost of disposal.

In the case of lower net realisable value, write-downs are generally carried out in the form of specific value adjustments. Only in exceptional cases was a flat rate calculation applied.

The fair value of inventories is derived from prices quoted for comparable inventories in active markets at the end of the reporting period.

The calculation of inventories is carried out through an (upstream and downstream) end-of-period inventory or through continuous inventory.

Biological assets

The unharvested fruits of bearer plants of T&G Global Limited and its subsidiaries in New Zealand are recognised in biological assets. Biological assets are also measured at fair value depending on their location and the condition of the respective sites, less estimated costs of disposal. Gains or losses from the change in the fair value of biological assets are recognised in the income statement. Cost of disposal includes all costs required to sell the assets.

The fair values of the BayWa Group's biological assets, which comprise the main categories of apples, berries, citrus fruits, stone fruit and tomatoes, are calculated annually on the basis of discounted cash flows.

Costs are based on current average costs and are in line with standard industry costs. The underlying costs vary depending on the location, the nature of cultivation and variety of the bearer plants. A suitable discount rate is determined to allow the fair value of future cash flows to be calculated. The market value of the biological assets before or during the harvest period is based on estimated harvest volumes and market prices, less harvesting and cultivation costs. Changes in the assumptions and estimates used to determine the market value may have a considerable impact on the book value of the biological assets and the reported result of the valuation.

Assets and liabilities from derivatives

The BayWa Group's assets and liabilities from derivatives comprise currency and interest rate hedges, as well currency futures that are to be classified as financial instruments pursuant to IFRS 9. These assets and liabilities from derivatives are measured at fair value. In the case of FX and interest rate hedges, the fair value is calculated on the basis of the respective stock market or market values (level 1 of the fair value hierarchy) at the end of the reporting period or derived from observable market data (level 2 of the fair value hierarchy). Commodity futures are measured at fair value either directly at prices quoted in an active market at the end of the reporting period (level 1 of the fair value hierarchy) or values are calculated from prices quoted for the respective goods taking into account the term at the end of the reporting period (level 2 of the fair value hierarchy). Certain financial liabilities from derivatives in energy trade activities in the Renewable Energies Segment were measured on the basis of an internal measurement model using factors not based on observable market data (level 3 of the fair value hierarchy).

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cheques and deposits in banks with initial terms of no more than three months. They are recognised at their nominal value.

Non-current assets held for sale/disposal groups

The BayWa Group classifies an individual non-current asset as held for sale if its book value is to be realised primarily through a sale transaction and not through its continued use. In the BayWa Group, this is the case if there is a Board of Management resolution on the sale of the asset and the sale is highly probable within the following year, i.e. in 2025. In addition, the asset must be available for immediate sale in its present condition. Assets and liabilities are recognised as a disposal group if they are to be sold as a group as part of a transaction and fulfil the criteria set out in IFRS 5. Individual non-current assets held for sale and the assets of a disposal group are recognised separately in the balance sheet under "Non-current assets held for sale/disposal groups". Liabilities directly associated with the assets of a disposal group are recognised separately in the balance sheet under "Liabilities from disposal groups held for sale".

At the time a non-current asset is classified as held for sale, it is measured at the lower of its book value and fair value less cost of disposal (net fair value). Scheduled amortisation is no longer carried out from the date of reclassification. The assets and liabilities of a disposal group are initially measured in accordance with the relevant IFRS standards before the resulting book value is compared with the net fair value of the disposal group in order to determine the lower value to be recognised. Impairment losses on initial classification as held for sale, as well as subsequent impairment losses and reversals of impairment losses, are recognised in the income statement under depreciation and amortisation up to the amount of the cumulative impairment loss.

When determining the fair value of assets/disposal groups classified as held for sale, the BayWa Group regularly uses the results of the respective ongoing purchase price negotiations, taking into account the anticipated cost of disposal. In those cases in which it was not possible to derive a disposal price from ongoing purchase price negotiations, the fair value of real estate is measured on the basis of discounted cash flow calculations (level 3 of the fair value hierarchy). The value of land is determined using current, official standard land values. Location-related advantages and disadvantages are taken into account accordingly. In the case of leased buildings, the income value of the buildings is calculated by taking into account the actual annual rental income generated, less standard management expenses and the residual useful life of the building.

The gains or losses from disposal realised in connection with non-current assets held for sale/disposal groups are reported in the income statement under other operating income and other operating expenses.

Pension provisions

In Germany, a defined benefit statutory basic care scheme is in place for employees which undertakes pension payments depending on the contributions made. In addition, pension provisions are set up as part of the company pension scheme to cover obligations arising from accrued pension rights and from ongoing payments to employees in active service and former employees of the BayWa Group and their dependants. According to the legal, economic and fiscal circumstances of the respective countries, there are different systems of provisioning for retirement which are generally based on the length of service and the remuneration of the employees.

The BayWa Group’s current pension commitments are based exclusively on defined benefit plans. They are based both on company agreements and commitments made on a case-by-case basis. For the most part, these are final salary plans. The obligation of the company consists in fulfilling the committed benefits to active and former employees (defined benefit plans). The benefit commitments undertaken by the Group are financed by allocations to provisions.

BayWa grants retirement benefits on the basis of the benefit commitments of benefit plans taken out; the amount paid out depends on the employees’ wages or salary. These constitute traditional defined benefit obligations in the form of fixed-sum systems, benchmark systems or final salary based commitments granted in the form of old-age, invalidity, widow/widower or orphan’s pensions. The Group bears the actuarial risks for these prior commitments; these risks include longevity and interest rate risks.

The Group’s Austrian companies also grant benefit plans; the amount paid out also depends on the employees’ wages or salary. These benefit plans are also granted in the form of old-age, invalidity, widow/widower or orphan’s pensions. The Group also bears the actuarial risks for these commitments; these risks include longevity and interest rate risks.

In addition, the Austrian Group companies have statutory obligations to issue severance payments after the termination of an employment contract. These obligations are defined benefit plans and, as such, also fall within the scope of IAS 19. The Group also bears interest rate risks in these cases.

The provisions for pensions and severance pay have been formed according to the projected unit credit method in accordance with IAS 19. Pursuant to this method, not only the pension and pension rights at the end of the reporting period, but also future increases in pensions and salaries are accounted for applying a cautious assessment of the relevant variables. This calculation is derived from actuarial appraisals and based on a biometric calculation.

The amount of the pension obligations (known as a defined benefit obligation – DBO) has been calculated using actuarial methods where estimates are indispensable. In addition to the assumptions on life expectancy, the assumed discount factor, salary and pension trends and fluctuation, which were determined for the companies in Germany and Austria, also play a role. In the case of Group companies which are not located in Germany and Austria, benefit commitments only exist in exceptional cases.

Other provisions

Other provisions are formed when there is a present legal or factual obligation towards third parties resulting from an event in the past which is likely to be called upon and the amount of the provision can be reliably estimated. Provisions are recognised in the amount of the anticipated utilisation. Provisions which were not drawn upon in the following year are recognised at the discounted settlement amount at the end of the reporting period. Discounting is based on market rates.

Provisions for restructuring measures are formed in consideration of the stated general recognition criteria, provided a detailed restructuring plan has been submitted and conveyed to the parties affected.

Debt

Within the BayWa Group, debt consists of liabilities to banks, bonds and commercial papers. Upon initial recognition, they are measured at fair value less transaction costs. Subsequently, debt is measured at amortised cost using the effective interest method.

If a significant change is made to the terms of an existing financial liability, it is assessed to determine whether a substantial modification has occurred. A substantial modification occurs if the present value of the cash flows calculated using the original effective interest rate in accordance with the new conditions and taking into account the fees paid and received between the creditor and debtor differs by at least 10% from the current book value of the original financial liability. As a result, the current book value of the original financial liability, including the deferred transaction and consulting costs, must be derecognised and a new financial liability must be recognised, taking into account the amended contractual terms. In the case of a non-substantial modification, a modification gain or loss must be recognised in profit or loss. This profit or loss results from the difference between the current book value of the original financial liability and the present value of the cash flows calculated using the original effective interest rate, applying the amended contractual terms and the fees paid and received by the creditor and debtor. Transaction costs in excess of these fees are spread over the (modified) remaining term.

If loan agreements contain covenants that the BayWa Group is required to fulfil on the reporting date or at other contractually agreed times within the reporting period, these are taken into account when classifying financial liabilities as current or non-current. Secondary conditions that only have to be fulfilled after the reporting period do not affect the classification as current or non-current.

Liabilities

Liabilities primarily relate to trade payables and liabilities from inter-group business relationships. Non-current liabilities are disclosed in the balance sheet at amortised cost. Differences between the historical cost and the repayment amount are taken account of using the effective interest method. Current liabilities are recognised in their repayment or settlement amount. The fair value of the liabilities approximately matches the book value.

Liabilities due to payment providers pertain to the assignment of trade payables to financing partners that are arranged by a service provider. The service provider handles the payment to the supplier and is reimbursed by BayWa two months later. From the point of transfer, the trade payable is reclassified to liabilities due to payment providers, as there is a substantial modification to the contractual terms. The recognition of these liabilities is presented separately in Note C.19. Cash inflows and outflows are reported under cash flow from financing activities.

Leases

A lease exists if a contract grants the right to control use of an identified asset up to a certain point in time in exchange for the payment of remuneration.

IFRS 16 differentiates between lease and service contracts, depending on whether the lessee has the right to control the use of the identified asset. If the lessee has the right to control such use and enjoys all economic benefits during the term of the contract, then it is assumed that the lessee controls the asset.

Lease contracts are recognised as the right of use arising from the lease at the time the asset is made available. A lease liability is simultaneously recognised in the amount of the present value of the remaining lease payments at that point in time.

The right of use is initially measured at cost and then amortised on a straight-line basis over the period of contract. It includes the amount resulting from the initial valuation of the lease obligation, all initial direct costs less any incentives paid by the lessor and all estimated costs that would result from the dismantling, disposal or the return of the leased object to the condition required by the lease.

The lease payments are discounted at the underlying interest rate for the lease. If that interest rate cannot be determined, then the incremental borrowing rate is used. The incremental borrowing rate is determined based on the currency-specific mid-swap adjusted by the creditworthiness-dependent credit spread. The term of the swap depends on the term of the lease. The credit spreads are based on non-subordinated, unsecured bonded loans. At the time of the initial valuation of the lease obligation, fixed lease payments less lease incentive payments, variable payments depending on an index or price, and payments for residual value guarantees are included in the valuation. Furthermore, the strike price of a call option, provided that it can be considered sufficiently certain that it will be exercised, as well as penalty payments, if these are sufficiently certain to be exercised, are taken into account in the valuation.

Extension and termination options are included throughout the Group in many lease contracts. Local management is responsible for managing lease contracts and the associated lease contract terms. Lease contracts are therefore negotiated individually and include a broad range of different terms and conditions. Extension options are considered to be exercised, meaning that the periods resulting from the options are taken into account if the lessee is sufficiently certain that it will exercise the option. Termination options are not taken into account if the lessee is sufficiently certain that it will not exercise the option. In most cases, extension and termination options can be exercised only by the lessee. By contrast, an option that can only be exercised by the lessor is not taken into account, meaning that the payments in the period covered by the option are taken into account when determining the lease liability.

In the case of leases with a contractual period of less than 12 months, and those relating to low-value assets with a nominal value not exceeding €5,000, BayWa makes use of the simplification options under IFRS 16. Consequently, short-term leases or leases concerning an asset of low value are not recognised according to the provisions of IFRS 16. Instead, the resulting lease payments are recognised in the income statement.

The provisions of IFRS 16 are also not applied to rights of use to intangible leased objects. Like operating leases according to IAS 17, internal Group leases will continue to be presented only in the segment report according to IAS 8. Leases with variable lease payments are immaterial at the BayWa Group. Lease and non-lease components are recognised separately.

Leases already in existence at the time of the initial application of IFRS 16 on 1 January 2019 were not revalued and remeasured. Instead, they continued to be recognised according to IAS 17. Contracts newly concluded since 1 January 2019 are recognised and valued according to IFRS 16.

Sub-leases that were classed as operating leases according to IAS 17 and still existed upon the initial application of IFRS 16 were recognised and valued at the time by the sub-lessor to determine whether the lease agreement met the criteria of IFRS 16 and consequently had to be accounted for in accordance with said standard. The BayWa Group carries out the valuation of the sub-lease as at the first-time application based on the applicable term and conditions of the main lease at that time.

Revenues

Revenues and income are generally recognised at the point at which the power over the sold goods or products or rendered services is transferred to the buyer and a transfer of control has taken place. Revenues and earnings are reported minus discounts, rebates and bonuses granted.

Control can be transferred at a point in time or over a certain period. For the most part, performance obligations resulting from contracts with BayWa customers are executed at a particular point in time. In such cases, revenue is recognised when control of the goods is passed on to the customer; usually this is the case when the goods or services are supplied to the customer.

Performance obligations resulting from contracts with BayWa customers performed over a period of time are particularly attributable to the Agricultural Equipment Segment (e.g. newly constructed animal equipment), the Construction Segment (e.g. turnkey house construction and project business in multi-story housing construction) and the Renewable Energies Segment (e.g. construction of wind farms and solar parks). Pursuant to IFRS 15, revenue recognition over time in accordance with the percentage of completion is mandatory for these kinds of projects and similar projects, with percentage of completion defined according to costs incurred (known as the cost-to-cost method). Percentage of completion is calculated on the basis of contract costs incurred for performed work compared to expected total contract costs.

Under IFRS 15, income for performance obligations that are met over a certain period of time are to be recognised only if the project progress with regard to the fulfilment of the performance obligation can be appropriately and reliably determined on the basis of the information necessary for the cost-to-cost method. If BayWa is unable to appropriately measure the outcome of a performance obligation but still expects to be able to recover the costs incurred while meeting the performance obligation, income is recognised only in the amount of the incurred costs until such time as it becomes possible to appropriately measure the outcome of the performance obligation. However, an appropriate onerous contract provision in accordance with IAS 37 is recognised on the liabilities side if it is expected that it will not be possible to recover the costs incurred when meeting the performance obligation. Estimated variable remuneration components should only be included in the transaction price, either in whole or in part, if it is highly probable that the recognised aggregated income will not be affected by significant cancellations once the uncertainty associated with the variable consideration has been resolved.

The BayWa Group recognises amounts received before construction work is performed in the consolidated balance sheet as contract liabilities. All invoiced amounts that have not yet been paid by customers are presented in the balance sheet as part of trade receivables. All amounts for which goods or services have already been provided but have not yet been invoiced are presented in the balance sheet as contract assets.

Related party disclosures

Subsidiaries, associates and joint ventures that individually are not included in the consolidated financial statements of BayWa AG within the scope of full consolidation or recognition at equity are referred to as related parties, as are persons who are capable of exerting significant influence over the financial and business policies of the BayWa Group.

A significant influence within the meaning of IAS 24 is constituted by participation in the financial and operating policies of the company, but not the control of these policies. Significant influence may be exercised in several ways, usually by representation on the board of management or on the management and/or supervisory bodies, but also by participation, for instance, in the policy-making process through material intra-Group transactions, by interchange of managerial personnel or by dependence on technical information. Significant influence may be gained by share ownership, statute or contractual agreement. In the case of share ownership, significant influence is presumed in accordance with the definition under IAS 28 (Investments in Associates and Joint Ventures [2011]) if a shareholder holds 20% or more of the voting rights, either directly or indirectly, unless this supposition can be clearly refuted. Significant influence can be deemed irrefutable if company policy can be influenced, for instance, by the corresponding appointment of the members to the supervisory bodies.

In addition to the subsidiaries not included in the consolidated financial statements of BayWa AG as fully consolidated entities, related parties in the BayWa Group are specifically considered to be associates and joint ventures, as well as the two shareholders – Bayerische Raiffeisen-Beteiligungs-AG, Beilngries, Germany, and Raiffeisen Agrar Invest AG, Vienna, Austria.

Natural persons that are considered to be related parties at the BayWa Group are the members of the Board of Management and the Supervisory Board, who are the key management personnel.

Subsidies received/government grants

Public subsidies comprise amounts granted by public-sector authorities in connection with new investments. These grants are recognised in profit or loss over the estimated useful life of the related asset.

A.4 Assumptions and estimates by management

The preparation of the consolidated financial statements necessitates that, to a certain extent, assumptions are made and estimates used which have an impact on the amount and disclosure of assets and liabilities, the income and expenses and the contingent liabilities. Estimates are necessary, particularly in respect of the measurement of property, plant and equipment and intangible assets, as well as inventories, in connection with purchase price allocation, the recognition and measurement of deferred tax assets, the recognition and measurement of pension provisions and other reserves, as well as the carrying out of impairment tests in accordance with IAS 36.

In the case of pension provisions, the discount factor, along with wage and salary and pension trends, is an important parameter for estimates. An increase or decrease in the discount factor affects the net present value of the obligations arising from pension plans. Likewise, changes to anticipated wage, salary and pension trends and expected employee fluctuation also impact the defined benefit obligation (DBO).

In terms of the recognition and measurement of other provisions, assumptions are to be made to a significant extent on the probability of occurrence, maturity and level of risk. The assessment as to whether a present obligation exists is usually based on evaluations by internal and external appraisers. The amount of the provisions is based on anticipated expenses that are calculated on the basis of a case-by-case assessment of the circumstances drawing on empirical figures, the results of similar estimates and ranges of potential utilisations. They can also be calculated by appraisers. Due to the uncertainty associated with such assessments, actual expenses can deviate from estimated expenses.

The impairment tests carried out in the 2024 financial year in accordance with IAS 36 are based on forward-looking assumptions. Future cash flows are based on the planning approved by management, which was prepared in close cooperation with the reorganisation experts. Therefore, underlying assumptions are influenced in particular by the need to reorganise the BayWa Group in line with the position in the market derived for the cash-generating units. Changes to these assumptions may result in the cash-generating unit's book values – in relation to non-current assets and goodwill – exceeding their recoverable amount and subsequently having to be written down. Please refer to Notes A.8 and C.1 for information on the extent to which justifiable changes to the underlying assumptions could result in the book value of the respective cash-generating unit exceeding the recoverable amount.

Deferred tax assets on loss carryforwards are recognised, provided that future tax advantages are, as a rule, likely to be realised within the next five years. The actual taxable profits in future periods, and thus the actual usability of deferred tax assets, may differ from the estimate at the time when the deferred tax is capitalised.

In respect of property, plant and equipment and lease accounting, assumptions were made with regard to the determination of useful economic lives. In addition, assumptions were also made in relation to leases concerning the expected exercising of extension and termination options. Deviations from the actual useful life are therefore possible, but are estimated to be fairly low. Assumptions made in relation to the definition of useful economic lives are reviewed at regular intervals and, if necessary, modified.

Estimates of the future revenues, growth and the inflation-adjusted margins, as well as the location and variety, are required for determining the fair value of biological assets.

Estimates have been made in respect of inventories, especially in the context of write-downs to the net realisable value. Estimates of the net realisable value are based on the substantive information available at the time when the likely recoverable amounts of inventories were estimated. These estimates take account of changes in prices and costs which are directly associated with events after the reporting period if these events serve to elucidate the conditions already prevailing at the end of the reporting period.

The assessment of the recoverability of receivables is also subject to assumptions which are based in particular on empirical values on recoverability.

Operating expenses of investment property are also subject to estimates based on empirical values from the past.

Estimates and uncertainties can also arise with regard to the recognition of revenues. BayWa AG recognises revenues when control over distinct goods or services is passed to the customer. Revenue realisation is subject to a number of conditions, including the existence of a contract with enforceable rights and obligations and the likely receipt of a consideration – taking into account the creditworthiness of the customer. Revenues are equal to the transaction price that BayWa AG expects to receive. Variable considerations are included in the transaction price if it is highly probable that their inclusion will not result in a significant revenue reversal in the future once the uncertainty associated with the variable consideration has been subsequently resolved. The amount of the variable consideration is calculated either using the expected value method or at the most probable amount, depending on which method provides the most accurate result. If a contract includes a significant financing arrangement, the transaction price is adjusted for the time value of money. If a contract comprises multiple distinct goods or services, the transaction price is allocated to the performance obligations on the basis of the relative standalone selling prices. If these relative standalone selling prices are not directly observable, BayWa AG makes an appropriate estimate. Revenues are recognised for each performance obligation either at a specific point in time or over time. If revenues are recognised over time, it may be necessary to make estimates regarding degrees of completion.

All assumptions and estimates are based on the conditions prevailing and judgements made on the reporting date. In addition, particular consideration is given to economic developments and the business environment of the BayWa Group. There may be differences between actual and estimated amounts should framework conditions develop differently in future business periods. In such cases, the assumptions and, if necessary, the book values of the assets and liabilities affected will be adjusted on subsequent reporting dates. At the time at which the consolidated financial statements were prepared, there were no indications to suggest a material change in the underlying assumptions and estimates.

A.5 Other discretionary decisions and accounting policies

Project business in the Renewable Energies Segment

The BayWa Group engages in project business – particularly in the Renewable Energies Segment, where it plans, constructs and sells wind farms and solar parks. In addition, the Renewable Energies Segment also operates certain wind farms and solar parks. These development, planning and construction activities are usually conducted through Group companies, which in turn render development, planning and construction services for fully consolidated project companies or special purpose vehicles (projects), which have been set up specifically to be sold at a later date. The assets recognised as part of the projects are reported in the consolidated financial statements under inventories due to the fact that they are items held for sale in the normal course of business. Once sold, these assets are derecognised through profit or loss as revenues and through inventory changes. At the group level, the transaction is equivalent to a sale of goods, which is used to implement the sale of a special purpose entity that is also a subsidiary. In addition, the sale of projects is regarded as part of the ordinary activities in the Renewable Energies Segment due to the frequency and significance of this type of business.

Sales of shares in subsidiaries generally fall within the scope of IFRS 10. Due to the differences in accounting approaches (known as diversity in practice), in June 2020, the IFRS Interpretations Committee (IFRS IC) and the International Accounting Standards Board (IASB) examined the question of whether the sale of a special purpose vehicle (also known as a corporate wrapper) that primarily serves the purpose of transferring an asset should be reported in accordance with the provisions of IFRS 10 or the provisions of IFRS 15. However, a formal conclusion has not been published to date.

Based on the current state of discussions, the BayWa Group has chosen to recognise and report the sale of such project companies in accordance with the provisions of IFRS 15 insofar as the sale constitutes a revenue-like transaction or, in other words, a transaction that forms part of ordinary activities. Given that the economic substance of these types of project sales is similar to that of an inventory sale, and that project sales are realised in the manner described above as part of ordinary activities, income from such sales is recognised and reported in revenues in accordance with IFRS 15. Recognising these transactions in accordance with IFRS 10 would primarily affect the reporting of revenues from project sales, which would be calculated under IFRS 10 as net disposal proceeds. In the 2024 financial year, revenues and inventory changes would have been lower, at €102.9 million (2023: €221.9 million) and €108.8 million (2023: €216.7 million) respectively, had project sales been recognised in accordance with IFRS 10. The net disposal proceeds for sold subsidiaries defined as projects amounts to €23,6 million in financial year 2024 (2023: €136.1 million).

Recognition of power purchase agreements (PPAs) in the Renewable Energies Segment

The BayWa Group engages in project business – particularly in the Renewable Energies Segment, where it plans, constructs and sells wind farms and solar parks worldwide. In addition, the Renewable Energies Segment also operates certain wind farms and solar parks. In this context, it also concludes long-term contracts regarding the supply of the energy generated by these wind farms and solar parks (known as power purchase agreements, PPAs). Upon completion, the projects are either sold to investors, including the PPAs that have been concluded, or continue to exist at the wind farms and solar parks selected for operation in order to sell the electricity from the proprietary installations. Energy from long-term PPAs is also purchased and resold accordingly in the Energy Trading division of the Renewable Energies Segment.

The PPAs are recognised and measured according to the provisions of IFRS 16, IAS 37 and IFRS 9. A lease as defined in IFRS 16 exists within the scope of physical PPAs if the customer obtains virtually all the economic benefits from using the plant and the right to direct the plant's use. In such cases, BayWa (the lessor) believes that a distinction must be drawn between the recognition of operating and financing leases. While virtual PPAs should be recognised under IFRS 9 as a rule, recognition of physical PPAs at fair value under IFRS 9 should generally only be considered if the own-use exemption does not have to be applied due to a contractual cash settlement, or if the fair value option in accordance with IFRS 9 is applied to avoid an accounting mismatch. Generally, the contracts are classified to the own-use book or the fair value book upon commencement of the physical PPA. By applying the fair value option governed in IFRS 9, an own-use contract may be classified to the fair value book if doing so avoids an accounting mismatch. At BayWa, each physical PPA is reviewed at the outset of the contract to ascertain whether an accounting mismatch in the accounting of the physical PPAs within the scope of the own-use exemption exists. A physical PPA that is considered under the own-use exemption to be an own-use contract is accounted for as an executory contract in accordance with the provisions of IAS 37. A physical PPA that is classified to the fair value book is to be accounted for like a derivative in accordance with IFRS 9. In addition, embedded derivatives that must be recognised separately under IFRS 9 (such as options, floors or caps) may exist in the PPA contracts not already accounted for at fair value if said derivatives are not closely linked with the host contract.

Trading activities in the Cefetra Group Segment and at BayWa Agrarhandel GmbH, Nienburg, Germany

The companies of the Cefetra Group Segment, BayWa Agrarhandel GmbH, Nienburg, Germany, and Grainli GmbH & Co. KG, Hamburg, Germany, exercise the broker-trader exemption defined in IAS 2.3 (b) and are classified as traders. Inventories held by these companies are measured at fair value less costs of disposal. Income and expenses from the fair value measurement are recognised under cost of materials in the income statement. Cost of materials continues to include the net unrealised and realised gains and losses from currency hedges in relation to commodity futures, as well as net income and expenses from foreign currency valuation. Reporting the netted total of the aforementioned effects in cost of materials is standard practice among comparable companies.

Definition of EBIT and EBITDA

At the BayWa Group, earnings before interest and tax (EBIT) consist of the result of operating activities plus income from participating interests recognised at equity and other income from shareholdings. Earnings before interest, tax, depreciation and amortisation (EBITDA) are calculated in the same manner. However, amortisation, depreciation and impairment losses on intangible assets and property, plant and equipment are all taken into account in this case. However, depreciation and amortisation of current assets are not included in the calculation of EBITDA.

A.6 Impact of ESG sustainability factors and climate-related risks on the BayWa Group's financial reporting

In recent years, the significance of non-financial factors such as environmental, social and governance sustainability factors (ESG sustainability factors), and in particular climate change and climate-related risks, has increased considerably in financial reporting. Current and potential investors in particular – as well as supervisory authorities such as the German Financial Supervisory Authority (BaFin), borrowers, ratings agencies and the general public – are keen to be informed of how companies have taken ESG sustainability factors and the risks (and opportunities) associated with climate change into account when preparing their financial statements, especially when making estimates and exercising their judgement.

Accordingly, ESG sustainability factors and climate-related risks may have an impact on the recognition, measurement and disclosure of items in the financial statements depending on their nature and extent, but may also require specific disclosures in the notes in order to provide a better understanding of the effects of individual business transactions on the company's assets, financial position and earnings position.

Previous analyses have shown that ESG sustainability factors and climate-related risks may have implications for the application of IFRS or for individual items in the BayWa Group's financial statements in the following areas in particular:

- Changes in the need for amortisation, depreciation or impairments on intangible assets (including goodwill) and property, plant and equipment within the framework of an impairment test (IAS 36)
- Changes in the useful economic lives of tangible and intangible assets (IAS 16 and IAS 38)
- Impacts on fair value measurement during the valuation of financial and non-financial assets (IFRS 13)
- Effects on the recognition of deferred tax assets with regard to the question of whether planned taxable profits will be sufficient to realise the deferred tax assets
- Changes related to the recognition of provisions and information on contingent liabilities and assets, for example for onerous contracts, dismantling obligations or litigation (IAS 37)
- Adjustment of expected credit losses (ECLs) for financial assets, particularly with regard to the consideration of forward-looking information (IFRS 9 and IFRS 7)
- Renewal of corporate financing with increasing focus on sustainability-linked financing instruments (ESG-linked bonded loans, ESG-linked syndicated financing agreements, green bonds)

Climate change and the associated climate-related risks can also have an impact on financial reporting as a result of global climate change and rising temperatures, as well as the increase in extreme weather conditions, impacting the Agri Trade & Service and Global Produce Segments in particular. A relatively constant annual increase in global demand for agricultural products stands in contrast to the annual fluctuation in production due to potential unfavourable weather in key cultivation regions. The resulting volatility of prices for agricultural commodities leads to both price risks and opportunities to profit from price changes. The fruit- and vegetable-growing activities pose a financial risk to the Group, which arises from the delay between cash outflow for buying, growing and maintaining the crops as well as the costs of the harvest and cash inflow from the sale of the fruit. This risk is managed by actively monitoring net working capital. The Global Produce Segment in particular also faces the risk of weather-related damage to harvests and the necessary infrastructure. No concrete material impact on financial reporting is anticipated at the present time. For further details, please refer to the opportunity and risk report in the consolidated management report and the sustainability report.

The impact of ESG sustainability factors and climate-related risks on the BayWa Group’s financial reporting was assessed for financial year 2024 on a case-by-case basis and in consideration of all information and circumstances known at the time. Overall, BayWa concludes, at the current time, that these factors have no material impact on financial reporting or on these consolidated financial statements for the 2024 financial year.

The BayWa Group will continuously monitor and assess these factors in the financial years ahead so that it can continue to take appropriate account of any changes in the impact of ESG sustainability factors on the Group's financial reporting.

With Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023 supplementing Directive 2013/34/EU of the European Parliament and of the Council in respect of sustainability reporting standards, a first set of mandatory sustainability reporting standards, the European Sustainability Reporting Standards (ESRS), was defined for European Union members states. Apart from the broader and general ESRS 1 and ESRS 2 standards, the collection of 12 standards developed by the European Financial Reporting Advisory Group (EFRAG) covers a wide range of environmental, social and governance aspects. Once the Corporate Sustainability Reporting Directive (CSRD) came into force on 5 January 2023, the individual EU member states were required to transpose this directive into their respective national law within 18 months. This means that it would also have had to be implemented in Germany by no later than July 2024. The German legislature failed to meet both this deadline and the one set for 31 December 2024: Adoption of the law by the end of 2024 would have been the mandatory prerequisite for full application of the CSRD with disclosures in accordance with the European Sustainability Reporting Standards (ESRS) and the EU Taxonomy Regulation for capital market-oriented companies and thus also for the BayWa Group. Due to this situation, BayWa AG has prepared the Sustainability Report for the financial year 2024 as a “separate non-financial report” in accordance with Section 289b para. 3 of the German Commercial Code (HGB), which is combined with the separate non-financial report of the BayWa Group in accordance with Section 315b para. 3 HGB for the 2024 financial year. This separate condensed non-financial report also contains disclosures on taxonomy compliance pursuant to Article 8 of the EU Taxonomy Regulation (EU) 2020/852.

The full conversion of the BayWa Group’s sustainability reporting to the requirements of the CSRD and therefore to the ESRS has been one of the major projects and goals with a regulatory background being implemented since financial year 2023. Once it became clear that a German law implementing the CSRD would not be passed on time in 2024, the BayWa Group chose not to apply the ESRS in full ahead of schedule when preparing the separate non-financial report for the Group for financial year 2024, in particular for reasons of risk and flexibility, but also due to the abundance of special and additional topics associated with the restructuring programme. Rather, the aim was to be guided by the ESRS only in terms of the organisation and structure of the sustainability report, but also the determination of indicators as well as the consideration of the inside-out perspective (impacts) and the outside-in perspective (risks and opportunities).

Since the beginning of 2025, the topic of future sustainability reporting has been a subject of discussion at both federal and European Union level. The ESRS are now being revised again with the aim of reducing the number of disclosure requirements. It can now be assumed that sustainability reporting within the BayWa Group will only be mandatory in full compliance with the ESRS for financial years beginning on or after 1 January 2027.

A.7 Impairment tests pursuant to IAS 36 within the BayWa Group

In the ad hoc announcement dated 12 July 2024, BayWa AG announced that a reorganisation opinion in accordance with the principles of IDW S 6 had been commissioned. In a further ad hoc announcement dated 24 July 2024, the capital market was informed that, due to the decline in the share price and the associated decrease in BayWa AG’s market capitalisation below the book value of equity, extensive impairment tests within the meaning of IAS 36 had to be carried out.

At the end of the 2024 financial year, BayWa AG’s market capitalisation remained below the book value of equity, meaning that impairment tests had to be carried out again for all intangible assets and property, plant and equipment of the BayWa Group. In accordance with IAS 36.12, a market capitalisation below net assets is an indication (triggering event) of a possible impairment of assets or cash-generating units (CGUs).

In addition, as at 31 December 2024, another circumstance came to light that required an impairment test in accordance with IAS 36: Within the BayWa Group, RWA Raiffeisen Ware Austria AG (RWA AG), Korneuburg, Austria, including its direct and indirect subsidiaries, "UNSER LAGERHAUS" WARENHANDELSGESELLSCHAFT m.b.H. (WHG), Klagenfurt, Austria, as well as five wind and two solar energy parks in the IPP business entity of the Renewable Energies Segment (BayWa r.e. IPP) were classified as disposal groups within the meaning of IFRS 5. Immediately before classification as “held for sale”, an impairment test must be carried out in accordance with IAS 36. This is because the expected disposal and the resulting change in use at the time of reclassification indicate that an impairment loss is likely. In a second step, the book value is compared with the fair value of the assets or disposal group.

Based on these two circumstances, a distinction is made in the following statements on the impairment losses recognised between “impairment tests due to reduced market capitalisation” and “impairment tests due to classification as an IFRS 5 disposal group”. In the wake of impairment tests in accordance with IAS 36, assets totalling €549.7 million were written down across both circumstances.

In € million	2024
Renewable Energies	- 380.8
Energy	- 6.0
Cefetra Group	- 38.7
Agri Trade & Services	- 53.6
Agricultural Equipment	- 6.5
Global Produce	0.0
Construction	- 23.8
Other Activities	- 40.3
	- 549.7

Compared to the preliminary reorganisation opinion, which was included in the valuations for the 2024 half-year financial statements, the final reorganisation opinion as at 31 December 2024 gave rise to further impairment requirements. This is mainly due to the further preparation of the final reorganisation report as well as the disposals agreed at the end of the year (RWA AG, WHG, BayWa r.e. IPP).

Impairment test due to lower market capitalisation

In the impairment tests, the recoverable amount of the respective cash-generating unit was determined on the basis of the higher of fair value less costs of disposal and value in use. The cash flows used for the impairment tests take into account the findings in the reorganisation opinion. With the exception of the Renewable Energies Segment, the impairment tests were prepared on the assumption of a sustainable growth rate of 1.0%; only in the Renewable Energies Segment was this rate at 2.0%, with the exception of the valuations in the IPP business unit. No perpetuity could be taken into account due to the finite useful lives of the assets. The entire impairment test was based on the planning also included in the reorganisation opinion.

Based on the principle of individual valuation, these impairment tests must always be carried out for an individual asset. As a rule, however, assets within a company only generate economic benefits in the form of cash inflows in combination with other assets. Against this background, the smallest possible groups of assets that generate independent cash inflows (cash-generating units, CGUs) must be identified for the purpose of the impairment test. The BayWa Group takes several aspects and issues into account when defining CGUs or the smallest groups of assets that generate largely independent cash inflows, whereby the following are of particular importance:

- Are there **asset separations** and are individual assets used in such an integrated manner that they cannot generate independent cash inflows?
- Are there **revenue separations** and are the cash inflows generated by a group of assets independent or interdependent?

Specifically, the cash-generating units are categorised according to various criteria (e.g. product groups, regions, locations/branches, companies, groups of companies), some of which are also combined (e.g. product groups and regions) and each reflect the level that generates the most independent cash inflows. One exception to this is the proprietary energy operations in the IPP business entity in the Renewable Energies Segment. Here, each individual plant that has been completed and commissioned is deemed a separate CGU. The individual cash-generating units are based on the BayWa Group's reorganisation plan. The reorganisation plan was prepared partly at individual company level, but predominantly at business unit or segment level, meaning that several cash-generating units were aggregated in one plan. For measurement purposes, these aggregated plans were broken down into the smallest group of assets that generates independent cash inflows. For this purpose, allocation keys were defined taking into account the historical and current economic development of the CGU.

In the Renewable Energies Segment, investments recognised at equity had to be written down in six cases totalling €48.0 million and in the case of one BayWa AG investment in the amount of €3.4 million. The resulting amortisation is reported in the income statement under income from investments accounted for using the equity method – please refer to the explanations in section D.6.

Within the BayWa Group, fair value less costs of disposal was determined for all CGUs. The value in use of the CGUs is below the fair values less costs of disposal because cash flows from future restructuring measures, which the company is not obliged to carry out, are not taken into account. The fair value was subsequently compared with the respective book values, which were derived from the capital employed. The fair value less costs of disposal was determined using the discounted cash flow method (determined in line with IFRS 13 using level 3 parameters). The valuation for the Independent Power Produce business entity in the Renewable Energies Segment was still based on the value in use at the end of the first half of 2024. At the end of the 2024 financial year, the valuation was changed to the calculation of fair value less costs of disposal because this approach for determining the recoverable amount appropriately reflects the planning set out the reorganisation opinion.

As part of the allocation of the impairment identified for cash-generating units or groups of cash-generating units, IAS 36.105 sets a lower limit for the book value of assets to be impaired. This lower limit is the higher of fair value less costs of disposal and value in use (where determinable) or zero. Any further impairment can therefore not be recognised as an expense under IFRS. This relates in particular to the following non-financial assets: Land and buildings, technical silos, technical equipment and machinery as well as rights of use (IFRS 16).

For land and buildings, fair value less costs of disposal was determined by taking market values or property valuations into account.

The fair value of the silos was determined using the asset value method. The underlying assumptions applied to determine the fair value less costs of disposal relate not only to capacity and the construction method used, but also to other features and standard market costs of disposal.

The replacement value was taken into account when determining a lower limit for the fair value less costs of disposal of technical equipment and machinery. In particular, assumptions were made regarding useful lives, the development of relevant price indices and the state-of-the-art status of the assets. Marketability and standard costs of disposal were also taken into account.

A discounted cash flow model was used to determine the fair value of rights of use (IFRS 16). This model was based on key contractual parameters of the rights of use, such as the term of the contract, the start of the lease and the agreed rent. In addition, assumptions had to be made regarding future rent payments, a discount rate and costs of disposal.

The determination of the fair value less costs of disposal of buildings and land, silos, technical equipment and machinery as well as rights of use (IFRS 16) depends on both the market situation and Management's judgement with regard to the assumptions mentioned above.

Corporate costs and corporate assets were allocated to the participating and benefiting cash-generating units using comprehensible allocation keys.

The impairment requirement was initially allocated to the non-current assets of the cash-generating units. The individual assets were either amortised up to a maximum of their recoverable amount or written down to zero. If further impairment was required for a cash-generating unit or a group of cash-generating units to which goodwill had been allocated, this goodwill was amortised in accordance with the remaining impairment requirement. As a result, impairment losses totalling €475.1 million had to be recognised in the 2024 financial year as part of the impairment tests due to lower market capitalisation. The following table shows the impairment losses allocated to the segments.

In € million	**2024**
Renewable Energies	- 367.5
Energy	- 1.9
Cefetra Group	- 38.7
Agri Trade & Services	- 15.2
Agricultural Equipment	- 5.9
Global Produce	0.0
Construction	- 14.5
Other Activities	- 31.4
	- 475.1

In the Renewable Energies Segment, goodwill was impaired by €74.5 million. Of this amount, the Solar Trade business division accounted for impairment totalling €52.6 million and the Projects EMEA/APAC & Energy Solutions business division for €10.9 million. Impairments in the Operations EMEA (€3.4 million) and Holding (software) business divisions (€7.2 million) contributed to the total impairment of goodwill in the Renewable Energies Segment. In the Cefetra Group Segment, the goodwill of Premium Crops Limited of €6.8 million resulting from an asset deal and the goodwill from the acquisition of Heinrich Brüning GmbH (€3.3 million) and the Thegra Tracomex group of companies (€8.7 million) was written down in full. In the Agri Trade & Service Segment, the results of the tests made it necessary to write down the goodwill of the EUROGREEN Group in the amount of €2.1 million in full and that of Uwe Körner GmbH in the amount of €4.4 million on a pro rata basis by €1.3 million. The complete write-down of the goodwill of Pellog GmbH had a negative impact of €0.2 million on the Energy Segment. The goodwill of Peter Frey GmbH (Construction Segment) was impaired in the full amount of €1.0 million. For further information on the goodwill tested, please refer to section C.1 of these Notes of the Consolidated Financial Statements.

Broken down by segment and CGU, the result of the impairment test due to lower market capitalisation as at 31 December 2024 in the BayWa Group is as follows:

Description of the business entity/CGU per segment	Key assumptions and reasons for impairment	FVlCoD[1] in € million	Impairment In € million	Relevant income statement item	Impaired assets	Discount rate in %
Renewable Energies						
Independent Power Producer (IPP) (22 CGUs with impairment)	Key assumptions: electricity price curves, electricity market value rates Reason for impairment: declining electricity price curves and electricity market value rates, higher interest rates, adjusted feed-in assumptions	483,1	115.0	Depreciation/ amortisation and impairment	Intangible assets and property, plant and equipment	4.9–8,1 (depending on country)
Projects EMEA / APAC (1 CGU with impairment)	Key assumptions: electricity price curves, electricity market value rates Reason for impairment: declining electricity price curves and electricity market value rates, higher interest rates, adjusted feed-in assumptions	1,128.9	106.3	Depreciation/ amortisation and impairment; other income from shareholdings	Property, plant and equipment and participating interests recognised at equity	7.8
Projects AMER (1 CGU with impairment)	Key assumptions: electricity price curves, electricity market value rates Reason for impairment: declining electricity price curves and electricity market value rates, higher interest rates, adjusted feed-in assumptions	980,8	10.2	Depreciation/ amortisation and impairment	Property, plant and equipment	7.8

Description of the business entity/CGU per segment	Key assumptions and reasons for impairment	FVlCoD[1] in € million	Impairment In € million	Relevant income statement item	Impaired assets	Discount rate in %
Solar Trade (19 CGUs with impairment)	Key assumptions: electricity price curves, electricity market value rates Reason for impairment: declining electricity price curves and electricity market value rates, higher interest rates, adjusted feed-in assumptions	92,9	64.6	Depreciation/ amortisation and impairment	Intangible assets and goodwill	8,7–13,3 (depending on country)
Energy Solution (4 CGU with impairment)	Key assumptions: Revision of business activities and market development Reason for impairment: Revision of business activities, adjusted market development	0.0	21.8	Depreciation/ amortisation and impairment; other income from shareholdings	Intangible assets and property, plant and equipment	7.2
Services – Operations EMEA (6 CGUs with impairment)	Key assumptions: Focus on core markets Reason for impairment: Adjustment of the operating acitivites to the core markets	0.0	14.4	Depreciation/ amortisation and impairment	Intangible assets and goodwill	8,6
Holdings (software) and Others (2 CGUs with impairment)	Key assumptions: Revision of business activities and market development Reason for impairment: Revision of business activities, adjusted market development	0.0	11.4	Depreciation/ amortisation and impairment	Intangible assets and goodwill	8,6
Renewable Energies – participating interests recognised at equity						
Amadeus Wind Holdings LLC	Key assumptions: electricity price curves, electricity market value rates Reason for impairment: declining electricity price curves and electricity market value rates, higher interest rates, adjusted feed-in assumptions	16,8	37.2	Income from participating interests recognised at equity	Participating interests recognised at equity	6.2
Energy Segment						
Trade in fuels, pellets, lubricants, operation of filling stations, building services (26 CGU with impairment)	Key assumptions: Restructuring plan of the management, valuation parameters Reason for impairment: Segment-specific reorganisation plan, increased interest rates, property appraisal	91,4	1.9	Depreciation/ amortisation and impairment	Intangible assets, goodwill	7,4–7,8 (depending on beta)
Cefetra Group Segment						
International grain and speciality trader (10 CGU with impairment)	Key assumptions: Restructuring plan of the management, valuation parameters Reason for impairment: Segment-specific reorganisation plan, increased interest rates, property appraisal	229,9	38.7	Depreciation/ amortisation and impairment	Intangible assets, goodwill and property, plant and equipment	6,1–8,1 (depending on country)
Agri Trade & Service Segment						
Agricultural input, collecting agricultural products (7 CGU with impairment)	Key assumptions: Restructuring plan of the management, valuation parameters Reason for impairment: Segment-specific reorganisation plan, increased interest rates, property appraisal	242,6	15.2	Depreciation/ amortisation and impairment	Intangible assets, goodwill	5,8–6,5 (depending on country)

Description of the business entity/CGU per segment	Key assumptions and reasons for impairment	FVlCoD[1] in € million	Impairment In € million	Relevant income statement item	Impaired assets	Discount rate in %
Agricultural Equipment Segment						
Distribution of custom and agricultural technology (5 CGU with impairment)	Key assumptions: Restructuring plan of the management, valuation parameters Reason for impairment: Segment-specific reorganisation plan, increased interest rates, property appraisal	24,8	5.9	Depreciation/ amortisation and impairment	Intangible assets	8.7
Construction Segment						
Specialist building materials retailer (80 CGU with impairment)	Key assumptions: Restructuring plan of the management, valuation parameters Reason for impairment: Segment-specific reorganisation plan, increased interest rates, property appraisal	207,9	14.5	Depreciation/ amortisation and impairment	Intangible assets and property, plant and equipment	9.3
Other Activities						
Allocation of corporate assets (136 CGUs with impairment)	Key assumptions: Restructuring plan of the management, valuation parameters Reason for impairment: Segment-specific reorganisation plan, increased interest rates, property appraisal	n/a	31,4	Depreciation/ amortisation and impairment	Intangible assets and property, plant and equipment	n/a

1 Disclosure of fair value less cost of disposal determined in accordance with level 3 of the measurement hierarchy for cash-generating units with impairment requirements.

Impairment test due to classification as an IFRS 5 disposal group

As explained at the beginning of this section, impairment tests were already carried out as part of BayWa AG's 2024 half-year consolidated financial statements. By comparison, the composition of cash-generating units changed in the tests at the end of the 2024 financial year to the extent that RWA AG, including its direct and indirect subsidiaries, WHG and four wind farms, two solar energy sites and the holding company of one wind energy turbine of BayWa r.e. IPP are classified as being held for sale. An allocation to the cash-generating units determined in the first half of 2024 is no longer possible as at 31 December 2024 because the sales price agreed for the properties for sale is exclusively attributable to the respective disposal group as a whole. For this reason, the cash-generating units are each combined into one, with each of the disposal groups mentioned corresponding to a CGU.

As part of the impairment test based on classification as an IFRS 5 disposal group, the recoverable amount of the cash-generating unit was determined on the basis of the fair value less costs of disposal, taking into account the agreed net disposal proceeds. Impairment losses are recognised if the book value (derived from capital employed or capital required for operations) of the disposal group exceeds its recoverable amount. Due to the consolidation of all cash-generating units in a disposal group, additional impairment losses arise compared with 30 June 2024, which relate in particular to goodwill, other intangible assets and property, plant and equipment.

The impairment test resulted in a need to write down goodwill in the amount of €41.9 million for the cash-generating unit RWA AG. Most of this relates to the goodwill of Patent Co. DOO (feedstuff) in the amount of €35.4 million (Agri Trade & Service Segment), FABU Beteiligungs GmbH in the amount of €3.4 million (Construction Segment) and WAV Wärme Austria Vertriebs GmbH in the amount of €2.4 million (Energy Segment). In addition, amortisation of intangible assets amounting to €19.4 million was recognised for RWA AG and WHG. Within the BayWa r.e. IPP disposal group, €13.3 million in depreciation and amortisation was recognised on property, plant and equipment.

The impairment losses recognised as part of the impairment test in accordance with IAS 36 due to the classification as an IFRS 5 disposal group are as follows:

In € million	2024
Renewable Energies	- 13.3
Energy	- 4.1
Agri Trade & Services	- 38.4
Agricultural Equipment	- 0.6
Construction	- 9.3
Other Activities	- 8.9
	- 74.6

Please refer to Note C.10 for the explanations on the measurement at fair value in accordance with IFRS 5 immediately following the impairment test in accordance with IAS 36 for initial classification as being “held for sale”.

B Information on Consolidation

B.1 Principles of Consolidation

Capital consolidation at the time of initial consolidation is carried out by offsetting the cost against the fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiaries at the time of acquisition (purchase method). If the cost exceeds the fair value of the identifiable assets, liabilities and contingent liabilities purchased, the difference is disclosed as goodwill under intangible assets as part of non-current assets. Goodwill is subject to an annual impairment test (Impairment Only Approach). If the book value of goodwill is higher than the recoverable amounts, impairment must be carried out; otherwise, goodwill remains unchanged. If the cost is lower than the fair value of the identifiable assets, liabilities and contingent liabilities purchased, the differences are recognised immediately through profit or loss.

All receivables and liabilities, as well as provisions within the group of consolidated companies, are offset. Interim results, if material, are eliminated. Interim results realised from associates are eliminated against the corresponding investments recognised at equity. If the respective investment does not exist to a sufficient extent for elimination, other assets related to the affected company are eliminated. If these do not exist or do not exist to a sufficient extent, the interim result is eliminated by recognising it in revenue reserves under liabilities to ensure that the earnings position reflects actual developments. It is not recognised as deferred income under other liabilities, as the eliminated interim result does not represent a liability and recognition as other liabilities would incorrectly depict the actual assets. Intra-group revenues, expenses and earnings are netted.

B.2 Group of consolidated companies – fully consolidated companies pursuant to IFRS 10

Under the principles of full consolidation, all domestic and foreign companies on which BayWa AG can exercise direct or indirect control within the meaning of IFRS 10 and where the subsidiaries are not of secondary importance have been included in the consolidated financial statements of BayWa AG, alongside BayWa AG itself. Control exists when BayWa AG has power over significant activities, has exposure, or rights, to variable returns and is able to use its power to affect the amount of the returns. Control is regularly established through an indirect or direct majority of voting rights.

All affiliated companies included in the BayWa AG consolidated financial statements as at 31 December 2024 through full consolidation are listed under Group holdings, which is attached to the Notes to the Consolidated Financial Statements as an appendix.

The following changes to the group of consolidated companies occurred in the financial year 2024.

Affiliated companies so far not included in the consolidated financial statements for reasons of materiality

In %	Share in capital	Previous year's share in capital	Comment
Agate Energy Storage LLC, Carlsbad, USA	100.0	100.0	Initial consolidation on 01/01/2024
BayWa r.e. Australia Offshore Wind Holdings Pty Ltd, Melbourne, Australia	100.0	100.0	Initial consolidation on 01/01/2024
BayWa r.e. Operation Services, S. de R.L. de C.V., Mexico City, Mexico	100.0	100.0	Initial consolidation on 01/01/2024
BayWa r.e. Tervola Oy, Malmö, Sweden	100.0	100.0	Initial consolidation on 01/01/2024
BayWa r.e. Vaala Oy, Malmö, Sweden	100.0	100.0	Initial consolidation on 01/01/2024
BW Western Portfolio I LLC, Carlsbad, USA	100.0	100.0	Initial consolidation on 01/01/2024
Camelia Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024
Cassiopea Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024
Cefetra Premium Oils USA Inc.,Wilmington, USA	100.0	100.0	Initial consolidation on 01/01/2024
Crono Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024
Dalia Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024
Delica NZ Export Limited, Auckland, New Zealand	100.0	100.0	Initial consolidation on 01/01/2024
Energy Solutions 1 Pte. Ltd., Funan, Singapore	100.0	100.0	Initial consolidation on 01/01/2024
Energy Storage System Holding B.V., Leeuwarden, Netherlands	100.0	100.0	Initial consolidation on 01/01/2024
ESS 1 B.V., Leeuwarden, Netherlands [1]	0.0	100.0	Initial consolidation on 01/01/2024
Fleet Solar Limited, London, UK	100.0	100.0	Initial consolidation on 01/01/2024
Framstraße Grundbesitz GmbH, Kemnath, Germany	100.0	100.0	Initial consolidation on 01/01/2024
Fresia Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024
Grey Wolf Solar LLC, Carlsbad, USA	100.0	100.0	Initial consolidation on 01/01/2024
Hankook Baram Co., Ltd., Seoul, South Korea	100.0	100.0	Initial consolidation on 01/01/2024
Iris Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024

In %	Share in capital	Previous year's share in capital	Comment
Keranna Energies SAS, Paris, France	100.0	100.0	Initial consolidation on 01/01/2024
MHH-PV-Mitarbeiterbeteiligungs-GBR, Tübingen, Germany [1]	0.0	100.0	Initial consolidation on 01/01/2024
Oceano Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024
PATENT CO. Hrvatska d.o.o., Osijek, Croatia	100.0	100.0	Initial consolidation on 01/01/2024
Silverbell Solar LLC, Carlsbad, USA	100.0	100.0	Initial consolidation on 01/01/2024
T&G Apples Limited, Auckland, New Zealand	100.0	100.0	Initial consolidation on 01/01/2024
Temi Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024
Viola Rinnovabili S.r.l., Milan, Italy	100.0	100.0	Initial consolidation on 01/01/2024
Windpark Altenglan GmbH & Co. KG, Gräfelfing, Germany	100.0	100.0	Initial consolidation on 01/01/2024
Windpark Hesselertal GmbH & Co. KG, Gräfelfing, Germany [1]	0.0	100.0	Initial consolidation on 01/01/2024
Windpark Jembke GmbH & Co. KG, Gräfelfing, Germany [1]	0.0	100.0	Initial consolidation on 01/01/2024
Windpark Prüm GmbH & Co. KG, Gräfelfing, Germany	100.0	100.0	Initial consolidation on 01/01/2024

1 These companies were sold over the course of the financial year following their initial consolidation as at 1 January 2024. As a result, the stake held amounted to 0.0% respectively as at 31 December 2024.

Acquired companies included in the consolidated financial statements for the first time owing to attainment of control [1]

In %	Share in capital	Comment
Sunčana elektrana Dicmo 2 d.o.o., Zagreb, Croatia [2]	100,0	Initial consolidation on 10/05/2024

1 No shares were held in this company in the previous year.
2 This is an acquired project company without business operations for which no purchase price allocation within the meaning of IFRS 3 was made.

Established companies included in the consolidated financial statements for the first time [1]

In %	Share in capital	Comment
BayWa r.e. Equipment HoldCo LLC, Carlsbad, USA	100.0	Initial consolidation on 12/12/2024
BayWa r.e. Solar Trade Purchasing Services B.V., Maasbree, Netherlands	100.0	Initial consolidation on 06/03/2024
Bullawah Wind Farm Stage 2 Pty Ltd, Melbourne, Australia	100.0	Initial consolidation on 27/08/2024
Sirio Cinque S.r.l., Milan, Italy	100.0	Initial consolidation on 17/04/2024
Sirio Due S.r.l., Milan, Italy	100.0	Initial consolidation on 24/04/2024
Sirio Quattro S.r.l., Milan, Italy	100.0	Initial consolidation on 17/04/2024
Sirio Tre S.r.l., Milan, Italy	100.0	Initial consolidation on 24/04/2024
Sirio Uno S.r.l., Milan, Italy	100.0	Initial consolidation on 17/04/2024

1 No shares were held in these companies in the previous year.

Companies no longer included in the consolidated financial statements owing to merger [1]

In %	Previous year's share in capital	Comment
DongCheon Green Energy Co., Ltd., Seoul, South Korea	100.0	Merged into BayWa r.e. Solar Asset Holding Korea on 07/10/2024
Fairgrow Limited, Auckland, New Zealand	100.0	Merged into T&G Processed Food Limited on 01/01/2024
Fruit Distributors Limited, Auckland, New Zealand	100.0	Merged into T&G Processed Food Limited on 31/10/2024
MHH-PV-Mitarbeiterbeteiligungs-GBR, Tübingen, Germany	100.0	Merged into BayWa r.e. Solar Energy Systems GmbH on 31/12/2024
Status Produce Favona Road Limited, Auckland, New Zealand	100.0	Merged into Turners & Growers Fresh Limited on 01/07/2022
Zonnedak A1 B.V., Leeuwarden, Netherlands	100.0	Merged into GroenLeven Invest B.V. on 01/09/2024
Zonnedak F1 B.V., Leeuwarden, Netherlands	100.0	Merged into GroenLeven Invest B.V. on 01/09/2024
Zonnedak F2 B.V., Leeuwarden, Netherlands	100.0	Merged into GroenLeven Invest B.V. on 01/09/2024
Zonnedak F3 B.V., Leeuwarden, Netherlands	100.0	Merged into GroenLeven Invest B.V. on 01/09/2024
Zonnedak O1 B.V., Leeuwarden, Netherlands	100.0	Merged into GroenLeven Invest B.V. on 01/09/2024

1 No shares were held in these companies as at the end of the 2024 financial year on account of their merger.

Companies no longer included in the consolidated financial statements owing to loss of control [1]

In %	Previous year's share in capital	Comment
Almodovar Solar S.L.U., Barcelona, Spain [2]	100.0	Sold on 08/07/2024
American Beech Solar LLC, Irvine, USA [2]	100.0	Sold on 27/10/2024
Åshults Kraft AB, Malmö, Sweden [2]	100.0	Sold on 20/12/2024
Bierstadt Energy Storage LLC, Irvine, USA	100.0	Liquidated on 30/12/2024
Big Creek Solar 2 LLC, Carlsbad, USA	100.0	Liquidated on 30/12/2024
Big Creek Solar 3 LLC, Carlsbad, USA	100.0	Liquidated on 30/12/2024
Bluebird Solar LLC, Irvine, USA	100.0	Sold on 27/10/2024
Corner Copse Solar Limited, London, UK [2]	100.0	Sold on 20/09/2024
Dioniso S.r.l., Milan, Italy	100.0	Sold on 19/12/2024
Driffield Solar and Storage Limited, London, UK [2]	100.0	Sold on 04/09/2024
Energía Diodos S.L.U., Barcelona, Spain [2]	100.0	Sold on 08/07/2024
ESS 1 B.V., Leeuwarden, Netherlands [2]	100.0	Sold on 19/12/2024
EUROGREEN AUSTRIA GmbH, Sankt Lorenz Mondsee, Austria	100.0	Sold on 07/08/2024
GK Alpha Mega Solar Project No. 1, Tokio, Japan [2]	100.0	Sold on 21/03/2024
GK Alpha Mega Solar Project No. 2, Tokio, Japan [2]	100.0	Sold on 21/03/2024
La Redonda Solar S.L., Barcelona, Spain [2]	100.0	Sold on 08/07/2024
LODUR Energieanlagen GmbH, Munich, Germany	100.0	Sold on 29/11/2024
Perinnpitt Road Solar Ltd., London, UK [2]	100.0	Sold on 13/08/2024
Plankenstein 8 GmbH & Co. KG, Munich, Germany [2]	51.0	Sold on 09/09/2024
Prairie Solar 1, LLC, Irvine, USA [2]	100.0	Sold on 27/10/2024
Prairie Solar Holdings LLC, Irvine, USA [2]	100.0	Sold on 27/10/2024
Projekt Aichach S7 GmbH & Co. KG, Augsburg, Germany [2]	51.0	Sold on 12/09/2024
Projekt Baierbrunn W13 GmbH, Augsburg, Germany [2]	51.0	Sold on 19/12/2024
Rag Lane Solar Ltd., London, UK [2]	100.0	Sold on 11/12/2024
Ryfors Vindkraft AB, Malmö, Sweden [2]	100.0	Sold on 20/12/2024
Sjönnebol Kraft AB, Malmö, Sweden [2]	100.0	Sold on 20/12/2024
SOLAR CASTUERA, S.L., Madrid, Spain [2]	100.0	Sold on 21/02/2024
South Fambridge Hall Solar Park Limited, London, UK [2]	100.0	Sold on 04/09/2024
Whitelaw Brae Windfarm Ltd., Edinburgh, UK [2]	100.0	Sold on 18/12/2024
Windpark Bärofen GmbH, Kilb, Austria [2]	100.0	Sold on 09/12/2024
Windpark Hesselertal GmbH & Co. KG, Gräfelfing, Germany [2]	100.0	Sold on 30/09/2024
Windpark Jembke GmbH & Co. KG, Gräfelfing, Germany [2]	100.0	Sold on 30/09/2024

1 The stake held in the companies presented above amounted to 0.0% respectively as at 31 December 2024.
2 These entities are project companies the sale of which is recognised and reported in the income statement pursuant to IFRS 15 (see also Note A.5).

Company no longer included in the consolidated financial statements for reasons of materiality

In %	Previous year's share in capital	Comment
Baltic Logistic Holding B.V., Rotterdam, Netherlands	100.0	Deconsolidation on 31/12/2024
Bellevue Bad Heilbrunn GmbH & Co. KG, Günzburg, Germany	51.0	Deconsolidation on 30/06/2024
Brüderl Projekt GmbH & Co. KG, Traunreut, Germany	51.0	Deconsolidation on 30/09/2024
DRWZ-Beteiligungsgesellschaft mbH, Munich, Germany	100.0	Deconsolidation on 01/07/2024
G. Stranzinger Bauprojekt GmbH & Co. KG, Tann; Germany	60.0	Deconsolidation on 30/09/2024
Interlubes GmbH, Würzburg, Germany	100.0	Deconsolidation on 30/09/2024
Ketziner Beteiligungsgesellschaft mbH, Niederer Fläming, Germany	100.0	Deconsolidation on 31/10/2024
Spitzlberg GmbH & Co. KG, Augsburg, Germany	51.0	Deconsolidation on 30/09/2024

Control in the companies presented below exists through contractual agreements or other agreements, despite the lack of an indirect or direct majority of voting rights in accordance with the capital shares. As a result, these companies are also included in the BayWa AG consolidated financial statements according to the principles of full consolidation.

In %	Share in capital	Previous year's share in capital	Comment
Capital Fruit Ltd, Tzaneen, South Africa	50.0	50.0	Controlling influence on business activity
Delica North America, Inc., Torrance, USA	50.0	50.0	With 60% majority of voting rights and rights to the returns
RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria	50.0	50.0	Majority of voting rights
SDK Power Sdn. Bhd., Kuala Lumpur, Malaysia	48.0	48.0	Operational management as well as majority representation in management body
T&G CarSol Asia PTE. Ltd, Singapore, Singapore	50.0	50.0	Controlling influence on business activity
T&G Vizzarri Farms Pty Ltd, Tullamarine, Australia	50.0	50.0	Operational management as well as majority representation in management body
Worldwide Fruit Limited, Spalding, UK	50.0	50.0	Operational management and control through executive board

Additions due to acquisitions in the financial year 2024

Addition: PATENT CO. Hrvatska d.o.o., Osijek, Croatia

RWA AG acquired 100% of the shares in the Croatian mixed feed plant AISLE40 d.o.o., Ivanic Grad, Croatia, via RWA International Holding GmbH, Korneuburg, Austria, with effect from 30 March 2024 and merged it with the newly founded PATENT CO. Hrvatska d.o.o., Osijek, Croatia, on 24 June 2024. The mixed feed plant produces around 80,000 tonnes of mixed feed and additives per year. The aim of the acquisition is to strengthen the company's activities and expand its market position in the feedstuffs sector in southeastern Europe.
A controlling influence has existed since 30 March 2024. Since that date, PATENT CO. Hrvatska d.o.o. has been included in the consolidated financial statements of BayWa AG within the scope of full consolidation. The acquisition costs for 100% of the shares amount to €2.6 million. As stated in the purchase price allocation, no goodwill arises from the acquisition. The transaction costs incurred in relation to the acquisition currently amount to €0.3 million.

The acquisition of AISLE40 d.o.o., Ivanic Grad, Croatia, and the subsequent merger with PATENT CO. Hrvatska d.o.o., Osijek, Croatia, resulted in the following additions to assets (excluding goodwill) and liabilities measured at fair values (categorised by main groups):

In € million	PATENT CO. Hrvatska d.o.o.
Assets	
Intangible assets	0.0
Property, plant and equipment	8.3
Investments	0.0
Inventories	0.7
Financial assets	0.0
Receivables and other assets	0.6
thereof: receivables (gross)	0.3
thereof: receivables considered recoverable	0.3
Deferred tax assets	0.0
Cash and cash equivalents	0.6
Shareholders' equity and liabilities	
Non-current liabilities	0.0
Short-term debt	5.8
Current trade payables and liabilities from inter-group business relationships	1.3
Current income tax liabilities	0.0
Other current liabilities	0.1
Deferred tax liabilities	0.4
Acquired net assets at the point of initial consolidation	**2.6**
Share attributable to shareholders of the parent company	2.6
Share attributable to minority shareholders	0.0

The goodwill reconciliation at the time of initial consolidation is as follows:

In € million	PATENT CO. Hrvatska d.o.o.
Contribution transferred in return for the acquisition of the shares	2.6
Non-controlling interests in the acquired companies	0.0
Acquired net assets at the point of initial consolidation	2.6
Goodwill	**0.0**

Revenue and earnings contribution of the company consolidated for the first time in the reporting period:

In € million	PATENT CO. Hrvatska d.o.o.
Revenues from the point of initial consolidation	4.6
Profit/loss from the point of initial consolidation	- 1.4
Pro forma revenues for the period from 01/01 to 31/12/2024	5.0
Pro forma profit/loss for the period from 01/01 to 31/12/2024	- 1.6

Supplementary information on company acquisitions in the previous year

The finalisation of the purchase price allocation, which was reported as a preliminary figure in the previous year, did not result in any material changes compared to the preliminary allocations reported in the notes to the consolidated financial statements.

Disposals due to sale in the financial year 2024

In the 2024 financial year, all shares in the following companies or groups of companies were sold, resulting in these companies or groups of companies leaving the group of consolidated companies of the BayWa Group. No shares remained in the BayWa Group after the respective sale.

- **EUROGREEN AUSTRIA GmbH, Mondsee, Austria**
  EUROGREEN GmbH, Betzdorf, sold 100% of the shares in EUROGREEN AUSTRIA GmbH, Mondsee, Austria, with effect from 7 August 2024.
- **LODUR Energieanlagen GmbH, Munich, Germany**
  BayWa Handels-Systeme-Service GmbH, Munich, a wholly owned subsidiary of BayWa AG, sold 100% of the shares in LODUR Energieanlagen GmbH, Munich, with effect from 29 November 2024.
- **Dionisio S.r.l., Milan, Italy**
  BayWa r.e. Italia S.r.l., Milan, Italy, sold 100% of the shares in Dioniso S.r.l., Milan, Italy, with effect from 19 December 2024.

The effect of these three sales on the consolidated financial statements owing to loss of control is as follows:

Assets and liabilities derecognised owing to loss of control

In € million	EUROGREEN AUSTRIA GmbH	LODUR Energie-anlagen GmbH	Dioniso S.r.l.	**Total disposals in 2024**
Assets				
Property, plant and equipment and intangible assets	0.6	0.8	56.3	57.7
Investments	0.0	0.0	0.0	0.0
Other non-current assets	0.0	0.0	1.4	1.4
Inventories	0.7	1.3	0.0	2.0
Receivables and other assets	0.3	2.8	11.3	14.4
Cash and cash equivalents	0.1	0.9	1.9	2.9
	1.7	**5.8**	**70.9**	**78.4**
Shareholders' equity and liabilities				
Non-current provisions	0.0	0.0	1.0	1.0
Long-term debt	0.2	0.0	41.4	41.6
Non-current trade payables and other non-current liabilities	0.1	0.0	2.5	2.6
Current provisions	0.0	0.2	0.0	0.2
Short-term debt	0.1	0.0	9.3	9.4
Current trade payables and other current liabilities	1.3	12.6	17.1	31.0
	1.7	**12.8**	**71.3**	**85.8**
Net assets on the disposal date	**0.0**	**-7.0**	**-0.5**	**-7.5**
thereof: attributable to minority shareholders	0.0	0.0	0.0	0.0
thereof: attributable to shareholders of the parent company	0.0	-7.0	-0.5	-7.5

Gains or losses from disposals in the financial year 2024

In € million	EUROGREEN AUSTRIA GmbH	LODUR Energie-anlagen GmbH	Dioniso S.r.l.	**Total disposals in 2024**
Consideration received in the form of cash and cash equivalents for the sold shares	0.1	0.0	1.7	1.8
Less net assets relinquished on a pro rata basis at the time of sale	0.0	- 7.0	- 0.5	- 7.5
Disposal result	**0.1**	**7.0**	**2.2**	**9.3**

Profit and loss from disposals is included in the income statement under the result from participating interests.

Incoming net cash and cash equivalents from disposals in the financial year 2024

In € million	EUROGREEN AUSTRIA GmbH	LODUR Energie-anlagen GmbH	Dioniso S.r.l.	**Total disposals in 2024**
Purchase price settled through cash and cash equivalents	0.1	0.0	1.7	1.8
Less cash and cash equivalents paid out in connection with the disposal	0.1	0.9	1.9	2.9
	0.0	**- 0.9**	**- 0.2**	**- 1.1**

Material non-controlling interest

Companies in which BayWa AG either directly or indirectly holds less than 100% of the capital and voting rights are also included in BayWa AG's consolidated financial statements.

The summary of financial information for Group companies in which material non-controlling interests are held is as follows:

In € million	BayWa r.e. AG, Munich, Germany		T&G Global Limited, Auckland, New Zealand	
	31/12/2024	31/12/2023	**31/12/2024**	31/12/2023
Share in the capital and voting rights held by the non-controlling interests (in %)	49.00	49.00	26.01	26.01
Share in the annual result attributable to non-controlling interests	- 453.5	2.6	2.6	- 3.5
Aggregated non-controlling interests	41.7	541.7	68.7	74.2
Dividends distributed to non-controlling interests	26.3	26.3	0.0	0.0
Financial information (prior to consolidation)				
Current assets	2,273.5	2,664.7	219.3	206.4
Non-current assets	1,809.4	2,134.5	364.5	367.8
Current liabilities	2,991.3	2,136.1	241.4	136.4
Non-current liabilities	1,011.4	1,568.9	122.7	194.2
Revenues	4,144.1	5,805.6	1,223.7	907.2
Net result for the year	- 924.3	4.5	0.1	- 20.9
Other earnings	- 29.9	- 86.1	- 9.5	- 4.1
Total earnings	**- 954.2**	**- 81.6**	**- 9.4**	**- 25.0**

In € million	RWA AG, Korneuburg, Austria		"UNSER LAGERHAUS" WARENHANDELSGESELLSCHAFT m.b.H., Klagenfurt, Austria	
	31/12/2024	31/12/2023	**31/12/2024**	31/12/2023
Share in the capital and voting rights held by the non-controlling interests (in %)	50.00	50.00	48.94	48.94
Share in the annual result attributable to non-controlling interests	5.8	8.2	0.1	2.1
Aggregated non-controlling interests	264.1	259.0	20.1	40.0
Dividends distributed to non-controlling interests	3.2	6.3	2.0	2.0
Financial information (prior to consolidation)				
Current assets	930.9	926.4	119.0	131.2
Non-current assets	590.6	540.5	79.4	116.6
Current liabilities	812.5	760.8	128.7	133.9
Non-current liabilities	194.3	200.9	28.6	32.3
Revenues	3,480.9	3,556.0	562.6	608.8
Net result for the year	12.8	15.3	- 37.0	4.3
Other earnings	2.1	8.9	0.5	- 0.2
Total earnings	**14.9**	**24.1**	**- 36.5**	**4.1**

At the end of the 2024 reporting period, RWA was classified as a disposal group held for sale in accordance with IFRS 5 after the sale agreement was signed on 27 December 2024. In addition to the sale of the RWA shares, an option agreement was signed for the purpose of the sale of the shares in BayWa Austria Holding GmbH, Vienna, Austria, which provides for the sale of the shares in WHG still held by the company after the sale of the RWA shares. For further explanations, please refer to Note C.10.

Companies of secondary importance

Owing to their generally secondary importance, 101 (previous year: 101) domestic and 358 (previous year: 338) foreign affiliated companies are not included in the consolidated financial statements. These companies are recognised in the consolidated balance sheet and measured as under IFRS 9. The aggregated annual results and aggregated equity (unconsolidated HB I values based on the individual financial statements) of these companies in the financial year 2024 are set out below:

Unconsolidated affiliated companies	In € million	Share in relation to the sum total of all affiliated companies in %
Net result for the year	- 7.7	0.6
Equity	25.7	0.3

B.3 Joint ventures pursuant to IFRS 11 in conjunction with IAS 28

A total of 17 (previous year: 17) joint ventures over which the BayWa Group exerts joint control together with one or more external third parties on the basis of a contractual agreement are recognised under the equity method. These are listed under Group holdings attached to the Notes to the Consolidated Financial Statements as an appendix. The shares of these companies have been recognised at cost, taking account of changes in the net assets of the Group companies since the purchase of the shares.

Summary of financial information about the material joint ventures included under the equity method:

In € million	Hafen Vierow - Gesellschaft mit beschränkter Haftung, Brünzow, Germany		VIELA Export GmbH, Vierow, Germany	
	31/12/2024	31/12/2023	**31/12/2024**	31/12/2023
Shareholding (in %)	50.00	50.00	50.00	50.00
Voting rights (in %)	50.00	50.00	50.00	50.00
Dividends received from joint ventures	0.0	0.0	0.0	0.0
Current assets	3.0	3.6	6.0	7.2
Non-current assets	12.3	12.1	18.5	14.8
Current liabilities	0.5	0.7	1.5	1.1
Non-current liabilities	4.4	4.8	7.2	6.9
cash and cash equivalents	2.4	2.8	4.4	5.8
Short-term debt	0.0	0.0	0.0	0.0
Long-term debt	3.2	3.6	6.3	6.0
Revenues	4.5	3.8	8.6	7.6
Amortisation	- 0.6	- 0.5	- 1.2	- 1.1
Interest expenses	- 0.1	- 0.1	- 0.3	- 0.3
Interest income	0.1	0.0	0.0	0.0
Income tax expense	- 0.5	- 0.5	- 0.7	- 0.5
Net result for the year from continued operations	1.2	1.2	1.8	1.4
Other earnings	0.0	0.0	0.0	0.0
Total earnings	**1.2**	**1.2**	**1.8**	**1.4**
Losses not realised for the reporting period	0.0	0.0	0.0	0.0
Aggregated losses not realised	0.0	0.0	0.0	0.0
Transition				
Joint venture's net assets	10.4	10.2	15.8	14.1
Shareholding and voting rights (in %)	50.00	50.00	50.00	50.00
Goodwill	3.0	3.0	7.8	7.8
Other adjustments	- 0.1	- 0.1	- 0.2	- 0.2
Book value	8.1	8.0	15.5	14.7

Hafen Vierow - Gesellschaft mit beschränkter Haftung, Brünzow, Germany, is responsible for managing and operating the port of Vierow and the construction of transshipment facilities as well as the handling and warehousing of goods of all kinds. **VIELA Export GmbH, Vierow, Germany**, imports and exports agricultural goods and products.

In € million	BHBW Holdings (Pty) Ltd, Lynnwood Manor, South Africa		Amadeus Wind Holdings, LLC, Wilmington, USA	
	31/12/2024	31/12/2023	**31/12/2024**	31/12/2023
Shareholding (in %)	50.00	50.00	33.30	33.30
Voting rights (in %)	50.00	50.00	33.30	33.30
Dividends received from joint ventures	0.0	0.0	0.0	0.0
Current assets	31.5	39.0	19.9	13.9
Non-current assets	27.3	18.9	288.6	281.8
Current liabilities	14.3	22.6	6.6	2.7
Non-current liabilities	22.6	14.4	301.9	293.1
Cash and cash equivalents	0.0	1.9	13.3	10.4
Short-term debt	- 0.7	0.0	0.0	0.0
Long-term debt	0.0	0.0	108.1	119.0
Revenues	61.0	63.0	3.1	25.3
Amortisation	1.1	- 1.0	- 10.5	- 10.5
Interest expenses	- 0.2	- 0.9	- 6.2	- 5.6
Interest income	0.0	0.0	0.0	0.0
Income tax expense	0.0	- 0.2	0.0	- 0.1
Net result for the year from continued operations	0.4	0.9	- 1.3	- 3.9
Other earnings	0.0	0.0	0.0	0.0
Total earnings	**0.4**	**0.9**	**- 1.3**	**- 3.9**
Losses not realised for the reporting period	0.0	0.0	0.0	0.0
Aggregated losses not realised	0.0	0.0	0.0	0.0
Transition				
Joint venture's net assets	22.0	20.9	0.0	0.0
Shareholding and voting rights (in %)	50.00	50.00	33.30	33.30
Goodwill	0.0	0.0	46.5	46.5
Other adjustments	0.0	0.0	- 31.6	3.2
Book value	11.0	10.5	14.9	49.7

BHBW Holdings (Pty) Ltd, Lynnwood Manor, South Africa, trades and sells agricultural equipment and forklift trucks. **Amadeus Wind Holdings, LLC, Wilmington, USA** is a wind farm with a total output of 96 gigawatts. In the 2024 financial year, the shares in Amadeus Wind Holdings, LLC were written down by €36.9 million. This is recorded in the table above under Other adjustments.

In € million	Tornio Karhakkamaa Tuuli GP Oy, Helsinki, Finnland		Buchan Offshore Wind Limited, Glasgow, UK	
	31/12/2024	31/12/2023	**31/12/2024**	31/12/2023
Shareholding (in %)	50.00	50.00	33.30	33.30
Voting rights (in %)	50.00	50.00	33.30	33.30
Dividends received from joint ventures	0.0	0.0	0.0	0.0
Current assets	0.2	0.3	3.7	4.2
Non-current assets	6.1	5.9	77.6	64.6
Current liabilities	0.0	0.2	1.6	1.6
Non-current liabilities	0.0	0.0	0.0	0.0
Cash and cash equivalents	0.2	0.3	3.3	0.0
Short-term debt	0.0	0.2	0.0	0.0
Long-term debt	0.0	0.0	0.0	0.0
Revenues	0.0	0.0	0.0	0.0
Amortisation	0.0	0.0	0.0	0.0
Interest expenses	0.0	0.0	0.0	0.0
Interest income	0.0	0.0	0.0	0.0
Income tax expense	0.0	0.0	0.0	0.0
Net result for the year from continued operations	0.0	0.0	0.0	0.0
Other earnings	0.0	0.0	0.0	0.0
Total earnings	**0.0**	**0.0**	**0.0**	**0.0**
Losses not realised for the reporting period	0.0	0.0	0.0	0.0
Aggregated losses not realised	0.0	0.0	0.0	0.0
Transition				
Joint venture's net assets	6.3	6.1	79.7	67.2
Shareholding and voting rights (in %)	50.00	50.00	33.30	33.30
Goodwill	13.8	13.8	0.0	0.0
Other adjustments	1.0	0.3	0.0	0.0
Book value	18.0	17.1	26.6	22.4

Tornio Karhakkamaa Tuuli GP Oy, Helsinki, Finland, is involved in the development of a wind project in Finland. **Buchan Offshore Wind Limited, Glasgow, UK**, is a company engaged in the development of an offshore wind project.

The above financial information relates to values used as a basis for the IFRS financial statements of the respective joint ventures.

Summary of financial information about the joint ventures included under the equity method which are, in and of themselves, not material:

In € million	**31/12/2024**	31/12/2023
Book value at the end of the reporting period	12.5	16.6
BayWa Group's share in the net result for the year from continued operations	- 6.5	1.0
BayWa Group's share in earnings from discontinued operations after tax	0.0	0.0
BayWa Group's share in other earnings	0.0	- 0.1
BayWa Group's share in total earnings	- 6.5	1.0
Losses not realised for the reporting period	0.0	0.0
Unrecognised losses (aggregated)	- 0.9	- 0.9

The decline in the book values of non-material joint ventures accounted for using the equity method is primarily attributable to EVN-ECOWIND Sonnenstromerzeugungs GmbH, which was deconsolidated in the current financial year. In addition, the results of operations of act renewable GmbH (minus €2.9 million), FTW Bayreuth GmbH (minus €1.3 million) and Wind + Mehr GmbH (minus €1.3 million) had a negative impact. By contrast, a capital increase of €4.6 million at Pennavel SAS had a positive effect on the book value.

B.4 Associates pursuant to IAS 28

A total of 9 (previous year: 13) associates over which the BayWa Group either has a proportion of voting rights of at least 20% and a maximum of 50%, or over whose business management or supervisory functions the BayWa Group exerts a significant influence, and which are not jointly held companies or companies of secondary importance, are recognised under the equity method. These are listed under Group holdings attached as an appendix to the Notes to the Consolidated Financial Statements. The shares of these companies have been recognised at cost, taking account of changes in the net assets of the Group companies since the purchase of the shares.

Summary of financial information about the material associates included under the equity method:

In € million	Grandview Brokerage LLC, Seattle, USA		BRB Holding GmbH, Munich, Germany	
	31/12/2024	31/12/2023	**31/12/2024**	31/12/2023
Shareholding (in %)	39.39	39.39	–	45.26
Voting rights (in %)	39.39	39.39	–	45.26
Dividends received from associates	0.3	0.5	–	5.9
Current assets	140.6	122.1	–	0.4
Non-current assets	30.0	22.5	–	234.8
Current liabilities	146.1	128.3	–	0.0
Non-current liabilities	6.0	5.4	–	0.0
Revenues	900.0	613.5	–	0.0
Net result for the year from continued operations	9.4	1.7	–	6.1
Other earnings	0.0	0.0	–	0.0
Total Earnings	**9.4**	**1.7**	**–**	**6.1**
Losses not realised for the reporting period	0.0	0.0	–	0.0
Aggregated losses not realised	0.0	0.0	–	0.0
Transition				
Associate's net assets	18.6	11.0	–	235.3
Shareholding and voting rights (in %)	39.39	39.39	–	45.26
Goodwill	14.5	14.5	–	0.0
Other adjustments	- 1.7	0.4	–	- 17.3
Book value	20.1	19.2	–	89.2

Grandview Brokerage LLC, Seattle, USA is an investment company. **BRB Holding GmbH, Munich, Germany**, holds equity holdings in companies in the cooperative group and conducts all other business serving to further these activities. BayWa AG sold its shares in BRB Holding GmbH with effect from 12 August 2024. The sale price for the shares amounted to €120.3 million.

Austria Juice GmbH, Allhartsberg, Austria was included in the BayWa consolidated financial statements as an associate via RWA AG. At the end of the 2024 reporting period, RWA AG was classified as a disposal group held for sale in accordance with IFRS 5. For further explanations, please refer to Note C.10. In view of this classification, we have decided not to present a summary of the financial information for AUSTRIA JUICE GmbH in accordance with IFRS 12.B17. AUSTRIA JUICE GmbH produces fruit juice concentrates, beverage compounds and aromas as well as fruit wines and fresh juices for the food and beverage processing industry. Due to the company's business activities, the financial year of AUSTRIA JUICE GmbH ends on 28 February. For this reason, the reporting period used as the basis for the inclusion of the financial statements of AUSTRIA JUICE GmbH in the consolidated financial statements of BayWa AG ends on 30 November of the respective financial year and therefore deviates from the parent company's reporting date. Differing reporting periods have no material impact on the assets, financial position and earnings position of the BayWa Group.

The above financial information relates to values used as a basis for the IFRS financial statements of the respective associate.

Summary of financial information about the associates included under the equity method which are, in and of themselves, not material:

In € million	31/12/2024	31/12/2023
Book value at the end of the reporting period	5.6	16.1
BayWa Group's share in the net result for the year from continued operations	- 4.9	2.3
BayWa Group's share in earnings from discontinued operations after tax	0.0	0.0
BayWa Group's share in other earnings	0.0	0.0
BayWa Group's share in total earnings	- 4.9	2.3
Losses not realised for the reporting period	0.0	- 0.1
Aggregated losses not realised	- 1.2	- 1.2

The decline in the book values of non-material associates accounted for using the equity method is mainly attributable to the write-down of the shares in Tjiko GmbH, Rosenheim, Germany, recognised at equity, and the disposal of Zimmermann PV-TRACKER GmbH, Eberhardzell, Germany. In addition, the book value of LWM Austria GmbH, Hollabrunn, Austria, is no longer included in the combined financial information due to the classification of RWA AG as held for sale.

A total of 28 (previous year: 35) joint ventures and associates of generally secondary importance for the consolidated financial statements have been accounted for at fair value under IFRS 9 and not using the equity method. In this context, cost provides the best estimate of fair value unless the companies in question are listed on a securities market, and provided the earnings position of the Group company has not changed significantly compared to the plan. In general, there are no material differences between the cost and the fair value of these companies due to their stable business models and business activities that can be considered negligible compared to the Group as a whole. The aggregated assets, liabilities, revenues and annual results (each based on the individual financial statements) of these companies in the 2024 financial year are set out below:

Associates and joint ventures not included under the equity method

In € million	
Assets	123.5
Equity	26.5
Revenues	128.1
Net result for the year	12.1

B.5 Summary of the changes to the group of consolidated companies of BayWa

Compared with the previous year, the group of consolidated companies, including the parent company, changed as follows:

	Germany	Abroad	Total
Included on 31/12/2024	**132**	**467**	**599**
thereof: fully consolidated	123	450	573
thereof: recognised at equity	9	17	26
Included on 31/12/2023	**132**	**436**	**568**
thereof: fully consolidated	122	419	541
thereof: recognised at equity	10	17	27

All Group holdings are listed separately (appendix to the Notes to the Consolidated Financial Statements).

B.6 Currency translation

The translation of the financial statements prepared in a foreign currency into euros is carried out by applying the concept of functional currency as defined under IAS 21. The companies of the BayWa Group operate independently. They are therefore considered foreign operations. The functional currency is the respective national currency or, in exceptional cases, the currency in which most of the respective company's transactions are settled. Assets and liabilities are converted at the exchange rate at the end of the reporting period. This does not apply to investments, which are measured at historical exchange rates. Equity is carried at historical rates with the exception of income and expenses recognised directly in equity. The translation of the income statement is carried out using the average rate for the year. Differences resulting from currency translation are treated without effect on income until such time as the subsidiary is disposed of and set off against other reserves in equity. The differences resulting from currency translation (including reclassifications) decreased by €15.8 million in the reporting year (previous year: decrease of €2.6 million).

The exchange rates for the currencies relevant to the BayWa Group are summarised in the table below:

		Balance sheet		Income statement	
		Middle rate on		Average rate	
	€ 1	**31/12/2024**	31/12/2023	**2024**	2023
Australia	AUD	1.677	1.626	1.639	1.629
Japan	JPY	163.030	156.330	163.851	151.990
New Zealand	NZD	1.853	1.750	1.788	1.762
Sweden	SEK	11.459	11.096	11.432	11.479
UK	GBP	0.829	0.869	0.846	0.870
USA	USD	1.038	1.105	1.081	1.081

C Notes to the Balance Sheet

C.1 Intangible assets

The reporting and management structure within the Renewable Energies segment was comprehensively reorganised in the 2024 financial year. Previously, business activities were managed and decisions were made at business entity level; this was reflected accordingly in the reporting system of the Renewable Energies segment. Since the start of the 2024 financial year, the business activities and planning have been centrally managed at the level of partially combined business entities into new newly defined business units. These newly defined business units are

- Projects EMEA/APAC & Energy Solutions business unit
- Projects Americas business unit
- Operations EMEA business unit
- IPP business unit
- Solar Trade business unit
- Holding business unit

The Projects EMEA/APAC & Energy Solutions business unit comprises the planning, project development and construction of wind and solar energy plants at various locations in EMEA (Europe, Middle East, Africa) and APAC (East, South East Asia, Australia and Oceania). The Energy Solutions business unit also includes the development of customised energy solutions for the energy supply of commercial and industrial customers. The planning, project development and construction of wind and solar energy plants and their sale in North America is consolidated in the Projects Americas business unit. The Operations EMEA business unit comprises the service business, which includes in particular technical and commercial operations management as well as the maintenance and repair of the Group's own and third-party plants, as well as energy trading in the EMEA region.

In addition, business units include IPP (operation of energy plants in the solar and wind sector), Solar Trade (trading in solar modules) and Holding (essentially the bundling of Group-wide holding functions).

A central management function has been established for each business unit to manage business activities and decide on company acquisitions and disposals, for example. These changes to the organisational and reporting structure represent a reorganisation of the reporting system including a change in the monitoring of goodwill in accordance with IAS 36.87. As a result, existing goodwill had to be reallocated. In the future, they will be managed and monitored at the level of the previously described business units. From the 2024 financial year onwards, these business units will therefore represent the cash-generating units of BayWa r.e. in the Renewable Energies segment. Within the Holding function, there is the distinct Software subdivision, which is considered a separate cash-generating unit because it generates cash inflows that are largely independent of the cash inflows from other cash-generating units. The following table summarises the goodwill allocation to the newly defined business units as part of the restructuring within the BayWa r.e. Renewable Energies segment as at 1 January 2024:

In € million	01/01/2024	31/12/2023
Business Unit Projects EMEA/APAC & Energy Solutions (from 01/01/2024)	140.6	0.0
Business Unit Wind Projects (until 31/12/2023)	0.0	24.3
Business Unit Solar Projects (until 31/12/2023)	0.0	105.7
Business Unit Energy Solutions (until 31/12/2023)	0.0	10.6
	0.0	0.0
Business Unit Projects Americas (from 01/01/2024)	4.5	0.0
Business Unit Wind Projects (until 31/12/2023)	0.0	4.0
Business Unit Solar Projects (until 31/12/2023)	0.0	0.3
Business Unit Energy Solutions (until 31/12/2023)	0.0	0.2
	0.0	0.0
Business Unit Solar Trade (from 01.01.2024)	52.6	52.6
	0.0	0.0
Business Unit Operations EMEA (from 01/01/2024)	3.4	0.0
Business Unit Services (until 31/12/2023)	0.0	3.4
	0.0	0.0
Business Unit Holding	7.2	7.2
	0.0	0.0
BayWa r.e. Group total	**208.3**	**208.3**

The goodwill recognised under intangible assets relates to the following groups of cash-generating units:

In € million	2024	2023
Business Unit Projects EMEA/APAC & Energy Solutions	129.7	140.6
Business Unit Projects Americas	4.8	4.5
Business Unit Solar Trade	0.0	52.6
Business Unit Operations EMEA	0.0	3.4
Business Unit Holding	0.0	7.2
Citygreen Gartengestaltungs GmbH[1]	0.0	0.9
EUROGREEN Group	0.0	2.1
FABU BeteiligungsgmbH	0.0	3.4
Heinrich Brüning GmbH	0.0	3.3
Patent Co. DOO (feedstuff)	0.0	35.2
Peter Frey GmbH[1]	0.0	1.0
Premium Crops Limited (goodwill from asset deal)[1]	0.0	6.5
Royal Ingredients Group	3.4	3.4
T&G Global Group	18.1	19.2
TFC Holland B.V.[1]	15.7	15.7
Thegra Tracomex Group	0.0	8.7
Uwe Körner GmbH[1]	3.1	4.4
WAV Wärme Austria VertriebsgmbH[1]	0.0	2.4
Other[1]	0.0	0.2
	174.8	**314.7**

1 The labelled goodwill is allocated to individual cash-generating units. All other goodwill is allocated to groups of cash-generating units.

In the 2024 financial year, the impairment tests carried out in connection with the BayWa Group's impairment tests resulted in an impairment requirement of €139.7 million (previous year: €17.2 million) for cash-generating units and groups of cash-generating units with goodwill. For further information on recognised impairments, see Note A.7.

The goodwill from the acquisition of the T&G Global Group and elements of the goodwill of the BayWa r.e. business entities are subject to fluctuating exchange rates, which resulted in changes compared to the previous year.

The cash flows were based on business-unit-specific interest rates of between 4.9% and 13.3% (previous year: 6.4% and 10.7%). Growth rates are derived from the expected industry average and historical values. For the purpose of extrapolating the forecast based on the fourth budget year, a currently expected business-unit-specific growth rate of between 1.0% and 2.0% (previous year: 1.0% and 2.0%) has been assumed for the periods thereafter.

A change in the basic assumptions considered possible may result from an increase in the discount factor by 0.5 percentage points, a reduction in the growth rate by 0.5 percentage points and a reduction in cash flow by 10 percentage points. For the remaining cash-generating units and groups of cash-generating units with goodwill, the aforementioned change in the basic assumptions would not result in a need for impairment, as the value in use continues to exceed the carrying amount. Disclosure of related sensitivities is therefore unnecessary.

The following table is a breakdown of the additions to intangible assets:

In € million	**2024**	2023
Additions from developments within the company	0.2	5.8
Additions from separate acquisition	21.8	26.8
Additions from business combinations	0.0	35.3
	22.0	**68.0**

In the 2024 financial year, research and development expenses of €2.1 million (previous year: €1.8 million) were recognised under other operating expenses. BayWa AG, Munich, Germany, and VISTA Geowissenschaftliche Fernerkundung GmbH, Munich, Germany, accounted for the BayWa Group's main research and development activities.

C.2 Property, plant and equipment

All property, plant and equipment are used for operations. Unscheduled depreciation amounted to €378.5 million in the 2024 financial year (previous year: €0.5 million). These impairments are almost exclusively attributable to the impairment tests carried out in the previous financial year in accordance with IAS 36 and to depreciation of the RWA, WHG and BayWa r.e. IPP disposal groups (see Notes A.8 and C.10).

In the 2024 financial year, borrowing costs of €10.5 million (previous year: €18.9 million) were capitalised in property, plant and equipment.

In the course of the 2024 financial year, wind turbines totalling €40.6 million (previous year: €103.0 million) were reclassified from inventories to property, plant and equipment, primarily to technical equipment. During the construction phase, the installations were recognised in inventories as work in progress. In the 2024 financial year, these plants were transferred to the IPP business division, as it was decided not to sell these plants but to operate them internally.

At the end of the reporting period, €338.2 million (previous year: €36.4 million) of the total property, plant and equipment recognised served as collateral for liabilities. In the 2024 financial year, it became necessary to enter land charges in the course of preparing the restructuring report. Land charges totalling €329.0 million were registered for BayWa AG properties.

RWA AG, Korneuburg, Austria, and its subsidiaries, WHG and individual subsidiaries of BayWa r.e. AG are classified as held for sale in accordance with IFRS 5 as at 31 December 2024 and are therefore no longer reported in the individual items of the statement of changes in non-current assets. For further explanations, please refer to Note C.10.

C.3 Participating interests recognised at equity, investments and securities

Shares in other companies at Turners and Growers Horticulture Limited, Auckland, New Zealand, are recognised at fair value through other comprehensive income. At Turners and Growers Horticulture Limited, the fair value of the shares in other companies measured through other comprehensive income was €0.1 million as at 31 December 2024 (previous year: €0.1 million). No dividends resulted from these shares in the 2024 financial year.

Previously, shares in Raiffeisen Bank International AG, Vienna, Austria, other shares in affiliated and other companies in Austria and the shares in other financial assets were recognised. RWA AG, Korneuburg, Austria, and its subsidiaries are classified as held for sale in accordance with IFRS 5 as at the 2024 reporting date and are therefore no longer recognised under other financial assets. For further explanations, please refer to Note C.10. The fair value of the shares in Raiffeisen Bank International AG amounted to €75.9 million as at 31 December 2024 (previous year: €71.8 million). Dividends of €4.8 million were generated from these shares in the 2024 financial year. The fair value of the other shares in affiliated and other companies in Austria amounted to €1.2 million (previous year: €1.8 million.). The changes in value were recognised through other comprehensive income in accordance with the measurement category.

C.4 Investment property

The “Investment property” item comprises 39 (previous year: 59) pieces of land and buildings under lease and/or not essential to the operations of the Group. Properties in this category are mainly warehouses, market buildings, garden centres, farm buildings (barns, etc.), silos, farmland and other undeveloped land, as well as, to a minor extent, office and residential buildings.

The carrying amount as at the balance sheet date is 18.8 Mio. Euro (previous year: 37.1 Mio. Euro). At €0.9 million, depreciation in the 2024 financial year was on a par with the previous year (previous year: €0.9 million). The expense in the same amount has been included under depreciation and amortisation in the income statement. In the year under review, land and buildings with a book value of €2.4 million were reclassified to investment property.

The fair value of these properties amounted to €37.0 million (previous year: €105.1 million). Fair value is not usually calculated by an expert. Fair value at the end of the reporting period is generally determined on the basis of discounted cash flow calculations (level 3 of the fair value hierarchy). The value of land is calculated using current, official standard land values. Location-related advantages and disadvantages are suitably taken into account. In the case of buildings let, the income value of the buildings was calculated by taking into account the actual annual rental income generated, less standard management expenses and the residual useful life of the building. A comparison of fair value against the book value of the individual properties showed that there were no impairment requirements in the reporting year.

Rental income came to €2.5 million (previous year: €6.8 million), operating expenses (excluding depreciation) for the properties for which rental income was realised came to €1.1 million (previous year: €2.1 million). In regard to properties for which no rental income was generated, operating expenses amounted to €0.1 million (previous year: €0.1 million).

In the 2024 financial year, investment property in the amount of €20.0 million was reclassified to the “held for sale” item due to the IFRS 5 classification of the RWA disposal group. For further information, please refer to Note C.10.

Development of consolidated non-current assets for 2024

Notes C.1 – C.4

In € million	Cost							
	01/01/2024	currency translation differences	additions due to consolidation	additions	disposals	disposals due to consolidation	reclassification[2]	**31/12/2024**
Intangible assets								
Purchased and self-created industrial property rights, similar rights and assets	507.9	- 1.2	0.0	10.8	- 30.8	- 0.9	- 68.6	417.2
Goodwill	367.6	0.0	0.0	0.0	0.0	- 0.2	- 45.5	321.9
Prepayments on account	35.3	0.1	0.0	13.2	- 11.7	0.0	- 23.9	13.0
	910.8	**- 1.1**	**0.0**	**24.0**	**- 42.5**	**- 1.1**	**- 138.0**	**752.1**
Property, plant and equipment								
Land, similar rights and buildings, including buildings on leasehold land	2,644.2	- 6.5	6.0	104.5	- 52.6	- 5.2	- 578.3	2,112.1
thereof: rights of use from leases	1,270.0	- 1.5	0.0	72.9	- 36.9	- 5.0	- 63.3	1,236.2
Technical facilities and machinery	1,836.5	31.2	2.4	170.4	- 46.6	- 53.0	8.3	1,949.2
thereof: rights of use from leases	10.9	- 0.3	0.0	5.6	- 2.3	- 0.1	- 2.2	11.6
Other facilities, fixtures and office equipment	615.6	- 0.8	0.1	78.7	- 51.2	- 1.2	- 147.6	493.6
thereof: rights of use from leases	106.4	- 0.8	0.0	28.2	- 18.5	- 0.3	3.0	118.0
Prepayments and assets under construction	302.6	- 0.9	0.2	304.2	- 10.1	0.0	- 353.8	242.2
Bearer plants	25.3	- 1.4	0.0	1.3	- 0.4	0.0	0.5	25.3
	5,424.1	**21.6**	**8.7**	**659.1**	**- 160.9**	**- 59.4**	**- 1,070.9**	**4,822.4**
Participating interests recognised at equity	**315.4**	**5.9**	**5.1**	**12.8**	**- 5.1**	**- 98.6**	**- 58.1**	**177.4**
Investments								
Shareholdings in affiliated companies	55.3	0.1	- 1.2	2.3	- 3.6	8.1	- 22.1	38.9
Loans to affiliated companies	9.8	0.1	- 0.4	4.2	- 1.5	0.0	- 1.6	10.6
Participations in other companies	63.6	0.1	0.0	20.3	- 6.3	0.0	- 15.9	61.8
Loans to companies in which a participating interest is held	40.0	0.3	0.0	1.4	- 15.0	0.0	3.5	30.2
Non-current marketable securities	139.2	0.0	0.0	0.0	- 0.3	0.0	- 138.6	0.3
Other loans	15.5	- 0.4	0.0	0.6	- 6.9	0.0	0.0	8.8
	323.4	**0.2**	**- 1.6**	**28.8**	**- 33.6**	**8.1**	**- 174.7**	**150.6**
Investment property								
Land	27.7	0.0	0.0	2.6	- 1.7	0.0	- 12.4	16.2
Buildings	58.3	0.0	0.0	0.2	- 3.4	0.0	- 17.2	37.9
	86.0	**0.0**	**0.0**	**2.8**	**- 5.1**	**0.0**	**- 29.6**	**54.1**
Consolidated non-current assets	**7,059.7**	**26.6**	**12.2**	**727.6**	**- 247.2**	**- 151.1**	**- 1,471.2**	**5,956.6**

1 The impairment losses recognised on the RWA, WHG and BayWa r.e. IPP disposal groups mainly relate to goodwill (€41.9 million), land and buildings (€96.5 million), technical equipment (€39.8 million) and intangible assets (€19.4 million). The disclosure of impairment losses in the previous year has been supplemented.

2 In the course of classification in accordance with IFRS 5, non-current assets in the RWA, WHG and BayWa r.e. IPP disposal groups were reclassified to the balance sheet item "Assets held for sale and disposal groups". This included intangible assets (€12.1 million), property, plant and equipment (€469.5 million), investments accounted for using the equity method (€58.2 million), other financial assets (€119.7 million) and investment property (€13.0 million).

Depreciation/amortisation										Book values	
01/01/2024	currency translation differences	additions due to consolidation	current year	impairment (IAS 36 & IFRS 5)[1]	disposals	disposals due to consolidation	write-ups	reclassifi-cation[2]	**31/12/2024**	**31/12/2024**	31/12/2023
- 327.7	0.2	0.0	- 25.7	- 89.6	20.4	0.2	0.0	78.1	- 344.1	73.1	180.2
- 53.0	- 0.2	0.0	0.0	- 139.6	0.0	0.2	0.0	45.6	- 147.0	174.8	314.7
- 0.4	0.0	0.0	0.0	- 12.2	7.6	0.0	0.0	3.7	- 1.3	11.7	34.9
- 381.1	**0.0**	**0.0**	**- 25.7**	**- 241.4**	**28.0**	**0.4**	**0.0**	**127.4**	**- 492.4**	**259.6**	**529.8**
- 946.7	1.1	0.0	- 114.5	- 125.1	19.0	0.7	2.3	373.3	- 789.9	1,322.2	1,697.4
- 342.8	0.4	0.0	- 81.3	- 11.2	8.0	0.7	0.0	36.0	- 390.2	846.0	927.2
- 665.0	- 5.6	0.0	- 82.4	- 142.6	9.3	0.9	0.1	142.1	- 743.2	1,206.0	1,171.5
- 4.7	0.1	0.0	- 2.7	- 0.3	1.4	0.1	0.0	1.1	- 5.0	6.5	6.1
- 367.5	0.6	0.0	- 77.7	- 32.7	46.2	0.8	0.0	118.9	- 311.4	182.1	248.1
- 57.5	0.4	0.0	- 25.8	0.0	19.6	0.3	0.0	0.5	- 62.5	55.4	48.8
0.0	0.0	0.0	0.0	- 78.1	0.0	0.0	0.0	5.7	- 72.4	169.6	302.5
- 5.8	0.4	0.0	- 1.2	0.0	0.0	0.0	0.0	- 0.3	- 6.9	18.5	19.5
- 1,985.0	**- 3.5**	**0.0**	**- 275.8**	**- 378.5**	**74.5**	**2.4**	**2.4**	**639.7**	**- 1,923.8**	**2,898.5**	**3,439.1**
0.0	**- 1.5**	**0.0**	**0.0**	**- 43.4**	**0.0**	**0.0**	**0.0**	**0.0**	**- 44.9**	**132.5**	**315.4**
- 23.1	0.0	0.0	- 0.6	- 1.4	0.0	- 5.5	0.6	12.3	- 17.7	21.2	32.1
0.0	0.0	0.0	0.0	- 0.6	0.0	0.0	0.0	0.0	- 0.6	10.0	9.8
- 7.9	0.0	0.0	- 19.0	- 0.1	3.3	0.0	0.0	1.8	- 21.9	39.8	55.7
0.0	0.0	0.0	0.0	- 17.8	0.0	0.0	0.0	0.4	- 17.4	12.8	40.0
- 43.9	0.0	0.0	0.0	0.0	0.0	0.0	4.3	39.6	0.0	0.3	95.3
0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	8.8	15.5
- 74.9	**0.0**	**0.0**	**- 19.6**	**- 19.9**	**3.3**	**- 5.5**	**4.9**	**54.1**	**- 57.6**	**92.9**	**248.4**
- 1.9	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1.8	- 0.1	16.1	25.8
- 47.0	0.0	0.0	- 0.9	0.0	2.5	0.0	0.0	10.2	- 35.2	2.7	11.3
- 48.8	**0.0**	**0.0**	**- 0.9**	**0.0**	**2.5**	**0.0**	**0.0**	**12.0**	**- 35.3**	**18.8**	**37.1**
- 2,489.9	**- 5.0**	**0.0**	**- 322.0**	**- 683.2**	**108.3**	**- 2.7**	**7.3**	**833.2**	**- 2,554.1**	**3,402.3**	**4,569.8**

Development of consolidated non-current assets for 2023

Notes C.1 – C.4

In € million	Cost							
	01/01/2023	currency translation differences	additions due to consolidation	additions	disposals	disposals due to consolidation	reclassifi-cation	**31/12/2023**
Intangible assets								
Purchased and self-created industrial property rights, similar rights and assets	489.3	- 2.2	15.2	18.2	- 44.2	- 14.3	45.6	507.6
Goodwill	348.7	- 1.1	20.0	0.0	0.0	0.0	0.0	367.6
Prepayments on account	12.6	- 0.2	0.2	14.4	- 0.8	0.0	9.1	35.3
	850.6	**- 3.5**	**35.3**	**32.6**	**- 45.0**	**- 14.3**	**54.7**	**910.4**
Property, plant and equipment								
Land, similar rights and buildings, including buildings on leasehold land	2,443.2	- 6.2	2.3	165.6	- 47.5	- 13.7	99.9	2,643.6
thereof: rights of use from leases	1,152.9	- 5.1	0.4	123.2	- 27.9	- 7.6	34.0	1,270.0
Technical facilities and machinery	1,781.2	- 27.9	0.3	137.7	- 19.6	- 103.2	68.0	1,836.4
thereof: rights of use from leases	9.9	- 0.3	0.0	3.8	- 2.5	0.0	- 0.1	10.9
Other facilities, fixtures and office equipment	546.9	- 1.6	1.4	93.5	- 47.6	- 0.7	23.2	615.0
thereof: rights of use from leases	95.6	- 0.5	- 0.1	29.4	- 16.3	0.0	- 1.7	106.3
Prepayments and assets under construction	138.1	- 3.2	1.1	266.1	- 14.0	- 4.8	- 80.7	302.6
Bearer plants	26.6	- 1.1	0.0	0.7	- 6.0	0.0	5.1	25.3
	4,935.9	**- 40.1**	**5.2**	**663.6**	**- 134.7**	**- 122.4**	**115.6**	**5,422.9**
Participating interests recognised at equity	**279.0**	**- 2.3**	**17.1**	**22.0**	**- 5.9**	**2.8**	**2.7**	**315.4**
Investments								
Shareholdings in affiliated companies	50.5	0.0	- 0.5	6.2	- 0.3	- 0.6	0.0	55.3
Loans to affiliated companies	4.7	0.1	- 0.4	5.8	- 0.4	0.0	0.0	9.8
Participations in other companies	56.6	0.0	0.0	9.3	- 0.1	0.0	- 2.1	63.6
Loans to companies in which a participating interest is held	37.6	- 0.4	1.3	1.5	0.0	0.0	0.0	40.0
Non-current marketable securities	139.3	0.0	0.0	0.1	- 0.2	0.0	0.0	139.2
Other loans	24.7	- 0.7	0.4	2.5	- 4.9	0.0	- 6.5	15.5
	313.3	**- 0.9**	**0.7**	**25.4**	**- 5.8**	**- 0.6**	**- 8.7**	**323.4**
Investment property								
Land	30.5	0.0	0.0	0.0	- 1.4	0.0	- 1.5	27.7
Buildings	59.2	0.0	0.0	0.1	- 3.3	0.0	2.2	58.3
	89.8	**0.0**	**0.0**	**0.1**	**- 4.7**	**0.0**	**0.8**	**86.0**
Consolidated non-current assets	**6,468.6**	**- 46.7**	**58.3**	**743.6**	**- 196.1**	**- 134.5**	**165.1**	**7,058.1**

1 The disclosure of impairment losses in the 2023 financial year has been added.

	Depreciation/amortisation										Book values	
	01/01/2023	currency translation differences	additions due to consolidation	current year	impairment[1]	disposals	disposals due to consolidation	write-ups	reclassifi-cation	**31/12/2023**	**31/12/2023**	31/12/2022
	- 338.0	1.0	0.0	- 35.5	- 1.0	43.5	2.4	0.0	0.1	- 327.5	180.2	151.3
	- 52.9	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 52.9	314.7	295.8
	- 0.4	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 0.4	34.9	12.2
	- 391.3	**1.0**	**0.0**	**- 35.5**	**- 1.0**	**43.5**	**2.4**	**0.0**	**0.1**	**- 380.8**	**529.8**	**459.3**
	- 862.8	1.8	0.0	- 110.7	- 0.1	27.8	2.3	0.0	- 4.4	- 946.1	1,697.4	1,580.4
	- 278.3	1.2	0.0	- 79.1	0.0	13.3	0.5	0.0	- 0.5	- 342.9	927.2	874.6
	- 678.5	5.0	0.0	- 60.8	0.0	15.1	23.5	0.0	30.7	- 665.0	1,171.5	1,102.7
	- 4.4	0.1	0.0	- 2.2	0.0	1.2	0.0	0.0	0.5	- 4.7	6.1	5.5
	- 330.9	1.0	0.0	- 72.4	0.0	43.3	0.3	0.0	- 8.3	- 367.0	248.1	216.0
	- 55.5	0.3	0.0	- 22.3	0.0	18.6	0.0	0.0	1.3	- 57.5	48.7	40.1
	- 0.2	0.0	0.0	0.0	- 0.4	0.0	0.4	0.0	0.1	0.0	302.6	137.9
	- 5.6	0.2	0.0	- 1.3	0.0	0.9	0.0	0.0	0.0	- 5.8	19.5	21.0
	- 1,877.8	**7.9**	**0.0**	**- 245.2**	**- 0.5**	**87.1**	**26.5**	**0.0**	**18.2**	**- 1,983.9**	**3,439.1**	**3,058.0**
	- 0.3	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.3**	**0.0**	**315.4**	**278.7**
	- 20.1	0.0	0.0	- 1.1	- 2.0	0.0	0.0	0.0	0.0	- 23.2	32.1	30.4
	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	9.8	4.7
	- 6.4	0.0	0.0	- 1.2	0.0	0.0	0.0	0.0	- 0.3	- 7.9	55.7	50.2
	- 0.7	0.0	0.0	0.0	0.0	0.0	0.0	0.7	0.0	0.0	40.0	36.8
	- 57.0	0.0	0.0	0.0	0.0	0.2	0.0	12.9	0.0	- 43.9	95.3	82.2
	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	15.5	24.7
	- 84.3	**0.0**	**0.0**	**- 2.3**	**- 2.0**	**0.2**	**0.0**	**13.7**	**- 0.3**	**- 74.9**	**248.4**	**229.0**
	- 1.9	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 1.9	25.8	28.7
	- 45.8	0.0	0.0	- 0.9	0.0	2.0	0.0	0.0	- 2.2	- 47.0	11.3	13.4
	- 47.7	**0.0**	**0.0**	**- 0.9**	**0.0**	**2.0**	**0.0**	**0.0**	**- 2.2**	**- 48.8**	**37.1**	**42.1**
	- 2,401.4	**8.9**	**0.0**	**- 283.9**	**- 3.5**	**132.8**	**28.9**	**13.7**	**16.0**	**- 2,488.5**	**4,569.8**	**4,067.1**

C.5 Income tax assets

The table below shows a breakdown of income tax assets:

In € million	2024	2023
Non-current income tax assets (with a residual term of more than one year)	8.8	8.5
Current income tax assets (with a residual term of up to one year)	43.4	69.2
	52.2	**77.7**

C.6 Other receivables and other current assets

The other financial assets presented in the following table also include lease receivables. Receivables from income taxes, which are recognised pursuant to IAS 12 and listed in Note C.5, are not included.

The “Other receivables and other assets” item breaks down as follows:

In € million	2024	2023
Non-current receivables (with a residual term of more than one year)		
Trade receivables	15.3	15.7
Other financial assets	24.9	80.0
Other receivables and other non-current financial assets	**40.2**	**95.7**
Receivables from other taxes	0.9	1.2
Other non-financial assets including prepaid expenses	9.5	6.9
Other non-financial assets	**10.4**	**8.1**
	50.6	**103.8**
Current receivables (with a residual term of up to one year)		
Trade receivables	1,047.1	1,567.4
Receivables from affiliated companies	57.5	51.0
Receivables from companies in which a participating interest is held	10.1	46.5
Other financial assets	421.9	539.9
Other receivables and other financial assets	**1,536.6**	**2,204.8**
Receivables from other taxes	96.4	187.2
Other non-financial assets including prepaid expenses	244.5	277.3
Other non-financial assets	**340.9**	**464.5**
	1,877.5	**2,669.3**

Due to their current nature, the current values of items recognised at amortised cost do not diverge materially from the book values disclosed.

Receivables due from affiliated companies and shareholdings relate to both trade receivables and current financing arrangements. The decline in trade receivables is due in particular to the classification of RWA AG, Korneuburg, Austria, and its subsidiaries as well as WHG and individual subsidiaries of BayWa r.e. AG as held for sale in accordance with IFRS 5. For further explanations, please refer to Note C.10.

Other financial assets comprise first and foremost supplier credits not yet settled and other receivables items, as well as collateral that is required to be posted within the scope of the trading activities. This item also includes contract assets of €209.1 million (previous year: €250.2 million). Non-financial assets mainly consist of payments on account for inventories of €166.2 million (previous year: €200.5 million) and prepaid expenses of €61.0 million (previous year: €67.4 million).

The following table shows the gross book values of other receivables and other assets for each stage of risk provisions for expected credit losses:

					Thereof: stage 3 not impaired at reporting date and overdue in subsequent periods			
In € million	Total gross value 2024	Gross book value stage 3 impaired	Neither overdue nor impaired	Overdue receivables	fewer than 30 days	between 31 and 60 days	between 61 and 90 days	91 days and over
Receivables and other assets	2,030.8	174.7	1,561.9	294.3	196.6	21.7	17.3	58.7

The overdue assets shown in the table concern current trade receivables. Risk provisions for stage 2 expected credit losses were formed on these gross receivables values. The gross book values of the stage 3 adjusted receivables include trade receivables, receivables from affiliated companies and companies in which a participating interest is held, and other financial receivables.

The following table shows the credit risks included in the receivables and other assets in the previous year:

					Thereof: stage 3 not impaired at reporting date and overdue in subsequent periods			
In € million	Total gross value 2023	Gross book value stage 3 impaired[1]	Neither overdue nor impaired[1]	Overdue receivables	fewer than 30 days	between 31 and 60 days	between 61 and 90 days	91 days and over
Receivables and other assets	2,808.5	205.2	2,158.7	444.6	308.3	46.8	28.3	61.2

1 Due to detailed analysis of the credit risks for the 2024 financial year, the previous year's figures were adjusted.

Risk provisions for stage 2 expected credit losses developed as follows in the financial year 2024 and in the previous year:

In € million	**2024**	2023
As at 01/01	**8.4**	**7.5**
Allocation	9.3	2.0
Release	- 1.2	- 0.7
Write-offs	- 0.1	- 0.4
Reclassifications	- 1.5	0.0
Adjustments due to changes in the group of consolidated companies	0.0	0.0
Currency translation differences	0.1	0.0
As at 31/12	**15.0**	**8.4**

The following tables show risk provisions for stage 2 expected credit losses split into periods by which the item is overdue and the underlying probabilities of default in the financial year 2024:

			Risk provisions for stage 2 credit losses			
In € million	Not overdue	Overdue	fewer than 30 days	between 31 and 60 days	between 61 and 90 days	91 days and over
01/01/2024	0.8	7.6	1.3	1.1	0.8	4.5
31/12/2024	3.8	11.2	2.2	1.0	0.6	7.4

In %	Not overdue	Overdue	Probabilities of default			
			fewer than 30 days	between 31 and 60 days	between 61 and 90 days	91 days and over
01/01/2024	up to 0.3	–	up to 11.0	up to 18.4	up to 22.2	up to 100.0
31/12/2024	up to 1.5	–	up to 2.8	up to 44.6	up to 39.2	up to 100,0

The corresponding values for the previous year are as follows:

In € million	Not overdue	Overdue	Risk provisions for stage 2 credit losses			
			fewer than 30 days	between 31 and 60 days	between 61 and 90 days	91 days and over
01/01/2023	1.3	6.2	1.0	0.9	0.6	3.8
31/12/2023	0.8	7.6	1.3	1.1	0.8	4.5

In %	Not overdue	Overdue	Probabilities of default			
			fewer than 30 days	between 31 and 60 days	between 61 and 90 days	91 days and over
01/01/2023	up to 5,3	–	up to 4,7	up to 11,3	up to 21,4	up to 98,7
31/12/2023	up to 0.3	–	up to 11.0	up to 18.4	up to 22.2	up to 100.0

Risk provisions for stage 3 expected credit losses on other receivables and other assets developed as follows in the financial year 2024 and in the previous year:

In € million	**2024**	2023
As at 01/01	**35.4**	**29.2**
Allocation	74.7	15.3
Release	- 8.7	- 8.1
Write-offs	1.3	- 0.6
Adjustments due to changes in the group of consolidated companies	0.0	0.0
Reclassifications	- 17.9	- 0.5
Currency translation differences	0.0	0.0
As at 31/12	**84.8**	**35.4**

The BayWa Group’s customer structure is strongly diversified, both regionally and in terms of the specific segments. As part of risk management, minimum requirements for creditworthiness and, beyond this, individual credit limits in respect of individual customers have been established for all customers of the BayWa Group. The receivables portfolio of the BayWa Group is largely made up of numerous small receivables. Credit limits of more than €1 million are only accorded to a small number of customers with particularly good credit standing. The continual analysis of the receivables portfolio and special monitoring of customers with high credit limits enable the early identification and evaluation of concentration risks (risk clusters). As at 31 December 2024, the credit risk positions of 42 debtors (previous year: 79) were more than €1 million respectively. The Group does not anticipate any material default risk in respect of these customers. The decline is due in particular to the classification of RWA AG, Korneuburg, Austria, its subsidiaries and WHG as held for sale in accordance with IFRS 5. For further explanations, please refer to Note C.10.

ABS-measure and factoring agreements

ABS-measure
In order to enhance its financing structure, BayWa AG has secured trade receivables by way of an asset-backed securitisation (ABS) measure. The total volume from the ABS measure amounted to €160.0 million (previous year: €160.0 million). Due to the contractual structure, there are no realistic scenarios leading to a transfer of risk and reward from the risk of default. Moreover, the time-of-payment risk remains with BayWa AG. The trade receivables in the amount of €152.1 million (previous year: €152.1 million) that had been securitised as part of the ABS measure as at the reporting date therefore do not meet the criteria for derecognition. A financial liability of €127.8 million (previous year: €131.9 million) from the ABS measure was recognised. The difference is a security deposit that is offset and paid out to BayWa AG when the trade receivables fall due.

Factoring agreements
In the 2024 financial year, no new factoring agreements were concluded, on the basis of which existing and future receivables from deliveries and services are sold to banks. However, the factoring agreements of Cefetra B.V., Cefetra Ibérica S.L.U. and BayWa r.e. Solar Systems S.L.U. were terminated in the past financial year. The nominal purchase volume across all remaining agreements totals a maximum of €108.0 million. The BayWa Group can freely decide whether and to what extent the nominal volume is utilised. In return for payment, the receivables were transferred to banks, who act as factors so that the receivables can no longer be sold or pledged by the BayWa Group. The main risks with regard to the disposal of the receivables pertain to credit risk, the risk of late payment and currency risk.

Receivables are derecognised fully or partially, or not derecognised at all, depending on the extent to which the risks associated with the transferred receivables are transferred to the factor. If the risks remain with the BayWa Group, the retained share of the transferred receivables continue to be recognised on the balance sheet and are measured at amortised cost. The book value equates to the fair value of the continuing involvement. Amounts repayable under factoring agreements were not presented as collateralised borrowings.

The key information on the ABS measure and the existing factoring agreements at the BayWa Group can be summarised as follows:

	ABS measure		Factoring agreements			
	BayWa AG		**Solarmarkt GmbH**		**BayWa r.e. Solar Systems S.L.U.**	
	2024	2023	**2024**	2023	**2024**	2023
Transfer of opportunities and risks						
Material risks and the share of risks remaining with the company (in %)						
Default	100.0	100.0	5.0	5.0	0.0	0.0
Late payment	100.0	100.0	5.0	5.0	0.0	0.0
Currency	0.0	0.0	0.0	0.0	0.0	0.0
Responsibility for managing receivables	**Company**		**Company**		**Factor**	
Recognition on the balance sheet						
In € million						
Max. nominal volume according to factoring agreement	160.0	160.0	9.0	9.2	0.0	5.0
Derecognition of sold receivables	no	no	yes	yes	yes	yes
Nominal volume of sold receivables as at 31/12	152.1	152.1	0.3	2.0	0.0	0.9
Nominal volume of derecognised receivables as at 31/12	0.0	0.0	0.3	1.8	0.0	0.9
Book value of retained share of sold receivables as at 31/12	152.1	152.1	0.0	0.2	0.0	0.0
Fair value of retained share of sold receivables as at 31/12	152.1	152.1	0.0	0.2	0.0	0.0
Book value of recognised financial liability as at 31/12	127.8	131.9	0.0	0.2	0.0	0.0
Service fee – recognised in the income statement	1.1	1.0	0.1	0.2	0.0	0.0

	Factoring agreements					
	Cefetra B.V.		**Cefetra Limited**		**Cefetra S.p.A.**	
	2024	2023	**2024**	2023	**2024**	2023
Transfer of opportunities and risks						
Material risks and the share of risks remaining with the company (in %)						
Default	0.0	0.0	10.0	10.0	0.0	0.0
Late payment	0.0	5.0	1.5	1.5	5.0	5.0
Currency	0.0	0.0	0.0	0.0	0.0	0.0
Responsibility for managing receivables	**Company**		**Factor**		**Factor**	
Recognition on the balance sheet						
In € million						
Max. nominal volume according to factoring agreement	0.0	35.0	26.3	33.8	12.0	12.0
Derecognition of sold receivables	yes	yes	yes	yes	yes	n/a
Nominal volume of sold receivables as at 31/12	0.0	26.0	26.3	26.2	3.7	7.0
Nominal volume of derecognised receivables as at 31/12	0.0	23.4	23.1	26.2	3.5	6.6
Book value of retained share of sold receivables as at 31/12	0.0	2.6	3.0	3.0	0.2	0.4
Fair value of retained share of sold receivables as at 31/12	0.0	2.6	3.0	3.0	0.2	0.4
Book value of recognised financial liability as at 31/12	0.0	2.6	3.0	3.0	0.2	0.4
Service fee – recognised in the income statement	0.0	0.0	0.0	0.0	0.0	0.0

	Factoring agreements					
	Cefetra Ibérica S.L.U.		**Heinrich Brüning GmbH**		**Grainli GmbH & Co. KG**	
	2024	2023	**2024**	2023	**2024**	2023
Transfer of opportunities and risks						
Material risks and the share of risks remaining with the company (in %)						
Default	0.0	0.0	0.0	0.0	0.0	0.0
Late payment	0.0	5.0	7.0	5.0	7.0	5.0
Currency	0.0	0.0	0.0	0.0	3.0	9.0
Responsibility for managing receivables	**Factor**		**Company**		**Company**	
Recognition on the balance sheet						
In € million						
Max. nominal volume according to factoring agreement	0.0	15.0	20.0	20.0	40.7	40.7
Derecognition of sold receivables	yes	n/a	yes	n/a	yes	n/a
Nominal volume of sold receivables as at 31/12	0.0	4.8	13.1	12.4	8.8	22.2
Nominal volume of derecognised receivables as at 31/12	0.0	4.6	12.2	11.8	7.9	19.1
Book value of retained share of sold receivables as at 31/12	0.0	0.2	0.9	0.6	0.9	3.1
Fair value of retained share of sold receivables as at 31/12	0.0	0.2	0.9	0.6	0.9	3.1
Book value of recognised financial liability as at 31/12	0.0	0.2	0.9	0.6	1.3	3.6
Service fee – recognised in the income statement	0.0	0.0	0.0	0.0	0.1	0.0

C.7 Inventories

Inventories break down as follows:

In € million	2024	2023
Raw materials, consumables and supplies	41.1	90.2
Unfinished goods/services	892.1	1,103.6
Finished goods/services and merchandise	1,985.2	3,129.7
	2,918.4	**4,323.5**

Impairments on inventories amount to €232.4 million in the 2024 financial year and are below the value of €238.8 million in the previous year.

The book value of the inventories reported at fair value less selling costs amounted to €567.5 million at the end of the reporting period (previous year: €503.7 million). A total of €24.4 million of the inventories recognised at the end of the reporting period served as collateral for liabilities (previous year: €62.5 million). In the reporting year, borrowing costs of €35.8 million (previous year: €22.8 million) were capitalised as part of the cost of unfinished goods.

The remaining performance obligations under contracts to be fulfilled over time amounted to €316.0 million (previous year:€252.1 million) as at 31 December 2024. In general, revenue is expected to be realised from these remaining performance obligations in the 2024 financial year, which is why the practical expedient pursuant to IFRS 15.121 has been exercised.

The total costs incurred for the fulfilment of performance obligations for current construction contracts stood at €680.7 million at the end of the reporting period (previous year: €526.5 million). The BayWa Group's revenues include income of €741.3 million (previous year: €598.7 million) due to the realisation of revenues over time.

For the most part, the opening values of contract assets and contract liabilities are released over the course of the current financial year due to the terms of the contract.

Contract liabilities related to revenues from contracts with customers generated over time pursuant to IFRS 15 stood at €86.4 million at the end of the reporting period (previous year: €107.7 million). Further, the total prepayments received amounted to €78.8 million (previous year: €115.3 million). In the reporting period, €107.7 million (previous year: €91.8 million was recognised as income that was included in the overall contract liabilities at the start of the period.

The balance sheet item "Other receivables and other financial assets" includes trade receivables from ongoing contracts with customers of €80.8 million (previous year: €74.6 million) and contract assets of €208.9 million (previous year: €190.7 million). The increase in contract assets was primarily the result of the increase in project business volume in the Renewable Energies segment. In general, the impairment model defined in accordance with IFRS 9 is also applicable to contract assets formed pursuant to IFRS 15. For reasons of materiality, no such assets were reported.

Warranties, refund obligations that could arise from the sale of goods with a right of return, contract initiation costs and financing components that are potentially included as part of the consideration play only a minor role at the BayWa Group, both in terms of the number of cases and the total volume of such elements, and can therefore be considered immaterial.

No provisions for impending losses from onerous contracts had to be recognised, either in the financial year or in the previous year. Highly likely contractual penalties were taken into full account in the calculation of margins.

RWA AG, Korneuburg, Austria, and its subsidiaries, WHG and individual subsidiaries of BayWa r.e. AG were classified as held for sale in accordance with IFRS 5 as at 31 December 2024. As a result, the inventories recognised in these companies are no longer reported under inventories. For further explanations, please refer to Note C.10.

C.8 Biological assets

The fair values of biological assets developed as follows:

In € million 2024	Apples	Tomatoes	Citrus fruits	Blueberries	Stonefruit	**Total**
Biological assets						
Biological assets on 01/01	11.5	2.3	1.3	1.2	0.0	16.2
Capitalised costs	10.7	0.0	4.8	1.1	- 0.1	16.5
Change in fair value less selling costs	0.7	0.7	0.4	0.9	1.0	3.7
Disposals due to harvest	- 11.1	- 0.5	- 4.0	- 0.1	- 0.1	- 15.8
Currency translation differences	- 0.4	- 0.3	- 0.1	- 0.1	- 0.1	- 1.0
Biological assets on 31/12	**11.4**	**2.2**	**2.4**	**3.0**	**0.7**	**19.6**

In € million 2023	Apples	Tomatoes	Citrus fruits	Blueberries	Stonefruit[1]	**Total**
Biological assets						
Biological assets on 01/01	12.9	2.2	1.1	0.4	0.0	16.6
Capitalised costs	11.5	0.0	3.1	1.0	0.0	15.6
Change in fair value less selling costs	- 0.8	2.6	1.1	0.6	0.0	3.5
Disposals due to harvest	- 11.6	- 2.4	- 4.0	- 0.8	0.0	- 18.8
Currency translation differences	- 0.5	- 0.1	0.0	0.0	0.0	- 0.6
Biological assets on 31/12	**11.5**	**2.3**	**1.3**	**1.2**	**0.0**	**16.2**

1 To ensure comparability, the previous year's table has been adjusted to the current year's presentation.

The following key assumptions and considerations were taken into account when determining the fair value of the Group's biological assets:

- Predictions for the following year are based on inflation-adjusted forecast cash flows, include estimates of the future revenues and take into account the location and variety of the biological assets.
- Forecast cash flows from sales in different currencies are not hedged and are translated at average exchange rates on the basis of data provided by financial institutions and in consideration of forecast sales in the Group's functional currency.
- Risk-adjusted discount rates take into account risks associated with the harvest, such as natural disasters, diseases in plants or other factors that could negatively affect quality, yields or prices.
- All material changes from harvest management in the current year and the following year.

The finance team keeps a close eye on the main categories of biological assets throughout the year and is also responsible for measuring biological assets for the purposes of external financial reporting. In addition, the measurement process is also evaluated twice a year by the Chief Financial Officer of the New Zealand subsidiary, his or her controller, the chief financial officers of the business divisions and the finance team with regard to financial reporting requirements.

The measurement methods applied at the Group are to be allocated to level 3 of the fair value hierarchy and are therefore not based on observable market data. There were no transfers between the individual levels of the fair value hierarchy in the 2024 financial year.

The following level 3 input factors were defined and applied for the purposes of measurement:

- Harvest yields, presented as tray carton equivalents per hectare and tonnes per hectare, are defined on the basis of previous production volumes in the respective location of the crops and estimated harvest volumes in consideration of the age and condition of the plant.
- Prices ex works are calculated on the basis of future income from the sale of biological assets in consideration of past development, the current market price and known market conditions at the end of the reporting period.

- Discounting rates are defined in consideration of past development and loss events, as well as the assessment of the fair value and known current risks that are to be assessed.
- The fair value of biological assets and the level 3 input factors are analysed at the end of the reporting period.

In this analysis, input factors are reviewed and verified in view of current market conditions. The calculated fair value of biological assets is reviewed as to whether they suitably reflect the anticipated yields for each type of fruit.

The cash outflow assumed in the fair value calculation includes notional cash flows for land and fruit plantations attributable to the Group. They are based on market rates for plantations of a similar size.

The following unobservable input factors were used to measure the Group’s biological assets:

	Unobservable input factors	Variance of unobservable input factors	
		2024	2023
Apples	tce[1] per hectare per year	288 tce[1] to 3.068 tce[1]	81 tce[1] to 3.380 tce[1]
	Weighted average tce[1] per hectare per year	1.663 tce[1]	1.264 tce[1]
	Export prices per tce[1]	€7,94 to €42,68	€14,75 to €36,32
	Weighted average export prices per tce[1]	€19,85	€19,15
	Risk-adjusted discount rate	31%	31%
Tomatoes	Tonnage per hectare per year	233 to 480 tonnes	129 to 480 tonnes
	Weighted average tonnage per hectare per year	327 tonnes	329 tonnes
	Price per kilogramme ex works per season	€1,01 to €14,58	€0,89 to €14,62
	Weighted average price per kilogramme ex works per season	€3,62	€3,41
	Risk-adjusted discount rate	27%	27%
Citrus fruits	Tonnage per hectare per year	37 tonnes	31 tonnes
	Weighted average tonnage per hectare per year	37 tonnes	31 tonnes
	Price per tonne ex works per season	€1.206,90 to €2.329,91	€313,82 to €1.880,66
	Weighted average price per tonne ex work per season	€1.688,43	€1.111,14
	Risk-adjusted discount rate	25%	25%
Blueberries	Tonnage per hectare per year	5,3 to 8,2 tonnes	2,9 to 6,5 tonnes
	Weighted average tonnage per hectare per year	7,0 tonnes	4,9 tonnes
	Price per kilogramme ex works per season	€8,11 to €49,22	€4,54 to €17,48
	Weighted average price per kilogramme ex works per season	€14,27	€12,35
	Risk-adjusted discount rate	22%	22%
Stonefruit	Tonnage per hectare per year	39 to 300 tonnes	-
	Weighted average tonnage per hectare per year	157 tonnes	-
	Price per kilogramme ex works per season	€2,41 to €11,19	-
	Weighted average price per kilogramme ex works per season	€4,79	-
	Risk-adjusted discount rate	27%	-

1 tce – tray carton equivalent (equates to approximately 18 kg)

A rise in the harvest volume or a price increase will result in an increase in the fair value of the biological assets. A rise in the discount rate, on the other hand, will result in a decrease in the fair value of the biological assets.

For the Group's apple harvest, a 10.0% increase or decrease (previous year: 10.0%) in the discount rate would reduce or raise the fair value of the harvest by €0.6 million (previous year: €0.6 million). A 10.0% (previous year: 10.0%) increase or decrease in the discount rate would not have a material impact on the fair values of the Group's tomato, citrus fruit, blueberry or stone fruit harvests.

In the case of the Group’s apple harvest, an increase or decline in harvest volume by 10.0% (previous year: 10.0%) would result in a change in fair value of €1.2 million (previous year: €1.9 million) and €1.2 million (previous year: €0.3 million) respectively. In the case of the Group’s tomato harvest, an increase or decline in harvest volume by 10.0% (previous year: 10.0%) would result in a change in fair value of €0.8 million (previous year: €1.2 million). A 10.0% (previous year: 10.0%) increase or decrease in harvest volume would not have a material impact on the fair values of the Group’s citrus fruit , blueberry and stone fruit harvests.

The Group’s agricultural activities may give rise to financial risks from unfavourable climatic conditions or natural events that could affect the Group’s biological assets due to weather-related crop damage. In the current year, the Group has come to the conclusion that the probability of severe weather events is higher than previously assumed. For this reason, the Group increased its discount rates when calculating the fair value of biological assets in the 2023 financial year. The discount rates were reviewed in the reporting year and are still considered appropriate.

The Group continues to work with research partners to develop and commercialise new fruit varieties that thrive in warmer climates, such as Tutti™, the first specifically cultivated, heat-tolerant apple variety worldwide.

Furthermore, the Group may be exposed to financial risks as a result of unfavourable changes in market prices or harvest volumes or unfavourable change in exchange rates.

Price risks are minimised by the constant monitoring of commodity prices and the influences of these. The Group also implements appropriate measures to ensure that climatic conditions, natural disasters, diseases in plants or other factors do not negatively impact harvest quality and yields. Derivative financial instruments, such as currency futures, are used to reduce foreign currency risks.

The following table shows the owned and leased land available for the cultivation of the various types of biological assets:

In hectars	**2024**	2023
Biological assets		
Apples	422.0	444.0
Tomatoes	24.0	24.0
Citrus fruits (lemons, mandarins, oranges)	90.0	90.0
Blueberries	34.0	19.0
Stonefruit	156.0	0.0

The following table shows the production volume of the various types of biological assets on own and leased land available for cultivation:

	2024	2023	Production units
Biological assets			
Apples	744,148	573,336	tce [1]
Tomatoes	7,934,818	8,463,825	kg
Citrus fruits (lemons, mandarins, oranges)	3,288,993	2,778,756	kg
Blueberries	238,228	94,888	kg
Stronefruit	116	0	kg

1 tce – tray carton equivalent (entspricht ca. 18 kg)

C.9 Assets from derivatives

The fair values of assets from derivatives are classified according to the fair value hierarchy as follows, using the procedure described in Note A.3 under "Assets and liabilities from derivatives":

In € million 31/12/2024	Fair values level 1	level 2	level 3	total
Assets from derivatives				
Commodity futures	74.6	93.7	33.6	202.0
FX hedges	3.4	8.0	0.0	11.4
Interest rate hedges	0.2	11.5	0.0	11.7
	78.2	**113.1**	**33.6**	**225.1**

In € million 31/12/2023	Fair values level 1	 level 2	 level 3	 total
Assets from derivatives				
Commodity futures	97.0	200.8	6.4	304.2
FX hedges	17.4	12.1	0.0	29.5
Interest rate hedges	1.7	11.0	0.0	12.7
	116.1	**223.9**	**6.4**	**346.4**

Please refer to Note C.21 for the presentation of the hierarchy of financial assets measured at fair value.

A total of €190.0 million of the disclosed assets from derivatives had a residual term of a maximum of one year (previous year: €285.3 million). The residual term for assets from derivatives of €20.6 million (previous year: €43.0 million) was between one and a maximum of five years, whereas liabilities from derivatives of €14.5 million (previous year: €18.0 million) had residual terms of over five years.

As in the previous year, the requirements for offsetting financial assets and financial liabilities with the same counterparty in accordance with IAS 32.42 et seq. were also met in the Renewable Energies segment in the 2024 financial year. As at the reporting date of 31 December 2024, the Renewable Energies segment – based on a gross amount before netting of €192.1 million (previous year: €313.2 million) – was therefore able to offset financial assets totalling €146.3 million (previous year: €188.1 million) in accordance with IAS 32. After this netting, the net amount of financial assets in the Renewable Energies segment totalled €45.8 million (previous year: €125.1 million). Please refer to “Derivative financial instruments and hedge accounting” in Note C.21 for the netting potential for currency hedging transactions based on global netting agreements.

In addition to the netting, both the reduction in open contracts and lower prices in energy and grain trading in the Renewable Energies, Cefetra Group and Agri Trade & Service Segments contributed to the decline in assets from derivatives at the end of the 2024 financial year.

C.10 Non-current assets held for sale/disposal groups

At the end of the reporting period, the book values of the BayWa Group’s non-current assets held for sale totalled €1,705.7 million (previous year: €3.4 million). Liabilities from disposal groups held for sale amounted to €1,260.3 million as at 31 December 2024 (previous year: €0.0 million). The balance sheet items are made up of individual non-current assets held for sale as well as the RWA, WHG and BayWa r.e. IPP disposal groups and the liabilities associated with these disposal groups.

Non-current assets held for sale

As at the balance sheet date of 31 December 2024, individual non-current assets in the amount of €5.7 million (previous year: €3.4 million) were classified as held for sale. This relates to a total of 7 (previous year: 2) developed properties in southern Germany and New Zealand. Their fair value less estimated costs to sell came to €16.6 million (previous year: €12.6 million).

These individual non-current assets held for sale are distributed as follows among the segments (for the sake of clarity, only those segments for which values are to be reported are listed):

In € million 2024	Agri Trade & Service Segment	Agricultural Equipment Segment	Global Produce Segment	Other Activities	Total
Non-current assets					
Property, plant and equipment	0.3	0.0	4.5	0.9	5.7
Non-current assets held for sale	**0.3**	**0.0**	**4.5**	**0.9**	**5.7**

In € million 2023	Agri Trade & Service Segment	Agricultural Equipment Segment	Global Produce Segment	Other Activities	Total
Non-current assets					
Property, plant and equipment	0.4	0.0	3.0	0.0	3.4
Non-current assets held for sale	**0.4**	**0.0**	**3.0**	**0.0**	**3.4**

Disposal groups

As at 31 December 2024, the BayWa Group comprised the disposal groups RWA, WHG and BayWa r.e. IPP.

RWA disposal group

The RWA disposal group comprises RWA Raiffeisen Ware Austria AG (RWA for short), Korneuburg, Austria, and its direct and indirect subsidiaries. RWA was classified as held for sale as at the 2024 reporting date, as BayWa AG concluded an agreement to sell its 47.53% stake in RWA via its two wholly owned subsidiaries BayWa Austria Holding GmbH, Vienna, Austria, and BayWa Pensionsverwaltung GmbH, Munich, Germany, on 27 December 2024. The buyer of the RWA shares is Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen, Korneuburg, Austria, which already held 50% of the shares in RWA. The completion of the purchase agreement was subject to the conditions precedent of confirmation of the financial appropriateness of the purchase price of €176.0 million by a fairness opinion in accordance with IDW S 8 and the approval of the relevant antitrust authorities. The final version of the fairness opinion was submitted on 16 January 2025 and the approval of the responsible antitrust authorities was granted on 12 April 2025. Consequently, the sale was completed on 2 May 2025 (closing). The Agri Trade & Service, Agricultural Equipment, Energy, Construction and Other Activities Segments of the BayWa Group were affected by the sale.

Due to the classification of the assets as held for sale, the RWA disposal group was initially measured in accordance with the relevant IFRS standards, resulting in an impairment requirement of €60.5 million, of which €41.9 million was allocated to goodwill and €18.6 million to non-current intangible assets. The cumulative impairment of €60.5 million was recognised in the consolidated income statement under depreciation and amortisation. The carrying amount of the disposal group resulting after this impairment was then compared with the expected total purchase price less costs to sell (net fair value) of the disposal group. Based on the purchase prices fixed in the purchase agreements, this resulted in a loss on disposal totalling €83.8 million, all of which was attributable to property, plant and equipment in the RWA disposal group. The impairment of property, plant and equipment was recognised in the consolidated income statement under depreciation and amortisation. The cumulative income and expenses of the disposal group recognised in other comprehensive income totalled €13.2 million as at 31 December 2024 (previous year: €10.8 million).

WHG disposal group

The WHG disposal group comprises "UNSER LAGERHAUS" WARENHANDELSGESELLSCHAFT m.b.H. (WHG for short), Klagenfurt, Austria. In addition to the sale of the RWA shares, an option agreement was signed for the purpose of the sale of the shares in BayWa Austria Holding GmbH, Vienna, Austria, which provides for the sale of the shares in WHG still held by the company after the sale of the RWA shares. WHG has its own network of locations in Austria in the federal states of Tyrol and Carinthia. The purchase price stipulated in the option agreement amounts to €19.7 million. The completion of the sale of the shares in BayWa Austria Holding GmbH, Vienna, Austria, and the associated sale of WHG is expected in the 2025 financial year and can be considered highly likely. The expected sale will affect the Agri Trade & Service, Agricultural Equipment, Energy, Construction and Other Activities Segments of the BayWa Group.

As part of the classification of assets as held for sale, the assets of the WHG disposal group were initially measured in accordance with the relevant IFRS standards. This resulted in an impairment requirement totalling €0.8 million, which was allocated in full to non-current intangible assets. The resulting carrying amount of the disposal group was then compared with the expected total purchase price less costs to sell (net fair value) of the disposal group. Based on the purchase price stipulated in the purchase agreement, the expected loss on disposal totalled €39.3 million. This was recognised as an impairment loss at the end of the 2024 financial year, which is fully attributable to the property, plant and equipment of the WHG disposal group. The impairment of non-current assets was recognised in the consolidated income statement under depreciation and amortisation. The cumulative income and expenses of the disposal group recognised in other comprehensive income totalled minus €3.1 million as at 31 December 2024 (previous year: minus €3.5 million).

BayWa r.e. IPP disposal groups

The BayWa r.e. IPP disposal groups comprise four wind and two solar energy plants as well as the holding company of a wind energy plant from the Independent Power Producer (IPP) business unit of the Renewable Energies Segment. The disposal of the energy plants as part of the restructuring of the BayWa Group is aimed at streamlining the IPP portfolio and serves to strengthen the liquidity of the Renewable Energies Segment. The energy plants were sold at different times in the 2025 financial year. The last sale of an energy plant from the BayWa r.e. IPP disposal groups was completed on 14 May 2025.

Due to the classification of the assets as held for sale, the BayWa r.e. IPP disposal groups are initially measured in accordance with the relevant IFRS standards, resulting in an impairment loss of €13.3 million. This impairment was allocated in full to property, plant and equipment and is recognised in the consolidated income statement under depreciation and amortisation. The carrying amount of the disposal groups after impairment was then compared with the expected total purchase price less costs to sell (net fair value) of the disposal groups. Compared with the expected selling price, there was no further need to recognise impairment losses for the BayWa r.e. IPP disposal groups. The cumulative income and expenses of the disposal groups recognised in other comprehensive income totalled €5.9 million as at 31 December 2024 (previous year: €5.2 million).

Assets, liabilities and other information on the BayWa Group's disposal groups

Overall, the BayWa Group's assets from the RWA, WHG and BayWa r.e. IPP disposal groups totalled €1,700.0 million at the end of the 2024 financial year. The total liabilities associated with the assets of the disposal groups amounted to €1,260.3 million (see Note C.12 for severance payment provisions for the RWA and WHG disposal groups). As at 31 December 2024, the BayWa Group's disposal groups comprised the following categories of assets and liabilities:

in € million 2024	RWA	WHG	BayWa r.e. Wind & Solar IPP	Total
Assets held for sale from disposal groups				
Intangible assets	0.0	0.0	12.1	**12.1**
Property, plant and equipment	267.9	68.6	145.9	**482.5**
Participating interests recognised at equity	58.2	0.0	0.0	**58.2**
Other investments	115.4	4.4	0.0	**119.7**
Income tax assets	15.3	3.2	2.9	**21.5**
Inventories	438.8	64.5	0.0	**503.3**
Trade receivables and other (non-)financial assets	402.5	49.6	6.3	**458.4**
Other assets	5.4	4.5	0.0	**9.9**
Cash and cash equivalents	31.7	0.2	2.6	**34.5**
				1,700.0
Liabilities from disposal groups held for sale				
Long-term debt	128.8	1.2	74.5	**204.5**
Other long-term liabilities	31.3	13.8	4.1	**49.2**
Lease liabilities	14.6	15.2	14.7	**44.4**
Deferred tax liabilities	14.3	0.3	0.7	**15.3**
Trade payables and other (non-)financial liabilities	346.5	27.7	1.4	**375.7**
Short-term debt	430.8	78.7	1.6	**511.1**
Other short-term liabilities	36.9	12.6	10.5	**60.0**
				1,260.3

The following table shows the gross book values of other receivables and other assets held for sale for each stage of risk provisions for expected credit losses:

In € million	Total gross value 2024	Gross book value stage 3 impaired	Neither overdue nor impaired	Overdue receivables	Thereof: stage 3 not impaired at reporting date and overdue in subsequent periods			
					fewer than 30 days	between 31 and 60 days	between 61 and 90 days	91 days and over
Receivables and other assets	530.0	95.2	366.4	68.4	41.6	11.2	4.9	10.7

The overdue assets shown in the table concern current trade receivables held for sale. Risk provisions for stage 2 expected credit losses were formed on these gross receivables values. The gross book values of the stage 3 adjusted receivables include trade receivables, receivables from affiliated companies and companies in which a participating interest is held, and other financial receivables. For reasons of materiality, the risk provision for expected credit losses (stage 2) for trade receivables held for sale is not shown.

Risk provisions for stage 3 expected credit losses on other receivables and other assets held for sale developed as follows in the 2024 financial year.

In € million	**2024**
As at 01/01	**16.1**
Allocation	10.0
Release	- 3.5
Write-offs	- 0.4
Adjustments due to changes in the group of consolidated companies	0.0
Reclassifications	0.0
Currency translation differences	0.0
As at 31/12	**22.2**

The continual analysis of the receivables portfolio and special monitoring of customers with high credit limits enable the early identification and evaluation of concentration risks (risk clusters). For 39 debtors, the credit risk positions of the disposal groups each exceeded €1 million as at 31 December 2024. The Group does not anticipate any material default risk in respect of these customers. Please refer to Note C.6 for further information about risk provisioning.

Book and fair values of financial instruments

In € million as at 31/12/2024	Book value 31/12/2024	Subsequent measurement in accordance with IFRS 9 measurement categories [1] AC	FVTPL	FVTPL (option)	FVTOCI (option)	No category	Not a FI	Fair value 31/12/2024
Financial assets								
Investments [2]	119.7	1.6	22.1	0.0	76.9	0.0	19.1	119.7
Trade receivables and other (non-)financial assets	458.4	415.5	3.1	0.0	0.0	0.0	39.8	458.4
Cash and cash equivalents	34.5	34.5	0.0	0.0	0.0	0.0	0.0	34.5
Financial liabilities								
Long-term debt	204.5	204.5	0.0	0.0	0.0	0.0	0.0	166.2
Short-term debt	511.1	511.1	0.0	0.0	0.0	0.0	0.0	511.1
Trade payables and other (non-)financial liabilities	375.7	292.4	0.3	0.0	0.0	0.6	82.5	375.7
IFRS 9 categories								
Financial assets attributed to the AC category	451.5							
Financial assets attirbuted to the FVTPL category	25.2							
Financial assets attributed to the FVTOCI (option) category	76.9							
Other financial liabilities attributed to the AC category	1,008.0							
Other financial liabilities attributed to the FVTPL category	0.3							

1 AC: at amortised cost; FVTOCI: at fair value through other comprehensive income; FVTPL: at fair value through profit or loss.
2 Investments also include interests in non-consolidated affiliated companies and in other Group companies. As they are not financial instruments within the meaning of IFRS 9, they are disclosed in the “Not a financial instrument” column.

Other financial assets held for sale and disposal groups include securities that are recognised at fair value through profit or loss (FVTPL) in the amount of € 22.1 million, and at fair value through other comprehensive income (OCI) for equity instruments in the amount of €76.9 million. In the hierarchical classification of financial assets measured at fair value, securities are assigned to level 1. The fair value of the long-term debt recognised at cost is to be allocated to level 2 of the fair value hierarchy. Their fair value came to €166.2 million as at 31 December 2024. For information on the level hierarchy classification, please refer to the information in Note C.21.

The following table shows the analysis of the maturity dates and undiscounted net cash flows of the non-derivative financial liabilities classified as held for sale in accordance with IFRS 5. For reasons of materiality, derivative financial liabilities are not presented here.

In € million 2024	Residual term of up to one year	Residual term of one to five years	Residual term of more than five years	Total
Non-derivative financial liabilities measured at cost	**821.2**	**110.4**	**103.6**	**1,035.2**
Lease liabilities	**6.4**	**15.1**	**29.5**	**51.0**

As at the reporting date of 31 December 2024, the RWA disposal group had financing agreements containing covenants. The total liabilities associated with such covenants amount to €90.8 million. As at the reporting date of 31 December 2024, there were no facts and circumstances indicating that there were any difficulties in fulfilling the covenants in 2024 or that such difficulties could arise in the current 2025 financial year. For further information about covenants within the BayWa Group, please refer to Note C.14.

Company	Loan amount 31/12/2024 in € million	Covenant	Frequency of review	Key date calculation
RWA Hrvatska d.o.o.	23.2	Short-term debt covered at least 100% by receivables and inventories	Quarterly	31/12/2024
RWA Raiffeisen Ware Austria Aktiengesellschaft [1]	47.9	Equity ratio of at least 20%	Annually	31/12/2024
Patent Co. DOO Misicevo	19.7	Net debt to EBITDA maximum 4.5	Annually	31/12/2024

1 These are two loan agreements with identical covenants.

C.11 Equity

The consolidated statement of changes in equity shows the development of equity in detail.

Subscribed capital

BayWa AG's subscribed capital remains unchanged from the previous year and amounts to €92,497,210.88 as at the reporting date (previous year: €92,497,210.88). As of 31 December 2024, it is divided into 36,131,723 ordinary registered shares (previous year: 36,121,723) in the form of no-par value shares, each representing an arithmetical portion in the share capital of €2.56 per share (previous year: €2.56). Of the issued no-par value shares, 34,888,472 are registered shares with restricted transferability (previous year: 34,619,138). No new registered shares with restricted transferability were issued in the 2024 financial year (previous year: 269,334). 1,243,251 shares are registered shares not subject to restricted transferability (previous year: 1,243,251).

In respect of capital reported in the balance sheet and pursuant to IAS 32, the share capital was reduced by the mathematical value of the shares bought back (19,500 units, the equivalent of €0.1 million) in previous years; the capital reserve also decreased by €0.1 million for the same reason. No shares were bought back in the financial year 2023.

The number of shares in circulation, excluding repurchased treasury shares, developed as follows during the reporting year:

	Registered shares without restricted transferability	Registered shares with restricted transferability
As at 01/01/2024	**1,243,251**	**34,888,472**
Issuing of employee shares	–	–
As at 31/12/2024	**1,243,251**	**34,888,472**

Subject to the approval of the Supervisory Board, the Board of Management is authorised to raise the share capital one or several times on or before 5 June 2028 by up to a nominal amount of €10,000,000 through the issuance of new registered shares with restricted transferability against contributions in kind. Shareholders' subscription rights are excluded. Subject to the approval of the Supervisory Board, the Board of Management is authorised to determine the further content of share rights and conditions under which the shares are to be issued (authorised capital in 2023). The Supervisory Board is authorised to amend the Articles of Association accordingly in line with the scope of the capital increase from authorised capital in 2023 or following the deadline for the use of authorised capital in 2023.

Subject to the approval of the Supervisory Board, the Board of Management is authorised to raise the share capital one or several times on or before 10 May 2026 by up to a nominal amount of €12,500,000 through the issuance of new registered shares with restricted transferability against contributions in kind. The authorisation can be used in partial amounts. Shareholders' subscription rights are excluded. Subject to the approval of the Supervisory Board, the Board of Management is authorised to determine the further content of share rights and conditions under which the shares are to be issued (authorised capital in 2021). The Supervisory Board is authorised to amend the Articles of Association accordingly in line with the scope of the capital increase from authorised capital in 2021 or following the deadline for the use of authorised capital in 2021.

Subject to the approval by the Supervisory Board, the Board of Management is authorised to raise the share capital one or several times on or before 25 May 2025 by up to a nominal amount of €2,817,187.84 through the issuance of new registered shares with restricted transferability against cash contribution to the employees of BayWa AG and of affiliated companies within the meaning of Sections 15 et seq. of the German Stock Corporation Act (AktG). Shareholders' subscription rights are excluded. Subject to the approval of the Supervisory

Board, the Board of Management is authorised to determine the further content of share rights and conditions under which the shares are to be issued (authorised capital in 2020).

Capital reserve

The capital reserve of €146.7 million (previous year: €146.7 million) is derived mainly from the premiums in an amount of €104.7 million (previous year: €104.7 million) from the capital increases executed to date by BayWa AG. Furthermore, premiums were generated on the nominal values of the BayWa shares issued in connection with the acquisition of RWA AG and WLZ AG and the participations exchanged below their rating at the historical stock market prices. These have also been disclosed under capital reserve.

Unlike in previous years, the employee share programme was suspended due to the financial crisis. As a result, BayWa AG employees and employees of its affiliated companies in Germany and Austria did not have the opportunity to acquire BayWa shares at favourable terms and conditions in the 2024 financial year.

Hybrid capital

On 5 May 2023, BayWa AG issued a bonded loan in the form of a hybrid bond (ISIN DE000A351PD9) with a total nominal amount of €60.0 million on the capital market; it was increased by €40.0 million to a total of €100.0 million on 29 September 2023. The issue price for the amount of €60.0 million issued on 5 May 2023 – taking into account a discount of 0.889% – was 99.111% of the total amount. Net income from the issue amounted to €59.5 million. The difference of €0.5 million resulting from the issue relates to bank fees and transaction costs, including the deferred tax assets recognised on these. The issue price for the amount of €40.0 million issued on 29 September 2023 – taking into account a discount of 1.015% – was 98.985% of the total amount. Net income from the issue amounted to €39.6 million. The difference of €0.4 million resulting from the issue also relates to bank fees and transaction costs, including the deferred tax assets recognised on these.

The annual dividend-like payments of the hybrid bond are at the discretion of BayWa AG and are part of the appropriation of earnings. A payment of €6.5 million for the cumulative total nominal amount of €100.0 million was made for the first time on 5 May 2024.

Revenue reserves

The BayWa Group's revenue reserves include the valuation reserve and the other revenue reserves. The latter consists of the statutory reserve under the Articles of Association, the reserve for actuarial gains and losses for provisions for pensions and severance pay and the other revenue reserves. The BayWa Group recognises changes in the fair values of certain equity instruments in other comprehensive income. Said changes are aggregated in equity in the valuation reserve. The valuation reserve also includes the effective portion of the aggregated net change in the fair value of hedging instruments used to hedge cash flows until their subsequent recognition in profit or loss. The other revenue reserves primarily include the revenue reserves of the consolidated subsidiaries. The revenue reserves also include effects from the purchase or sale of shares that do not have an influence on an existing control situation and are recognised in the revenue reserves through other comprehensive income. The revenue reserves of the Group stood at €525.0 million at the end of the reporting period (previous year: €662.4 million). Of this amount, €5.6 million (previous year: €5.6 million) was attributable to the statutory reserve, minus €6.2 million (previous year: €22.3 million) to the valuation reserve, minus €219.7 million (previous year: minus €244.9 million) to the reserves for actuarial gains and losses for provisions for pensions and severance pay and €745.3 million (previous year: €879.4 million) to other reserves. Transfers to and withdrawals from the revenue reserves were recorded both at the parent company BayWa AG and at the consolidated subsidiaries.

Other reserves

BayWa's other reserves include both the part of the aggregated result after income tax and dividend distribution attributable to the shares of the parent company of minus €1,114.8 million (previous year: minus €121.2 million) as well as the differences from the currency translation of foreign subsidiaries' financial statements reported in other comprehensive income and attributable to the shares of the parent company of minus €12.6 million (previous year: minus €3.0 million).

The change in other comprehensive income after tax by reserve break down as follows:

In € million 2024	Equity net of minority interest valuation reserve	 other revenue reserves	 other reserves	Minority interest	Equity
Other income from participating interests recognised at equity that is not reclassified retroactively to profit and loss	- 0.1	0.0	0.0	0.0	- 0.1
Reclassification of measurement effects recognised in OCI to revenue reserves (without recycling)	0.3	0.0	0.0	0.3	0.6
Net gain/loss from other current financial assets attributed to the fair value through other comprehensive income category (OCI option – without recycling)	1.1	0.0	0.0	1.2	2.3
Change in actuarial gains/losses from pension and severance pay obligations	0.0	25.1	0.0	0.8	25.9
Other gains/losses measured directly in equity through other comprehensive income	0.0	0.0	0.0	0.0	0.0
Differences from currency translation	0.0	0.0	- 9.4	- 6.2	- 15.6
Reclassifications of differences from currency translation in the income statement	0.0	0.0	- 0.2	0.0	- 0.2
Cash flow hedges	- 35.6	0.0	0.0	- 21.9	- 57.5
Reclassifications of net gains/losses from cash flow hedges to the income statement	5.7	0.0	0.0	6.4	12.1
Other comprehensive income	**- 28.6**	**25.1**	**- 9.6**	**- 19.4**	**- 32.6**

In € million 2023	Equity net of minority interest valuation reserve	 other revenue reserves	 other reserves	Minority interest	Equity
Other income from participating interests recognised at equity that is not reclassified retroactively to profit and loss	0.1	0.0	0.0	0.0	0.1
Reclassification of measurement effects recognised in OCI to revenue reserves (without recycling)	0.0	0.0	0.0	0.0	0.0
Net gain/loss from other current financial assets attributed to the fair value through other comprehensive income category (OCI option – without recycling)	3.7	0.0	0.0	4.2	7.8
Change in actuarial gains/losses from pension and severance pay obligations	0.0	- 46.8	0.0	- 1.1	- 47.9
Other gains/losses measured directly in equity through other comprehensive income	0.0	0.0	0.0	0.0	0.0
Differences from currency translation	0.0	0.0	- 4.5	2.6	- 1.8
Reclassifications of differences from currency translation in the income statement	0.0	0.0	- 0.7	0.0	- 0.7
Cash flow hedges	204.0	0.0	0.0	196.5	400.5
Reclassifications of net gains/losses from cash flow hedges to the income statement	- 248.9	0.0	0.0	- 234.6	- 483.5
Other comprehensive income	**- 41.1**	**- 46.8**	**- 5.2**	**- 32.4**	**- 125.5**

The disclosures on capital management required under IAS 1 can be found in the group management report of these consolidated financial statements, specifically in the section of the Financial Report on the BayWa Group's assets, financial position and earnings position.

Minority interest

The minority interest in equity relates in particular to the shares in BayWa r.e. AG, Munich, Germany, held by the Swiss investor Energy Infrastructure Partners AG (EIP), to the cooperatives invested in the Austrian subsidiaries and to the minority shareholders in T&G Global Limited, Auckland, New Zealand, and its subsidiaries. The decline in minority interests is due in particular to the impairment losses recognised in the Renewable Energies, Agri Trade & Service, Agricultural Equipment, Energy, Construction and Other Activities Segments in the 2024 financial year, as well as dividend payments to minority shareholders. Details on the shares held by the non-controlling interests can be found in Note B.2. of the Notes to the Consolidated Financial Statements.

C.12 Pension provisions

The BayWa Group's pension provisions are based exclusively on defined benefit plans. Due to pension plans no longer being available to new participants, the related risks for BayWa – such as longevity or salary increases – have been clearly reduced. Prior commitments relate to 10,256 claimants. Of this number, 1,567 are active employees, 1,845 former employees with vested benefits and 6,844 are pensioners and surviving dependants.

BayWa applied the duration-dependent discount rate in accordance with the spot rate approach, which is determined using the RATE:Link procedure. Under the procedure, interest rates are determined based on corporate bonds with an AA rating as reported by Bloomberg In 2020, Bloomberg made the classification system "BCLASS" available for the selection of premium corporate bonds. This new system is more comprehensive than the "BICS system" used previously and has been refined by removing bonds in the Treasury, Government-Related, Securitised and Municipal categories and adding Special Purpose Vehicles bonds to the Corporate subcategory.

In %	**31/12/2024**	31/12/2023
Discount factor	3.39	3.17
Salary trend	2.50	2.46
Pension trend	2.00	2.07

The amount of severance pay obligations (defined benefit obligation – DBO) has also been calculated using actuarial methods based on estimates. The following assumptions were applied as a standard for all Austrian Group companies. The non-Austrian Group companies do not have any severance pay obligations.

In %	**31/12/2024**	31/12/2023
Discount factor	3.17	3.21
Salary trend	2.29	4.09

The salary trend reflects anticipated increases in salaries which, depending on inflation and the length of service to the company, among other factors, are estimated on an annual basis.

For the German companies, assumptions on life expectancy were based on the mortality tables of Prof. Dr. Klaus Heubeck (actuarial tables 2018 G). "AVO 2018-P – Rechnungsgrundlagen für die Pensionsversicherung – Pagler & Pagler" (computational framework for post-employment benefit insurance) in the version intended for employees is used for the Austrian companies.

Increases and decreases in the present value of defined benefit obligations can give rise to actuarial gains or losses, the cause of which can also be divergences between actual and estimated parameters of calculation. The resulting actuarial gains and losses are recognised in equity.

Actuarial gains of €19.7 million (previous year: actuarial losses of €42.7 million) were recorded directly in equity in the reporting year. At the end of the reporting period, actuarial losses recognised directly in equity before deferred taxes amounted to €260.8 million (previous year: €280.5 million).

Total expenses from the BayWa Group's benefit commitments amounted to €21.1 million (previous year: €22.8 million) and comprise the following:

In € million	2024	2023
Current service cost	- 3.5	- 3.7
+ share of interest	- 17.6	- 19.1
= sum total recognised through profit or loss	**- 21.1**	**- 22.8**

Total expenses from the Austrian Group companies' severance pay obligations amounted to €2.4 million (previous year: €2.8 million) and comprise the following:

In € million	2024	2023
Current service cost	- 1.4	- 1.7
+ share of interest	- 1.0	- 1.1
= sum total recognised through profit or loss	**- 2.4**	**- 2.8**

The expenses arising from the accrued interest on rights acquired in the past are disclosed under the financial result. Rights accrued in the respective financial year are included under personnel expenses.

During the reporting period, the net present value of defined benefit obligations (DBO) and therefore the value of pension obligations reported at Group level changed as follows:

In € million	2024	2023
DBO as at 01/01	553.4	522.0
+ changes in the group of consolidated companies	0.0	0.0
+ sum total through profit or loss	21.1	22.8
+/– changes in actuarial gains (–)/losses (+)	- 18.9	42.7
– pension payments during the reporting period	- 31.2	- 31.7
– employer contributions to the employer contribution reserves	0.0	- 2.3
+/– assumption of obligations	0.1	- 0.1
– reclassification to disposal groups	- 12.1	0.0
= DBO as at 31/12	**512.4**	**553.4**

The actuarial gains calculated for the reporting year comprise actuarial gains from adjustments based on empirical experience of €5.3 million (previous year: actuarial losses of €7.5 million) and actuarial gains of €13.6 million (previous year: actuarial losses of €35.5 million) from the change in financial assumptions.

Company pensions are adjusted in the Group every three years (in annual cohorts) and amounted to 15.0% as at 1 January 2025. For economic reasons, however, the adjustment was not made for BayWa pensioners.

During the reporting period, the net present value of defined benefit obligations (DBO) and therefore the value of provisions for severance pay reported at Group level changed as follows:

In € million	**2024**	2023
DBO as at 01/01	30.9	30.1
+ changes in the group of consolidated companies	0.0	0.0
+ sum total through profit or loss	2.3	2.8
+/– changes in actuarial gains (–)/losses (+)	- 0.8	1.9
– severance pay in the reporting period	- 4.5	- 3.9
+/– assumption of obligations	0.0	0.0
– reclassification to disposal groups	- 25.5	0.0
= DBO as at 31/12	**2.4**	**30.9**

The actuarial gains calculated for the reporting year comprise actuarial gains from adjustments based on empirical experience of €0.1 million (previous year: actuarial losses of €0.8 million), actuarial losses from the change in demographic assumptions of €0.1 million (previous year: actuarial gains of €0.1 million) and actuarial gains from the change in financial assumptions of €0.8 million (previous year: actuarial losses of €1.3 million).

For the 2025 financial year, it is expected that a probable amount of €19.3 million will be recognised through profit or loss for defined benefit plans and €0.5 million for severance pay obligations.

Sensitivity analyses

The material measurement parameters for pension obligation and severance pay provisions are the discount factor, as well as the salary trend, and pension obligations also include the pension trend and the remaining life expectancy, all of which may be subject to a certain degree of fluctuation over time. The following sensitivity analyses for pension and severance pay obligations show the effects on the obligations resulting from changes to material actuarial assumptions. In each case, one material factor was changed with the others remaining constant. In reality, however, it is rather unlikely that these factors would not correlate.

Sensitivity analysis for the defined pension obligations

	Change in parameter in % or years	If the parameter increases, the DBO changes by	If the parameter decreases, the DBO changes by	Relationship between measurement parameter and DBO
Discount rate	± 0.75%	- 8.01%	9.40%	The higher the discount rate, the lower the DBO
Salary increase	± 0.50%	0.44%	- 0.35%	The higher the salary increase, the higher the DBO
Pension increase	± 0.50%	4.95%	- 4.63%	The higher the pension increase, the higher the DBO
Remaining life expectancy according to mortality tables	± 1 year	3.86%	- 3.74%	The higher the life expectancy, the higher the DBO

Sensitivity analysis for the defined severance pay obligations

	Change in parameter in % or years	If the parameter increases, the DBO changes by	If the parameter decreases, the DBO changes by	Relationship between measurement parameter and DBO
Discount rate	± 0.75%	- 3.01%	3.22%	The higher the discount rate, the lower the DBO
Salary increase	± 0.50%	0.39%	- 0.47%	The higher the discount rate, the lower the DBO

The weighted duration of pension obligations is 12 years (previous year: 12 years). The weighted duration of severance pay obligations is 7 years (previous year: 8 years).

The expected undiscounted payments from pension and severance pay obligations in subsequent years are as follows:

In € million	Total	2025	2026–2029	2030–2034	> 2034
Pension obligations	853.5	31.0	123.4	150.5	548.6
Severance pay obligations	4.5	0.2	1.2	2.6	0.5

C.13 Other provisions

Other provisions are attributable to:

In € million	**31/12/2024**	31/12/2023
Non-current provisions (with a maturity of more than one year)		
Obligations from personnel and employee benefits	13.9	41.4
Obligations from dismantling operations	44.1	46.7
Other provisions	1.7	3.9
	59.7	**92.0**
Current provisions (with a maturity of up to one year)		
Obligations from personnel and employee benefits	133.2	180.5
Provisions for outstanding invoices	135.5	161.7
Warranty obligations	17.8	12.2
Uncertain obligations	41.0	11.9
Other provisions	76.5	69.8
	404.0	**436.1**

1 In the 2024 financial year, the breakdown of current provisions was changed for reasons of materiality. Uncertain obligations are now recognised separately and are therefore no longer included in other provisions, whereas the demolition obligations, which were still recognised separately in the previous year, are now included in other provisions.

Provisions for obligations arising from personnel and employee benefits consist mainly of provisions for unused annual leave and flexitime credits, anniversary bonuses, severance pay and age-related part-time service. These provisions also include variable remuneration components in the form of a long-term incentive (LTI)programme. This programme is available to members of the Board of Management of a subsidiary and to other employees of the same subsidiary under the Board of Management level. The remuneration, which is based on the BayWa r.e. Group's business performance, is intended to enable the participants to share in the long-term development of the company's value in accordance with a business policy focused on a long-term approach and sustainability, and therefore to promote entrepreneurial thinking and actions and to strengthen loyalty to the company. The LTI programme consists of a one-off payment and further bonus payments.

Other provisions mainly comprise provisions for obligations from dismantling operations, for outstanding invoices and for warranty obligations, as well as for impending losses from uncompleted transactions. In addition, there are a number of discernible risks and uncertain obligations. They mainly relate to costs for inherited contamination, follow-up costs, litigation risks and legal disputes.

RWA AG and its subsidiaries, WHG and certain subsidiaries of BayWa r.e. AG were classified as held for sale in accordance with IFRS 5 as at 31 December 2024. The provisions for these companies are therefore no longer recognised here, but under liabilities from disposal groups held for sale. For further explanations, please refer to Note C.10.

The provisions developed as follows:

In € million 2024	As at 01/01/2024	Allocation	Reclassification [2]	Compound interest/ discounting	Consumption	Release	Currency translation differences	As at 31/12/2024
Non-current provisions								
Obligations from personnel and employee benefits	41.4	8.4	- 9.1	1.3	- 6.8	- 21.4	0.1	13.9
Obligations from dismantling operations	46.7	3.7	- 3.9	0.5	- 2.5	- 0.9	0.5	44.1
Other provisions	3.9	0.4	- 0.3	0.0	- 1.1	- 1.1	0.0	1.7
	92.0	**12.5**	**- 13.3**	**1.8**	**- 10.4**	**- 23.4**	**0.6**	**59.7**
Current provisions								
Obligations from personnel and employee benefits	180.5	103.4	- 24.3	- 0.1	- 105.3	- 21.5	0.5	133.2
Provisions for outstanding invoices	161.7	104.9	- 16.1	- 0.1	- 105.4	- 10.4	0.9	135.5
Warranty obligations	12.2	12.5	- 2.0	0.0	- 2.4	- 2.6	0.1	17.8
Uncertain obligations [1]	11.9	41.1	- 2.7	0.0	- 6.1	- 3.2	0.0	41.0
Other provisions	69.7	60.5	- 12.6	0.0	- 35.0	- 6.7	0.6	76.5
	436.1	**322.4**	**- 57.7**	**- 0.2**	**- 254.2**	**- 44.4**	**2.1**	**404.0**

1 In the 2024 financial year, the breakdown of current provisions was changed for reasons of materiality. Uncertain obligations are now recognised separately and are therefore no longer included in other provisions, whereas the demolition obligations, which were still recognised separately in the previous year, are now included in other provisions.
2 The "Reclassification" column contains the other provisions attributable to the RWA, WHG and BayWa r.e. IPP disposal groups, which are reclassified to the balance sheet item "Liabilities from disposal groups held for sale". The disposal groups accounted for non-current provisions of €13.5 million and current other provisions of €57.5 million as at the reporting date.

In € million 2023	As at 01/01/2023	Allocation	Reclassification	Compound interest/ discounting	Consumption	Release	Currency translation differences	As at 31/12/2023
Non-current provisions								
Obligations from personnel and employee benefits	41.5	7.7	- 1.2	1.9	- 8.0	- 0.4	0.0	41.4
Obligations from dismantling operations	38.2	9.0	1.5	0.7	- 0.9	- 1.4	- 0.3	46.7
Other provisions	7.3	0.9	- 0.1	0.0	- 4.1	- 0.2	0.0	3.9
	86.9	**17.6**	**0.2**	**2.6**	**- 13.0**	**- 1.9**	**- 0.4**	**92.0**
Current provisions								
Obligations from personnel and employee benefits	192.6	158.6	1.2	0.1	- 152.6	- 19.2	- 0.1	180.5
Provisions for outstanding invoices	195.6	160.2	0.6	0.0	- 180.9	- 12.8	- 1.0	161.7
Warranty obligations	13.9	12.2	0.0	0.0	- 10.5	- 3.4	0.0	12.2
Uncertain obligations [1]	15.7	11.9	0.1	0.0	- 14.0	- 1.9	0.1	11.9
Other provisions	96.8	68.3	- 2.0	0,1	- 81.0	- 12.3	- 0.2	69.7
	514.6	**411.2**	**- 0.1**	**0.2**	**- 438.9**	**- 49.7**	**- 1.2**	**436.1**

1 In the 2024 financial year, the breakdown of current provisions was changed for reasons of materiality. Uncertain obligations are now recognised separately and are therefore no longer included in other provisions, whereas the demolition obligations, which were still recognised separately in the previous year, are now included in other provisions.

C.14 Debt

Long-term debt includes all interest-bearing obligations of the BayWa Group effective on the reporting date. These liabilities break down as follows:

In € million 2024	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Debt				
Due to banks	3,366.0	742.1	394.2	4,502.3
Bonds	0.0	0.0	0.0	0.0
Commercial papers	202.5	0.0	0.0	202.5
	3,568.5	**742.1**	**394.2**	**4,704.8**

In € million 2023	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Debt				
Due to banks	1,252.9	2,586.8	444.0	4,283.7
Bonds	507.9	0.0	0.0	507.9
Commercial papers	632.4	0.0	0.0	632.4
	2,393.2	**2,586.8**	**444.0**	**5,424.0**

RWA AG, including its subsidiaries, WHG and individual companies of BayWa r.e. AG in the Renewable Energies Segment are classified as held for sale in accordance with IFRS 5 as at 31 December 2024. They are therefore no longer included in the financial liabilities shown. For further explanations, please refer to Note C.10.

As part of securing liquidity in 2024, the BayWa Group received bridge financing from banks, which amounted to a nominal €891.0 million as at 31 December 2024. €527.0 million of this overall facility had been utilised as at 31 December 2024. BayWa AG, BayWa r.e. AG, BayWa Agrarhandel GmbH and individual companies of the Cefetra Group subgroup have utilised this financing. The bridge financing was granted for the first time in August, with more in October. These arrangements initially had a term until the end of September and the end of December 2024, respectively, before the aforementioned volume was incorporated into the standstill agreement in the second half of December. These bridge financing arrangements were included in a financing package in June 2025, the term of which extends beyond the restructuring period up to and including 2028. As at the reporting date, the end of the standstill agreement is decisive for the short-term classification of bridge financing. For further information in connection with the restructuring report, please refer to the “Remarks on the situation regarding the reorganisation of the BayWa Group” at the beginning of these Notes to the consolidated financial statements.

In addition to the bridge financing, the BayWa Group continues to finance itself through syndicated financing, promissory notes and commercial paper, as well as through overdraft facilities, short-term loans and project financing. Due to changes in the contractual terms underlying the standstill agreements, all financial liabilities affected were analysed for modification at the time of the agreement. As a result of this analysis, it was determined that the modification was non-substantial. An adjustment to the carrying amount was not necessary because the contractual cash flows were not modified or were modified without any material effect. In addition to costs and fees that were payable to creditors as compensation for the modification of the cash flows of the financial liabilities concerned (e.g. standstill fee, restructuring fee, lock-up fee, participation fee), costs and fees were also incurred that are to be classified as additional and directly attributable costs for amending the contractual terms of the financial liabilities concerned (e.g. legal costs for drafting the standstill agreements). These costs and fees are to be spread over the modified residual term of the financial liabilities concerned. As the aforementioned fees were essentially already to be distributed in the past 2024 financial year, they were recognised in full in the 2024 financial year, taking materiality into account. The total cost of the acquisition amounted to €92.9 million as at the reporting date. Obligations not yet due to creditors from the aforementioned costs and fees amount to €66.4 million and are recognised under current financial liabilities.

The BayWa Group took out a sustainable syndicated loan with a total volume of €1.7 billion in September 2021, which was increased to €2.0 billion in 2022. This credit line was extended by one year in the 2023 financial year and now runs until September 2025. The remaining term of the syndicated financing is therefore short-term as at 31 December 2024.

The capital market issues relate to promissory note loans placed by BayWa AG in 2015, 2018, 2021, 2022 and 2023. The promissory note loans recognised under 2024 in the amount of €92.5 million are originally promissory note loans from 2014 with a ten-year term that would have been due for repayment in October 2024. As these promissory note loans are part of the standstill agreement, the repayment date has been extended until the end of the standstill period. The book value of the bonded loans issued was €834.8 million as at 31 December 2024. Of these, bonded loans totalling €549.5 million have a residual term of at least one year. These capital market issues serve to diversify the Group's financing; promissory note loans are reported under liabilities due to banks.

The corporate bond issued in June 2019 (listed on the Luxembourg Stock Exchange, ISIN XS2002496409, denomination €1,000) was repaid on time on 26 June 2024.

2024	Nominal loan amount in € million	Maturity	Interest
Bonded loan 8 months fixed	73.0	30/06/2025	3.63 %
Bonded loan 8 months fixed	15.5	30/06/2025	5.54 %
Bonded loan 8 months fixed	3.5	30/06/2025	2.63 %

2023	Nominal loan amount in € million	Maturity	Interest
Bonded loan 3-year fixed	23.0	23/11/2026	4.85 %
Bonded loan 3-year fixed	3.0	23/11/2026	4.85 %
Bonded loan 3-year variable	12.5	23/11/2026	6-month Euribor plus 1,60 %
Bonded loan 5-year fixed	13.5	21/11/2028	4.87 %
Bonded loan 5-year fixed	20.0	21/11/2028	4.87 %
Bonded loan 5-year variable	25.0	06/10/2028	6-month Euribor plus 1,60 %
Bonded loan 5-year variable	1.5	21/11/2028	6-month Euribor plus 1,80 %
Bonded loan 7-year fixed	11.5	22/11/2030	5.04 %
Bonded loan 7-year fixed	0.5	22/11/2030	5.04 %
Bonded loan 7-year variable	16.0	22/11/2030	6-month Euribor plus 2,00 %
Bonded loan 10-year fixed	10.0	10/02/2033	4.81 %
Bonded loan 10-year fixed	1.0	10/02/2033	4.81 %
Bonded loan 10-year fixed	13.0	22/11/2033	5.27 %
Bonded loan 10-year fixed	3.0	22/11/2033	5.27 %

2022	Nominal loan amount in € million	Maturity	Interest
Bonded loan 3-year fixed	75.0	13/10/2025	4.19 %
Bonded loan 3-year variable	35.0	13/10/2025	6-month Euribor plus 1,30 %
Bonded loan 5-year fixed	7.5	11/10/2027	4.46 %
Bonded loan 5-year variable	3.0	11/10/2027	6-month Euribor plus 1,50 %
Bonded loan 7-year fixed	14.5	11/10/2029	4.70 %
Bonded loan 7-year variable	11.0	11/10/2029	6-month Euribor plus 1,70 %
Bonded loan 10-year fixed	6.5	11/10/2032	4.96 %

2021	Nominal loan amount in € million	Maturity	Interest
Bonded loan 5-year fixed	84.0	21/12/2026	0.95 %
Bonded loan 5-year variable	78.0	21/12/2026	6-month Euribor plus 0,95 %
Bonded loan 7-year fixed	88.0	21/12/2028	1.15 %
Bonded loan 7-year variable	56.5	21/12/2028	6-month Euribor plus 1,15 %
Bonded loan 10-year fixed	43.5	22/12/2031	1.459 %

2018	Nominal loan amount in € million	Maturity	Interest
Bonded loan 7-year fixed	3.0	21/07/2025	1.536 %
Bonded loan 7-year variable	14.5	21/07/2025	6-month Euribor plus 1,00 %
Bonded loan 7-year fixed	19.0	12/12/2025	1.61 %
Bonded loan 7-year variable	3.0	12/12/2025	6-month Euribor plus 0,95 %
Bonded loan 10-year fixed	2.5	12/12/2028	2.10 %

2015	Nominal loan amount in € million	Maturity	Interest
Bonded loan 10-year fixed	41.5	09/11/2025	2.32 %

The BayWa Group's current liabilities to banks amounted to €1,803.5 million at the end of the financial year (previous year: €782.7 million). The difference of €1,562 million (previous year: €470.2 million) relates to the short-term portion of non-current liabilities due to banks. The majority of these current liabilities to banks are part of the standstill agreement. The average effective interest rate on short-term loans was 5.71% (previous year: 4.43%) per year at the end of the reporting period.

Of the multicurrency commercial paper programme concluded by BayWa AG with a total volume of €1,000.0 million (previous year: €1,000.0 million), there were €202.5 million (previous year: €632.4 million) in commercial papers with an average weighted residual term of 232 days (previous year: 48 days) and an average weighted effective interest rate of 4.46% (previous year: 4.79%) at the end of the reporting period. The increase in the weighted average remaining term is due to commercial paper that was concluded in the 2024 financial year with significantly longer maturities. In addition, further commercial paper was concluded with an originally short-term maturity, the repayment of which was contractually suspended as part of the standstill agreement. The commercial paper will be transferred to a follow-up financing arrangement.

Of the liabilities due to banks, €334.2 million at Group level (previous year: €32.2 million) have been secured by a charge over property. In the 2024 financial year, it became necessary to enter land charges in the course of preparing the reorganisation and restructuring report. Land charges totalling €329 million were registered for BayWa AG properties. The fair value is presented in Note C.21.

The fair value of short-term debt does not diverge materially from the book values. For long-term debt, the fair value is determined using the discounted cash flow method.

As at 31 December 2024, the total value of non-current liabilities to banks amounted to €1,171.2 million. Under some of these financing agreements, the BayWa Group is obliged to comply with certain covenants. This mainly relates to companies in the Renewable Energies Segment, the Cefetra Group Segment and the Global Produce Segment with a focus on the T&G Global group of companies. The total liabilities associated with covenants to be fulfilled in 2025 amount to €454.8 million and mainly relate to companies in the IPP business division in the Renewable Energies Segment.

As RWA AG and its subsidiaries are classified as held for sale in accordance with IFRS 5 as at 31 December 2024, this section does not go into more detail on the covenants existing there. For further explanations, please refer to Note C.10.

There is an obligation to comply with these covenants at various, individually defined times. The relevant key figures are continuously monitored in order to identify potential risks at an early stage. In the past, waivers were negotiated with the lenders or another option for continuing the loan was agreed if the covenants were not met. The BayWa Group will continue to endeavour to conclude waivers with lenders in the future. However, a corresponding agreement must be reached with them.

The following table provides an overview of the loan agreements with covenants for which, as at the reporting date of 31 December 2024, there were no facts and circumstances that indicate that there were difficulties in meeting the covenants in 2024 or could be in the current 2025 financial year:

Company	Loan amount 31/12/2024 in € million	Ancillary condition	Frequency of the review	Reporting date calculation
BayWa R.E. Development Portfolio I LLC	80.9	▪ Loan-to-value ratio below 60% ▪ Equity ratio of at least 20%	Quarterly	31/12/2024
Clos Neuf Energies SAS	17.2	▪ Debt service coverage ratio at least 1.05	Annually	31/12/2024
Fern Solar Class B LLC	26.6	▪ Debt service coverage ratio at least 1.2	Quarterly	31/12/2024
Fontenet Energies SAS	7.4	▪ Debt service coverage ratio at least 1.05	Annually	31/12/2024
SDK Power Sdn. Bhd.	7.1	▪ Debt service coverage ratio at least 1.25 ▪ Debt-to-equity ratio at least 60:40	Annually	31/12/2024
SPV Solarpark 103. GmbH & Co. KG	4.1	▪ Debt service coverage ratio at least 1.05 ▪ Loan term coverage ratio at least 1.05	Annually	31/12/2024
SPV Solarpark 105. GmbH & Co. KG	8.7	▪ Debt service coverage ratio at least 1.05 ▪ Loan term coverage ratio at least 1.05	Annually	31/12/2024
SPV Solarpark 118. GmbH & Co. KG	10.9	▪ Debt service coverage ratio at least 1.05 ▪ Loan term coverage ratio at least 1.05	Annually	31/12/2024
Strauss Class B Holdings LLC	42.6	▪ Debt service coverage ratio at least 1.2	Quarterly	31/12/2024
Sud Energy S.r.l.	18.3	▪ Debt service coverage ratio at least 1.05 ▪ Loan term coverage ratio at least 1.05	Semi-annually	31/12/2024
Windpark Wilhelmshöhe III GmbH & Co. KG	20.5	▪ Debt service coverage ratio at least 1.05	Annually	31/12/2024
Cefetra B.V. and subsidiaries	43.2	▪ Maximum borrower debt of €720 million ▪ Net assets of the borrower at least €120 million ▪ Liquidity ratio 3 at least 1.15	Quarterly	31/12/2024
T&G Global Limited	105.5	▪ Coverage ratio “Inventories and receivables to liabilities” at least 1.50	Monthly	31/12/2024
		▪ Tangible fixed assets of the guaranteeing T&G Global companies at least 90% of the tangible fixed assets of the T&G Global group of companies ▪ Contingent liabilities maximum 6% of tangible fixed assets ▪ Maximum debt ratio a. 31/03/2025: 4.0 b. 30/06/2025: 4.5 c. 30/09/2025: 4.25 d. 31/12/2025 or later: 4.0 ▪ Coverage ratio “Inventories and receivables to liabilities” at least 1.50 ▪ Interest coverage ratio at least 2.25	Quarterly	31/12/2024

In the following cases, the calculations have not yet been finalised or are being clarified and there is therefore a potential risk that these covenants will not be met:

Company	Loan amount 31/12/2024 in € million	Covenant	Frequency of the review	Reporting date calculation
Windpark Wilhelmshöhe II GmbH & Co. KG [1]	26.9	▪ Debt service coverage ratio at least 1.05	Annually	31/12/2024

1 As it is still unclear whether a covenant has been breached, the loan liability continues to be recognised under non-current liabilities.

The covenants that were not met as at the reporting dates of 30 September 2024 and 31 December 2024 are listed below. The listed covenants of T&G Global Limited and the Cefetra companies are additional covenants from the above-mentioned loan agreements. BayWa AG acts as guarantor in both loan agreements. Due to the current situation at BayWa AG, the covenants mentioned below were breached as at the reporting dates. These covenants are not calculated until BayWa AG has published its key financial figures.

In the case of the Aludra Energies SARL loan, a capital increase by the shareholder and the subsequent agreement of a waiver with the bank are currently in progress. The loan amount of €0.5 million was reclassified from non-current liabilities to banks to current liabilities to banks.

A partial repayment of €1.9 million was made for the loan amount of Watt Development SPV2 S.L.U. and a waiver was signed with the bank for the remaining loan amount. The bank waived its right to demand immediate repayment of the loan. The loan amount of €19.3 million was classified as current as at the balance sheet date.

Zonnepark Friesland B.V., Zonnepark Albrandswaard B.V. and Zonnepark XXL B.V. were still in discussions with the banks at the time that the consolidated financial statements were prepared. No waiver has yet been signed or any other agreement reached. The banks have not yet called in the loan amount early. The loan amount totalling €15.0 million was reclassified from non-current to current liabilities to banks as at 31 December 2024.

The loan amount of Cefetra B.V. and its subsidiaries was already recognised in full in financial liabilities with a remaining term of up to one year as at the balance sheet date. The loan amount was not called in early by the lenders.

In November 2024, T&G Global Limited negotiated a waiver with its lenders with an original term until 31 March 2025. Due to the ongoing strained situation at BayWa AG, no agreement could be reached on a transition to a fully collateralised bank facility. The waiver was subsequently extended until 30 April 2025, and again until 30 June 2025. The loan was not called in early by the lenders. However, as at 31 December 2024, the non-current portion of the loan from T&G Global Limited in the amount of €97.1 million was reclassified to current liabilities to banks. The remaining portion of €8.4 million was already classified as current.

Company	Loan amount 31/12/2024 in € million	Covenant	Frequency of the review	Reporting date calculation
Aludra Energies SARL	0,5	▪ Debt service coverage ratio at least 1.1 ▪ Equity ratio of at least 21.9%	Annually	31/12/2024
Watt Development SPV 2 S.L.U.	19.3	▪ Debt service coverage ratio at least 1.1 ▪ Loan term coverage ratio at least 1.15	Annually	31/12/2024
Zonnepark Friesland B.V.	11.2	▪ Debt service coverage ratio at least 1.05	Annually	31/12/2024
Zonnepark Albrandswaard B.V.	2.3	▪ Debt service coverage ratio at least 1.05	Annually	31/12/2024
Zonnepark XXL B.V.	1.5	▪ EBITDA at least €0.65 million	Annually	31/12/2024
Cefetra B.V. and subsidiaries	43.2	▪ Net assets of BayWa AG at least €850 million	Quarterly	31/12/2024
T&G Global Limited	105.5	▪ Net assets of BayWa AG at least €800 million	Quarterly	31/12/2024

As part of the syndicated loan, BayWa AG is obliged to fulfil the following covenants at the end of each quarter:
- the interest coverage ratio must be at least 3.0 and
- the equity ratio must be at least 15.0%.

In addition, BayWa AG must report net debt coverage to its lenders every quarter as part of the syndicated loan. All three key figures are transmitted to the lenders as part of a certificate of compliance.

As the rising interest rate level had already had a negative impact on BayWa AG's situation in March 2024, the suspension of the calculation of the interest coverage ratio for the reporting dates of 31 March 2024, 30 June 2024 and 30 September 2024 was agreed with the lenders in April 2024. At the same time, the interest coverage ratio was set at a minimum of 2.0 for the reporting dates of 31 December 2024 and later.

In addition, BayWa AG is obliged to maintain an equity ratio of at least 15.0% in connection with the bridge financing.

As part of the standstill agreement, it was decided to suspend the certificate of compliance for both the syndicated loan and the bridge financing. This means that the key figures no longer have to be reported to the lenders. However, the agreement only covers information to the lenders. The calculation of and compliance with the interest coverage ratio and the equity ratio must continue to be guaranteed on every reporting date. However, if the limits of these two ratios are not met, there will be no consequences for BayWa AG, as the lenders are obliged under the standstill agreement to refrain from issuing termination notices.

C.15 Lease liabilities

The liabilities-side net present values of future lease payments are carried under lease liabilities.

In € million 2024	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Lease liabilities	91.5	278.1	637.3	1,006.9

In € million 2023	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Lease liabilities	90.8	272.2	700.1	1,063.1

C.16 Trade payables and liabilities from inter-group business relationships

Liabilities due to affiliated companies and companies in which a participating interest is held primarily comprise trade payables. Overall, trade payables had the following residual terms:

In € million 2024	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Trade payables	1,065.2	0.1	0.0	1,065.3
Liabilities due to affiliated companies	16.3	0.0	0.0	16.3
Liabilities due to companies in which a participating interest is held	28.2	0.0	0.0	28.2
	1,109.7	**0.1**	**0.0**	**1,109.7**

In € million 2023	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Trade payables	1,511.4	4.0	0.0	1,515.4
Liabilities due to affiliated companies	11.2	0.0	0.0	11.2
Liabilities due to companies in which a participating interest is held	60.4	0.0	0.0	60.4
	1,583.0	**4.0**	**0.0**	**1,587.0**

RWA AG, Korneuburg, Austria, and its subsidiaries, WHG, and individual subsidiaries of BayWa r.e. AG are classified as held for sale in accordance with IFRS 5 as at 31 December 2024 and are therefore no longer reported under trade payables and intercompany liabilities. For further explanations, please refer to Note C.10.

C.17 Income tax liabilities

Income tax liabilities according to residual terms break down as follows:

In € million 2024	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Income tax liabilities	52.9	0.3	0.0	53.2
	52.9	**0.3**	**0.0**	**53.2**

In € million 2023	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Income tax liabilities	100.0	0.2	0.0	100.2
	100.0	**0.2**	**0.0**	**100.2**

C.18 Liabilities from derivatives

The fair values of liabilities from derivatives are classified according to the fair value hierarchy as follows, using the procedure described in Note A.3 under “Assets and liabilities from derivatives”:

	Fair values			
In € million 31/12/2024	level 1	level 2	level 3	total
Liabilities from derivatives				
Commodity futures	85.5	102.9	34.1	222.5
FX hedges	8.9	60.5	0.0	69.3
Interest rate hedges	0.9	2.3	0.0	3.2
	95.3	**165.6**	**34.1**	**295.1**

In € million 31/12/2023	Fair values level 1	 level 2	 level 3	 total
Liabilities from derivatives				
Commodity futures	85.0	124.0	37.4	246.4
FX hedges	11.0	18.5	0.0	29.5
Interest rate hedges	0.1	3.4	0.0	3.5
	96.1	**146.0**	**37.4**	**279.5**

Please refer to Note C.21 for the presentation of the hierarchy of financial liabilities measured at fair value.

A total of €235.4 million of the disclosed liabilities from derivatives had a residual term of a maximum of one year (previous year: €222.8 million). The residual term for liabilities from derivatives of €23.5 million (previous year: €37.5 million) was between one and a maximum of five years, whereas liabilities from derivatives of €36.2 million (previous year: €19.2 million) had residual terms of over five years.

In the 2023 financial year, the requirements of IAS 32.42 et seq. for offsetting financial assets and financial liabilities were met (see C.9 Assets from derivatives). In the Renewable Energies segment – based on a gross amount before offsetting of €193.1 million (previous year: €276.6 million) – financial liabilities totalling €146.3 million (previous year: €188.1 million) were offset in accordance with IAS 32. After this netting, the net amount of financial liabilities in the Renewable Energies Segment totalled €46.8 million (previous year: €88.5 million). Please refer to "Derivative financial instruments and hedge accounting" in Note C.21 for the netting potential for currency hedging transactions based on global netting agreements.

Despite the netting, the BayWa Group's liabilities from derivatives increased in the 2024 financial year. The main drivers for this were both the increase in open contracts and higher prices in energy and grain trading in the Renewable Energies, Cefetra Group and Agri Trade & Service Segments.

C.19 Other liabilities

The table below shows a breakdown of other liabilities:

In € million 2024	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Other current/non-current financial liabilities				
Liabilities from reverse-factoring-agreements	68.7	0.0	0.0	68.7
Miscellaneous other current/non-current financial liabilities	406.0	25.3	0.0	431.3
	474.8	**25.3**	**0.0**	**500.0**
Other current/non-current non-financial liabilities				
Social security	6.3	0.0	0.0	6.3
Subsidies received	4.9	11.9	87.3	104.2
Liabilities from other taxes	75.0	0.3	0.0	75.4
Miscellaneous other liabilities including accruals	458.7	26.8	47.3	532.8
	545.0	**39.1**	**134.6**	**718.7**
Other liabilities	**1,019.8**	**64.3**	**134.6**	**1,218.7**

In € million 2023	Residual term of up to one year	Residual term of between one and five years	Residual term of over five years	Total
Other current/non-current financial liabilities				
Liabilities from reverse-factoring-agreements	48.0	0.0	0.0	48.0
Miscellaneous other current/non-current financial liabilities	187.4	30.0	0.1	217.5
	235.4	**30.0**	**0.1**	**265.4**
Other current/non-current non-financial liabilities				
Social security	9.9	0.0	0.0	9.9
Subsidies received	6.4	91.4	11.1	108.9
Liabilities from other taxes	147.7	0.1	0.0	147.8
Miscellaneous other liabilities including accruals	498.2	30.0	49.9	578.1
	662.0	**121.5**	**61.0**	**844.5**
Other liabilities	**897.4**	**151.5**	**61.1**	**1,109.9**

The fair values of the items disclosed do not diverge materially from the book values disclosed.

The reverse factoring agreements existing within the BayWa Group mainly relate to the assignment of trade payables to financing partners arranged by a service provider. They are characterised by the fact that the financing partner offers to pay invoice amounts owed by the BayWa Group to its suppliers. At the same time, the BayWa Group agrees to make payments to the financial service provider(s) at the same time or at a later date in accordance with the terms of the agreements. Under such agreements, the BayWa Group is able to extend payment terms. Depending on the arrangement, it may also be possible for the BayWa Group's supplier to receive payments earlier than the due date of the corresponding invoice. Trade payables to the financing partner are settled at a later date (up to 60 days later) by the BayWa Group. The supplier's original terms of payment remain unchanged by the reverse factoring agreement. The BayWa Group's suppliers are not included in the reverse factoring agreement. With regard to the range of payment terms, there are therefore no differences to comparable trade payables that are not part of reverse factoring agreements. The carrying amount of liabilities from reverse factoring agreements totalling €68.7 million (previous year: €48.0 million) is reported under other financial liabilities. This carrying amount corresponds to the payments that the suppliers have already received from the financing partner. In the past financial year, there were no business combinations or exchange rate differences that would affect the liabilities from reverse factoring agreements. The BayWa Group plans to reduce the utilised lines by the end of the first quarter of 2025. The payments made by the financial services provider to the supplier are recognised in cash flow from operating activities. Proceeds from and repayments to financial service providers are recognised as gross amounts in cash flow from financing activities. The BayWa Group does not consider itself to be exposed to any significant financing risk due to the reverse factoring agreements, as the scope of liabilities subject to reverse factoring agreements is limited.

The €213.8 million increase in other financial liabilities to €431.3 million (previous year: €217.5 million) is primarily due to shareholder loans that were made available to the BayWa Group as part of the reorganisation and restructuring process. BayWa AG received €85.0 million from its shareholders Bayerische Raiffeisen-Beteiligungs-AG, Beilngries, Germany, and €40.0 million from Raiffeisen Agrar Invest AG, Korneuburg, Austria. BayWa r.e. AG was provided with a total of €58.0 million by Energy Infrastructure Partners (EIP). All shareholder loans have a short term. At the end of the 2024 financial year, the asset-backed securitisation (ABS) measure was on a par with the previous year at €128.2 million (previous year: €131.9 million).

The grants received totalling €104.2 million (previous year: €108.9) relate primarily to a government grant to Strauss Tax Equity Partnership LLC, Irvine, USA. The introduction of the Inflation Reduction Act (IRA) in the US means that investment tax credits (ITCs) can be transferred or sold under certain conditions. In the BayWa Group, government grants are recognised in the balance sheet in line with IAS 20 Accounting for Government Grants and Disclosure of Government Assistance by recognising deferred income. This resulted in liabilities totalling €101.8 million (previous year: €89.7 million).

The other liabilities including accruals in the amount of €532.8 million (previous year: €578.1 million) include, in particular, contract liabilities from period-related revenue recognition, liabilities to contractors and other liabilities, as well as deferred income liabilities.

The reversal of received public subsidies amounted to €4.4 million in the financial year (previous year: €1.2 million). This amount is recognised under other operating income.

RWA AG, Korneuburg, Austria, and its subsidiaries, WHG, and individual subsidiaries of BayWa r.e. AG are classified as held for sale in accordance with IFRS 5 as at 31 December 2024 and are therefore no longer reported under other liabilities. For further explanations, please refer to Note C.10.

C.20 Contingent liabilities

In € million	**2024**	2023
Guarantees	57.1	55.4
thereof: to affiliated companies	0.0	0.0
thereof: to associates	32.6	23.9
Warranties	16.3	17.8
thereof: to affiliated companies	0.0	0.0
thereof: to associates	5.0	7.3
Collateral for liabilities of third parties	108.8	130.2
thereof: to affiliated companies	0.0	0.0
thereof: to associates	108.8	120.4
Other financial obligations	11.4	23.6
thereof: from buyback obligations	2.1	14.2
thereof: from amounts guaranteed for interests in cooperative companies	9.3	9.4

The BayWa Group has contingent liabilities totalling €108.8 million (previous year: €120.4 million) that predominantly relate to collateral for liabilities of third parties issued by RWA AG. These contingent liabilities serve to secure loans of the investee AUSTRIA JUICE, Allhartsberg, Austria, and its subsidiaries. The decline is due to the lower utilisation compared to the previous year.

BayWa AG has issued a guarantee to BHBW Holdings (Pty) Ltd, Lynnwood Manor, South Africa, to collateralise loans amounting to around €22.4 million (previous year: €12.4 million) with Standard Bank of South Africa. The guarantee has been in place since 2017 and was renewed in the 2023 financial year. In addition, BHBW Holdings (Pty) Ltd. was granted a guarantee in the amount of €5.0 million (previous year: €5.0 million), which serves to secure payment obligations to a supplier.

Other financial obligations relate in particular to the Agricultural Equipment Segment and, in particular, to the Group units under the CLAAS brand, in addition to guarantees for shares in cooperative companies, especially in Austria.

For reasons of materiality, the information required under IAS 37.86 and IAS 37.89 has not been disclosed for the other contingent liabilities. The contingent liabilities to subsidiaries that are presented in the table relate to companies that are not included in BayWa's consolidated financial statements.

There are contractual obligations (purchase commitments) of €18.7 million for the purchase of property, plant and equipment (real estate, vehicles) (previous year: €16.6 million) and of €905.4 million for the purchase of inventories (previous year: €1,541.5 million). The latter relate in particular to the Agricultural Equipment Segment.

C.21 Financial instruments

Book and fair values of financial instruments

The table on the following page shows the book values of the corresponding balance sheet items and their IFRS 9 categories – “measurement at amortised cost”, “measurement at fair value through profit or loss” and “measurement at fair value through other comprehensive income”. These book values are shown against fair values for the purpose of comparison at the end of the table. The fair value of a financial instrument is the price that would be received for the sale of a financial asset or paid for the transfer of a financial liability between market participants in an arm’s length transaction at the end of the measurement period. For current assets and liabilities, the book value represents an appropriate approximation of the fair value.

The book value is sometimes the best estimate of the fair value, particularly in the case of shares in affiliated companies and Group companies, and is therefore a reasonable approximation of it. Interests in non-consolidated affiliated companies and participations in other companies – interests in associates that are not included under the equity method – are disclosed in the “Not a financial instrument” column.

Differences between the book value and the fair value of non-current financial liabilities, particularly long-term debt, may occur due to longer residual terms in some cases. The discounted cash flow method, in consideration of a company-specific borrowing rate at matching maturities, is used to determine the fair value if no market prices are available.

The measurement of commodity futures is based on the market or stock market value for comparable transactions at the end of the reporting period. The derivatives designated as hedging instruments for cash flow hedge accounting are reported in the following table in the “No category” column.

Only financial instruments that constitute a financial instrument within the meaning of IFRS 9 are shown in the following tables for subsequent measurement in accordance with the measurement categories of IFRS 9. Receivables and liabilities from leases are not subject to any IFRS 9 measurement category. Lease liabilities are therefore no longer shown in the table. Receivables from leases are part of the balance sheet item “Other receivables and other financial assets” and continue to be part of the carrying amount/fair value table for the purpose of reconciliation.

RWA AG and its subsidiaries, WHG, and individual companies in the Renewable Energies Segment are classified as held for sale in accordance with IFRS 5 as at 31 December 2024 and are therefore no longer reported under financial assets and liabilities. For further explanations, please refer to Note C.10.

In € million as at 31/12/2024	Book value 31/12/2024	Subsequent measurement in accordance with IFRS 9 measurement categories 1					Not a FI	Fair value 31/12/2024
		AC	FVTPL	FVTPL (option)	FVTOCI (option)	No category		
Non-current financial assets								
Investments[2]	92.9	31.6	0.3	0.0	0.1	0.0	60.9	92.9
Assets from derivatives	16.4	0.0	14.5	1.9	0.0	0.0	0.0	16.4
Derivatives designated as hedging instruments for cash flow hedge accounting (assets)	18.6	0.0	0.0	0.0	0.0	18.6	0.0	18.6
Other receivables and other assets Trade receivables	15.3	15.3	0.0	0.0	0.0	0.0	0.0	15.3
Other receivables and other financial assets	24.9	17.3	0.0	0.0	0.0	0.0	7.6	24.9
Current financial assets								
Securities	0.1	0.0	0.1	0.0	0.0	0.0	0.0	0.1
Assets from derivatives	178.1	0.0	146.3	31.8	0.0	0.0	0.0	178.1
Derivatives designated as hedging instruments for cash flow hedge accounting (assets)	11.9	0.0	0.0	0.0	0.0	11.9	0.0	11.9
Other receivables and other assets Trade receivables and inter-Group business relationships	1,114.6	1,114.6	0.0	0.0	0.0	0.0	0.0	1,114.6
Other receivables and other financial assets	421.9	209.5	0.0	0.0	0.0	0.0	212.4	421.9
Cash and cash equivalents	354.6	354.6	0.0	0.0	0.0	0.0	0.0	354.6
Non-current financial liabilities								
Long-term debt	1,136.4	1,136.4	0.0	0.0	0.0	0.0	0.0	1,000.2
Trade payables and liabilities from inter-Group business relationships	0.1	0.1	0.0	0.0	0.0	0.0	0.0	0.1
Liabilities from derivatives	17.3	0.0	15.9	1.4	0.0	0.0	0.0	17.3
Derivatives designated as hedging instruments for cash flow hedge accounting (liabilities)	42.4	0.0	0.0	0.0	0.0	42.4	0.0	42.4
Other financial liabilities	25.3	10.7	0.0	0.0	0.0	0.0	14.6	25.3
Current financial liabilities								
Short-term debt	3,568.5	3,568.5	0.0	0.0	0.0	0.0	0.0	3,568.5
Trade payables and liabilities from inter-Group business relationships	1,109.7	1,109.7	0.0	0.0	0.0	0.0	0.0	1,109.7
Liabilities from derivatives	207.8	0.0	175.1	32.7	0.0	0.0	0.0	207.8
Derivatives designated as hedging instruments for cash flow hedge accounting (liabilities)	26.9	0.0	0.0	0.0	0.0	26.9	0.0	26.9
Derivatives designated as hedging instruments for fair value hedge accounting (liabilities)	0.6	0.0	0.6	0.0	0.0	0.0	0.0	0.6
Other financial liabilities[3]	474.8	458.4	0.0	0.0	0.0	0.0	16.4	474.8
Other non-financial liabilities[3]	545.0	231.1	0.0	0.0	0.0	0.0	313.9	545.0
IFRS 9 categories								
Financial assets attributed to the AC category	1,742.9							
Financial assets attirbuted to the FVTPL category	161.3							
Financial assets attributed to the FVTPL (option) category	33.6							
Financial assets attributed to the FVTOCI (option) category	0.1							
Other financial liabilities attributed to the AC category	6,514.8							
Other financial liabilities attributed to the FVTPL category	191.6							
Other financial liabilities attributed to the FVTPL (option) category	34.1							

1 AC: at amortised cost; FVTOCI: at fair value through other comprehensive income; FVTPL: at fair value through profit or loss.
2 Investments also include interests in non-consolidated affiliated companies and in other Group companies. As they are not financial instruments within the meaning of IFRS 9, they are disclosed in the “Not a financial instrument” column.

The following table shows the book and fair values of financial instruments for the comparative period:

		Subsequent measurement in accordance with IFRS 9 measurement categories [1]						
In € million as at 31/12/2023	Book value 31/12/2023	AC	FVTPL	FVTPL (option)	FVTOCI (option)	No category	Not a FI	Fair value 31/12/2023
Non-current financial assets								
Investments[2]	248.4	65.3	23.5	0.0	73.6	0.0	86.0	248.4
Assets from derivatives	30.1	0.0	30.0	0.1	0.0	0.0	0.0	30.1
Derivatives designated as hedging instruments for cash flow hedge accounting (assets)	30.9	0.0	0.0	0.0	0.0	30.9	0.0	30.9
Other receivables and other assets Trade receivables	15.7	15.7	0.0	0.0	0.0	0.0	0.0	15.7
Other receivables and other financial assets[3]	80.0	18.0	0.0	0.0	0.0	0.0	62.0	80.0
Current financial assets								
Securities	1.0	0.0	1.0	0.0	0.0	0.0	0.0	1.0
Assets from derivatives	253.3	0.0	247.0	6.3	0.0	0.0	0.0	253.3
Derivatives designated as hedging instruments for cash flow hedge accounting (assets)	30.6	0.0	0.0	0.0	0.0	30.6	0.0	30.6
Derivatives designated as hedging instruments for fair value hedge accounting (assets)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other receivables and other assets Trade receivables and inter-Group business relationships	1,664.9	1,664.9	0.0	0.0	0.0	0.0	0.0	1,664.9
Other receivables and other financial assets[3]	539.9	345.0	0.0	0.0	0.0	0.0	194.9	539.9
Cash and cash equivalents	233.3	233.3	0.0	0.0	0.0	0.0	0.0	233.3
Non-current financial liabilities								
Long-term debt	3,030.8	3,030.8	0.0	0.0	0.0	0.0	0.0	2,941.7
Trade payables and liabilities from inter-Group business relationships	4.0	4.0	0.0	0.0	0.0	0.0	0.0	4.0
Liabilities from derivatives	34.6	0.0	34.5	0.1	0.0	0.0	0.0	34.6
Derivatives designated as hedging instruments for cash flow hedge accounting (liabilities)	22.1	0.0	0.0	0.0	0.0	22.1	0.0	22.1
Other financial liabilities	30.0	13.1	0.0	0.0	0.0	0.0	16.9	30.0
Current financial liabilities								
Short-term debt	2,393.2	2,393.2	0.0	0.0	0.0	0.0	0.0	2,393.2
Trade payables and liabilities from inter-Group business relationships	1,583.0	1,583.0	0.0	0.0	0.0	0.0	0.0	1,583.0
Liabilities from derivatives	206.7	0.0	169.4	37.3	0.0	0.0	0.0	206.7
Derivatives designated as hedging instruments for cash flow hedge accounting (liabilities)	13.6	0.0	0.0	0.0	0.0	13.6	0.0	13.6
Derivatives designated as hedging instruments for fair value hedge accounting (liabilities)	0.1	0.0	0.1		0.0	0.0	0.0	0.1
Other financial liabilities	235.4	214.6	0.0	0.0	0.0	0.0	20.8	235.4
Other non-financial liabilities[3]	759.8	330.1	0.0	0.0	0.0	0.0	429.7	759.8
IFRS 9 categories								
Financial assets attributed to the AC category	2,342.3							
Financial assets attirbuted to the FVTPL category	302.9							
Financial assets attributed to the FVTOCI (option) category	73.7							
Other current/non-current financial liabilities attributed to the AC category	7,486.7							
Other current/non-current financial liabilities attributed to the FVTPL category	206.4							

1 AC: at amortised cost; FVTOCI: at fair value through other comprehensive income; FVTPL: at fair value through profit or loss.

2 Investments also include interests in non-consolidated affiliated companies and in other Group companies. As they are not financial instruments within the meaning of IFRS 9, they are disclosed in the “Not a financial instrument” column.

3 The item “Other receivables and other financial assets” includes receivables from leases. These were retrospectively allocated to the “no FI” column, as they are not allocated to any IFRS 9 measurement category.

Hierarchy of financial assets and liabilities measured at fair value

In order to take account of the material factors which form part of the measurement of financial assets and liabilities at fair value or reported at fair value, the financial assets and liabilities of the BayWa Group, each of which were measured at fair value, have been divided up into a hierarchy of three levels.

The fair value hierarchy levels and their application to the assets and liabilities are described below:

- **Level 1:** Prices are identical to those quoted in active markets for identical assets or liabilities.
- **Level 2:** Input factors which are not synonymous with the prices assumed at level 1 but which can be observed either directly (i.e. as prices) or indirectly (i.e. derived from prices) for the respective asset or liability.
- **Level 3:** Factors not based on observable market data for the measurement of the asset or a liability (non-observable input factors).

If the measurement parameters fall into different levels of the measurement hierarchy, the measurement is classified at fair value at the lowest level to which an input parameter with a significant effect on the fair value is attributable. No considerable reclassifications were conducted among the various levels both in the 2024 financial year and in the previous year.

Derivative financial instruments are used at the BayWa Group to hedge currency risks, interest rate risks and commodity futures. Commodity futures are also recognised that are scheduled exclusively for trading and are therefore to be classified as financial instruments within the meaning of IFRS 9. These commodity futures are measured at fair value at the end of the reporting period. The measurement of commodity futures is based on the market or stock market value for identical or comparable transactions at the end of the reporting period. Currency hedges are measured at the forward rate of the respective currency with a matching maturity at the end of the reporting period, in consideration of discounting effects. For interest rate hedges, the measurement takes into account relevant basis instruments on the basis of current observable market data and using recognised valuation models, such as the discounted cash flow method.

The fair values of commodity futures for those transactions that are traded directly on the stock market are measured at the respective market price. For those transactions not traded directly on the stock market, the fair value is derived from observable market prices. For the main product groups, the fair value is derived from futures so as to include the temporal components of the commodity futures. For those products for which no futures are traded, the fair value is measured at the latest price information on physical markets. The measurement takes into account market liquidity and is discounted from the fair value.

Specifically, the fair values of grain futures attributable to level 1 are determined by market prices. The fair values of OTC grain contracts are calculated using the discounted cash flow method in consideration of actively quoted futures prices and market interest rates for discounting on the reporting date (level 2).

In the 2024 financial year, both purchase and sales contracts were concluded for which the FVTPL option was exercised. Accounting for these physical PPAs as own-use contracts would lead to an accounting mismatch, as the associated offsetting transactions are recognised at fair value through profit or loss. The contracts are measured using an internal measurement model based on chiefly unobservable input factors using the present value method (level 3). The main valuation parameters here are the expected electricity prices, the expected delivery volumes and the consideration of risk discounts, whereby the unobservable input factors include the basis risk, the market value advantage and the capture rate. Discounts on the basis risk are derived from the profit-at-risk method, which is based on historical market prices. The market value advantage for each system and respective generation type (onshore wind, photovoltaics) is compared against the average value of comparable installed systems in the form of a ratio; the estimated relative excess or shortfall in value compared to the overall market index per generation type from spot management is assessed in the form of a premium or discount. In addition, the expected future value of the generation type is determined based on the latest market data in the form of the capture rate and compared against the expected average market price (base price) in the form of a ratio. The main driver for the expected value of fluctuating generation types is the negative price-load correlation caused by the future expansion pathways of the corresponding technology; the capture rates are calibrating on an ongoing basis in line with the updated expansion pathways and a set of weather and generation scenarios.

The effects on the fair value of a change in the aforementioned unobservable input factors are determined in a sensitivity analysis. A simultaneous change in the basis risk and the market value advantage of plus/minus 1.0% results in a deviating fair value of minus/plus 0.01% (previous year: plus/minus 0.22%). A change in both factors of plus/minus 5.0% results in a change of minus/plus 0.05% (previous year: plus/minus 1.08%) for the German market portfolio. For the Spanish market portfolio, a change of plus/minus 0.48% (previous year: minus/plus 0.39%) results from the change in both factors by plus/minus 1.0%, and a change of plus/minus 2.42% (previous year: minus/plus 1.95%) results from the change in both factors by plus/minus 5.0%. Generally speaking, market price and volatility levels fell on both markets compared to the previous year. The change in sensitivities is mainly due to the lower market values and the associated higher ratio of input factors to fair value. No sensitivity is calculated for the capture rate input factor, as the forecast for the capture rate remains almost constant over the short time frame. This means the basis risk can be identified as the only significant driver of sensitivity, so that no further alternative assumptions are required for the remaining input factors. There is a direct correlation between the basis risk and the market value advantage.

The fair value of the level 3 PPA contracts, for which the FVTPL option is applied, developed as follows:

In € million	Financial assets (Level 3)	Financial liabilities (Level 3)
As at 01/01/2024	**6.4**	**37.4**
Release	- 2.7	- 27.4
Change in fair value recognised in profit or loss	29.9	24.1
As at 31/12/2024	**33.6**	**34.1**
As at 01/01/2023	**0.0**	**69.3**
Release	0.0	- 12.3
Change in fair value recognised in profit or loss	6.4	- 19.6
As at 31/12/2023	**6.4**	**37.4**

The tables below show the financial assets and liabilities measured at fair value assigned to the three levels of the fair value hierarchy:

Hierarchy of financial assets and liabilities measured at fair value

In € million 2024	Level 1	Level 2	Level 3	Total
Financial assets				
Assets from derivatives, including derivatives designated as hedging instruments for cash flow and fair value hedge acocunting (assets)	78.2	113.1	33.6	225.1
Securities	0.3	0.0	0.0	0.3
Securities (OCI option)	0.1	0.0	0.0	0.1
	78.6	**113.1**	**33.6**	**225.5**
Other current/non-current financial liabilities				
Liabilities from derivatives, including derivatives designated as hedging instruments for cash flow and fair value hedge accounting (liabilities)	95.4	165.6	34.1	295.1
	95.4	**165.6**	**34.1**	**295.1**

In € million 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Assets from derivatives, including derivatives designated as hedging instruments for cash flow and fair value hedge acocunting (assets)	116.2	223.8	6.4	346.4
Securities	24.4	0.0	0.0	24.4
Securities (OCI option)	73.6	0.0	0.0	73.6
	214.2	**223.8**	**6.4**	**444.4**
Other current/non-current financial liabilities				
Liabilities from derivatives, including derivatives designated as hedging instruments for cash flow and fair value hedge accounting (liabilities)	96.1	146.0	37.4	279.5
	96.1	**146.0**	**37.4**	**279.5**

RWA AG and its subsidiaries were classified as held for sale in accordance with IFRS 5 as at 31 December 2024 and are therefore no longer reported under financial assets and liabilities. For further explanations, please refer to Section C.10.

The fair value of the long-term debt recognised at cost is to be allocated to level 2 of the fair value hierarchy. Its fair value came to €1,000.2 million as at 31 December 2024 (previous year: €2,941.7 million).

Net gains and losses

The The following table shows net gains/losses from financial instruments (FI) and in other result reported in the income statement income.

In € million 2024	Assets[1]					Shareholders' equity and liabilities[1]					
Category	AC	FVTPL	FVTPL (option)	FVTOCI (option)	No category	AC	FVTPL	FVTPL (option)	FI	No FI	Total
1. Net gain/loss in the financial result											
Equity valuation of participating interests	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**- 45.4**	**- 45.4**
Income from participating interests	0.0	1.8	0.0	0.0	0.0	0.0	0.0	0.0	1.8	0.0	1.8
Expenses from participating interests	0.0	- 44.9	0.0	0.0	0.0	0.0	0.0	0.0	- 44.9	0.0	- 44.9
Result from disposals	0.0	19.5	0.0	0.0	0.0	0.0	0.0	0.0	19.5	15.5	35.1
Result of participating interests	**0.0**	**- 23.5**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**- 23.5**	**15.5**	**- 7.9**
Income from investments	0.2	7.3	0.0	0.0	0.0	0.0	0.0	0.0	7.5	0.0	7.5
Result from disposals	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Result from investments	**0.2**	**7.3**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**7.5**	**0.0**	**7.5**
Interest income	25.1	0.0	0.0	0.0	0.0	0.0	0.0	0.0	25.1	0.5	25.5
Interest income from fair value measurement	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Sum total of interest income	**25.1**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**25.1**	**0.5**	**25.5**
Interest expenses	0.0	0.0	0.0	0.0	0.0	- 448.8	0.0	0.0	- 448.8	- 42.7	- 491.5
Interest portion in personnel provisions	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 19.7	- 19.7
Interest expenses from fair value measurement	0.0	0.0	0.0	0.0	0.0	0.0	- 0.2	0.0	- 0.2	0.0	- 0.2
Sum total of interest expenses	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**- 448.8**	**- 0.2**	**0.0**	**- 449.0**	**- 62.3**	**- 511.4**
Net interest	**25.1**	**0.0**	**0.0**	**0.0**	**0.0**	**- 448.8**	**- 0.2**	**0.0**	**- 423.9**	**- 61.9**	**- 485.8**
Sum total net gain/loss	**25.3**	**- 16.2**	**0.0**	**0.0**	**0.0**	**- 448.8**	**- 0.2**	**0.0**	**- 440.0**	**- 92.6**	**- 532.6**
Financial result											**- 532.6**
2. Net gain/loss in the operating result											
Income from derivative financial instruments and commodity futures[2]	0.0	155.6	29.9	0.0	0.0	0.0	0.0	0.0	185.5	0.0	185.5
Income from the receipt of written-off receivables/release of receivables value adjustments	11.7	0.0	0.0	0.0	0.0	0.0	0.0	0.0	11.7	0.0	11.7
Expenses from derivative financial instruments and commodity futures[2]	0.0	0.0	0.0	0.0	0.0	0.0	- 144.7	- 24.1	- 168.8	0.0	- 168.8
Value adjustments/write-downs of receivables	- 104.8	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 104.8	0.0	- 104.8
Sum total net gain/loss	**- 93.1**	**155.6**	**29.9**	**0.0**	**0.0**	**0.0**	**- 144.7**	**- 24.1**	**- 76.4**	**0.0**	**- 76.4**
3. Net gain/loss in equity											
Change in the fair value from the market valuation of securities	0.0	0.0	0.0	2.3	0.0	0.0	0.0	0.0	2.3	0.0	2.3
Reclassification of measurement effects recognised in OCI to revenue reserves (without recycling)	0.0	0.0	0.0	0.6	0.0	0.0	0.0	0.0	0.6	0.0	0.6
Cash flow hedges	0.0	0.0	0.0	0.0	- 45.4	0.0	0.0	0.0	- 45.4	0.0	- 45.4
Currency translation	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 14.8	- 14.8
Sum total net gain/loss	**0.0**	**0.0**	**0.0**	**2.9**	**- 45.4**	**0.0**	**0.0**	**0.0**	**- 42.5**	**- 14.8**	**- 57.3**
Total net gain/loss	**- 67.8**	**139.4**	**29.9**	**2.9**	**- 45.4**	**- 448.8**	**- 144.9**	**- 24.1**	**- 558.8**	**- 107.4**	**- 666.2**

1 Measurement categories for financial assets and financial liabilities pursuant to IFRS 9: AC: at amortised cost; FVTOCI: at fair value through other comprehensive income; FVTPL: at fair value through profit or loss.
2 The income and expenses reflect the change in fair value from the market valuation of derivative financial instruments and commodity futures.

Income from participating interests also includes dividend payments.

The net gains and losses from financial instruments in the previous year were as follows:

In € million 2023	Assets[1]					Shareholders' equity and liabilities[1]					
Category	AC	FVTPL	FVTPL (option)	FVTOCI (option)	No category	AC	FVTPL	FVTPL (option)	FI	No FI	Total
1. Net gain/loss in the financial result											
Equity valuation of participating interests	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**11.9**	**11.9**
Income from participating interests	0.0	1.8	0.0	0.0	0.0	0.0	0.0	0.0	1.8	0.0	1.8
Expenses from participating interests	0.0	- 3.0	0.0	0.0	0.0	0.0	0.0	0.0	- 3.0	0.0	- 3.0
Result from disposals	0.0	0.2	0.0	0.0	0.0	0.0	0.0	0.0	0.2	0.0	0.2
Result of participating interests	**0.0**	**- 1.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**- 1.0**	**0.0**	**- 1.0**
Income from investments	0.2	4.1	0.0	0.0	0.0	0.0	0.0	0.0	4.3	0.0	4.3
Result from disposals	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Result from investments	**0.2**	**4.1**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**4.3**	**0.0**	**4.3**
Interest income	20.1	0.0	0.0	0.0	0.0	0.0	0.0	0.0	20.1	0.2	20.3
Interest income from fair value measurement	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Sum total of interest income	**20.1**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**20.1**	**0.2**	**20.3**
Interest expenses	0.0	0.0	0.0	0.0	0.0	- 301.5	0.0	0.0	- 301.5	- 39.0	- 340.5
Interest portion in personnel provisions	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 21.0	- 21.0
Interest expenses from fair value measurement	0.0	0.0	0.0	0.0	0.0	0.0	- 0.5	0.0	- 0.5	0.0	- 0.5
Sum total of interest expenses	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**- 301.5**	**- 0.5**	**0.0**	**- 301.9**	**- 60.0**	**- 362.0**
Net interest	**20.1**	**0.0**	**0.0**	**0.0**	**0.0**	**- 301.5**	**- 0.5**	**0.0**	**- 281.8**	**- 59.9**	**- 341.7**
Sum total net gain/loss	**20.3**	**3.1**	**0.0**	**0.0**	**0.0**	**- 301.5**	**- 0.5**	**0.0**	**- 278.5**	**- 47.9**	**- 326.5**
Financial result											**- 326.5**
2. Net gain/loss in the operating result											
Income from derivative financial instruments and commodity futures[2]	0.0	137.5	6.4	0.0	0.0	0.0	0.0	19.6	163.5	0.0	163.5
Income from the receipt of written-off receivables/release of receivables value adjustments	10.6	0.0	0.0	0.0	0.0	0.0	0.0	0.0	10.6	0.0	10.6
Expenses from derivative financial instruments and commodity futures[2]	0.0	0.0	0.0	0.0	0.0	0.0	- 224.3	0.0	- 224.3	0.0	- 224.3
Value adjustments/write-downs of receivables	- 32.8	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 32.8	0.0	- 32.8
Sum total net gain/loss	**- 22.2**	**137.5**	**6.4**	**0.0**	**0.0**	**0.0**	**- 224.3**	**19.6**	**- 82.9**	**0.0**	**- 82.9**
3. Net gain/loss in equity											
Change in the fair value from the market valuation of securities	0.0	0.0	0.0	7.8	0.0	0.0	0.0	0.0	7.8	0.0	7.8
Cash flow hedges	0.0	0.0	0.0	0.0	- 83.0	0.0	0.0	0.0	- 83.0	0.0	- 83.0
Currency translation	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	- 3.2	- 3.2
Sum total net gain/loss	**0.0**	**0.0**	**0.0**	**7.8**	**- 83.0**	**0.0**	**0.0**	**0.0**	**- 75.2**	**- 3.2**	**- 78.4**
Total net gain/loss	**- 1.9**	**140.6**	**6.4**	**7.8**	**- 83.0**	**- 301.5**	**- 224.8**	**19.6**	**- 436.7**	**- 51.1**	**- 487.9**

1 Measurement categories for financial assets and financial liabilities pursuant to IFRS 9: AC: at amortised cost; FVTOCI: at fair value through other comprehensive income; FVTPL: at fair value through profit or loss.
2 The income and expenses reflect the change in fair value from the market valuation of derivative financial instruments and commodity futures.

Income from participating interests also includes dividend payments.

The following table shows an analysis of the maturity dates of the undiscounted net cash flows of non-derivative financial liabilities, derivative financial liabilities with negative and positive fair values, and lease liabilities of the BayWa Group. In the case of derivative financial liabilities, a distinction is made between undiscounted cash outflows and cash inflows, taking into account gross or net settlement. Lease liabilities are recognised separately in accordance with IFRS 16.58. The previous year has been adjusted accordingly.

In € million 2024	Residual term of up to one year	Residual term of one to five years	Residual term of more than five years	Total
Non-derivative liabilities measured at cost[1]	**5,526.0**	**830.0**	**427.3**	**6,783.3**
Lease liabilities	**123.3**	**382.3**	**795.7**	**1,301.3**
Derivative financial liabilities	**82.2**	**18.7**	**35.1**	**136.0**
thereof measured at fair value through profit or loss	54.3	12.3	0.7	67.3
with gross settlement	**- 31.7**	**- 0.1**	**0.0**	**- 31.8**
Cash outflows	760.7	0.0	0.0	760.7
Cash inflows	- 792.4	- 0.1	0.0	- 792.5
with net settlement	**86.0**	**12.4**	**0.7**	**99.1**
Cash outflows	86.0	12.4	0.7	99.1
thereof designated as hedging instruments for cash flow hedge accounting	27.9	6.4	34.4	68.7
with gross settlement	**15.5**	**5.8**	**0.0**	**21.3**
Cash outflows	15.5	5.8	0.0	21.3
Cash inflows	0.0	0.0	0.0	0.0
with net settlement	**12.4**	**0.6**	**34.4**	**47.4**
Cash outflows	12.4	0.6	34.4	47.4
thereof designated as hedging instruments for fair value hedge accounting	0.0	0.0	0.0	0.0
with gross settlement	**0.0**	**0.0**	**0.0**	**0.0**
Cash outflows	0.0	0.0	0.0	0.0
Cash inflows	0.0	0.0	0.0	0.0
with net settlement	**0.0**	**0.0**	**0.0**	**0.0**
Cash outflows	0.0	0.0	0.0	0.0

1 Non-derivative liabilities include both financial and non-financial liabilities, each of which is measured at cost.

In € million 2023	Residual term of up to one year	Residual term of one to five years	Residual term of more than five years	Total
Non-derivative liabilities measured at cost[1]	**4,612.0**	**2,888.5**	**391.5**	**7,892.0**
Lease liabilities	**121.8**	**378.2**	**877.2**	**1,377.2**
Derivative financial liabilities	**549.4**	**53.0**	**10.8**	**613.2**
thereof measured at fair value through profit or loss	533.9	48.8	0.9	583.6
with gross settlement	**447.7**	**22.9**	**0.0**	**470.6**
Cash outflows	1,061.0	24.5	0.0	1,085.5
Cash inflows	- 613.3	- 1.6	0.0	- 614.9
with net settlement	**86.2**	**25.9**	**0.9**	**113.0**
Cash outflows	86.2	25.9	0.9	113.0
thereof designated as hedging instruments for cash flow hedge accounting	13.0	4.2	9.9	27.1
with gross settlement	**4.0**	**0.1**	**- 0.1**	**4.0**
Cash outflows	4.0	0.1	0.0	4.1
Cash inflows	0.0	0.0	- 0.1	- 0.1
with net settlement	**9.0**	**4.1**	**10.0**	**23.1**
Cash outflows	9.0	4.1	10.0	23.1
thereof designated as hedging instruments for fair value hedge accounting	2.5	0.0	0.0	2.5
with gross settlement	**0.0**	**0.0**	**0.0**	**0.0**
Cash outflows	0.0	0.0	0.0	0.0
Cash inflows	0.0	0.0	0.0	0.0
with net settlement	**2.5**	**0.0**	**0.0**	**2.5**
Cash outflows	2.5	0.0	0.0	2.5

1 Non-derivative liabilities include both financial and non-financial liabilities, each of which is measured at cost.

RWA AG and its subsidiaries, as well as individual companies in the Renewable Energies segment, are classified as held for sale in accordance with IFRS 5 as at 31 December 2024 and are therefore no longer reported under derivative and non-derivative financial liabilities. For further explanations, please refer to Note C.10.

Derivative financial instruments and hedge accounting

Risks and general disclosures

Derivative financial instruments are used within the BayWa Group to minimise risks arising from operating activities – in some cases using hedge accounting – in the following areas:

Risk category	Hedging description	Hedging instrument
Interest rate risk		
Refinancing (general)	Interest rate risk positions arise from the Group's financing activities, especially from the issuing of short-term commercial papers and the use of short-term loans, as well as variable-interest bonded loans. Short-term debt is used mainly to finance working capital.	Futures, interest rate swaps
Project financing within the BayWa r.e. Group	Interest rate risk positions may arise from the BayWa r.e. Group's project financing. Where project financing is concluded at variable interest rates, these are generally hedged by means of corresponding interest rate swaps. These interest rate swaps are partly reported in hedge accounting.	Interest rate swaps
Price risk		
Commodity price risk in the agricultural division	The Group is exposed to commodity price risks due to the operating activities of the Agri Trade & Service Segment in the grain collecting and marketing business. In order to mitigate these risks, the BayWa Group's risk management system continuously calculates the various open commodity positions. Using this information, trading areas at the BayWa Group conclude physical commodity futures within the approved limits (maximum long and short position in metric tonnes, maximum value at risk). Commodity futures are only concluded with business partners with excellent credit ratings.	Commodity futures
Electricity price risk within the BayWa r.e. Group	The BayWa r.e. Group is active in energy trade activities and also sells electricity produced by its own wind energy turbines and solar energy parks. Corresponding futures and long-term electricity supply contracts are concluded to secure prices for the buying and selling of electricity in the energy trade, as well as long-term prices for electricity generated by the BayWa r.e. Group itself. These amounts are recognised as commodity futures and partly reported in hedge accounting.	Futures
Currency risk		
Foreign currency risk within the Cefetra Group Segment	The international orientation of the Cefetra Group Segment gives rise to foreign currency risks. Internal policies require that all material foreign currency risks are hedged, with each hedging instrument attributable to an underlying transaction. All open currency transactions are managed centrally by the Treasury section of the Cefetra Group Segment. The specialists have assessment and valuation tools for the monitoring of adherence to the defined limits and receive a monthly list of their open currency transactions from the banks. As in the previous year, the foreign currency risk in the Cefetra Group Segment was excluded for reasons of materiality. Furthermore, some companies in the Cefetra Group Segment recognise foreign currency transactions and their hedges as fair value hedges within the meaning of IFRS 9.6.5.2 (a). The term of the two instruments is usually short. The fair value fluctuations of the underlyings are measured through profit or loss. At the end of the reporting period, the fair value of the assets from foreign currency accounts was €1.4 million and the fair value of the liabilities €2.5 million (2022: liabilities of €0.1 million). For reasons of materiality, no further presentations are provided below.	Currency futures
Foreign currency risk within the BayWa r.e. Group	The BayWa r.e. Group finances its business activities in the functional currency of the respective Group company. The funds in the respective functional currency are provided by BayWa AG. Business activities conducted in foreign currencies, i.e. in currencies that differ from the functional currency of the respective Group company, are hedged by corresponding currency futures. These amounts are reported to a small extend in hedge accounting.	Currency futures
Foreign currency risk within the T&G Global Group	The T&G Global Group is a global trading company. The New Zealand Group produces fruit and markets it in different foreign currencies. The resulting foreign currency risks are analysed using detailed cash flow forecasts. Forwards and options are used to manage and control risk – mainly through hedge accounting.	Currency futures
Foreign currency risk of BayWa AG in the context of the financing of subsidiaries	As the parent company, BayWa AG takes out loans to finance the business activities of national and international subsidiaries. Financing is passed on to international subsidiaries in foreign currencies. As the currency differs from the functional currency in these cases, they are hedged through corresponding forward exchange transactions.	Currency futures

The resulting assets and liabilities are shown in the table below, broken down according to maturity and risk category.

	Fair values			
In € million 31/12/2024	Total	Residual term of up to one year	Residual term of one to five years	Residual term of more than five years
Assets				
Interest rate hedges				
Standalone derivatives	0.5	0.0	0.0	0.5
Derivatives designated as hedging instruments for cash flow hedge accounting	11.1	0.8	0.0	10.3
Commodity hedges				
Standalone derivatives	183.2	167.3	15.9	0.0
Derivatives designated as hedging instruments for cash flow hedge accounting	18.8	10.6	4.6	3.6
FX hedges				
Standalone derivatives	10.8	10.8	0.0	0.0
Derivatives designated as hedging instruments for cash flow hedge accounting	0.5	0.4	0.1	0.0
Derivatives designated as hedging instruments for fair value hedge accounting	0.0	0.0	0.0	0.0
	225.0	**190.0**	**20.6**	**14.5**
Shareholders' equity and liabilities				
Interest rate hedges				
Standalone derivatives	0.9	0.8	0.1	0.0
Derivatives designated as hedging instruments for cash flow hedge accounting	2.3	0.0	0.9	1.4
Commodity hedges				
Standalone derivatives	166.6	149.4	16.5	0.7
Derivatives designated as hedging instruments for cash flow hedge accounting	55.8	20.7	1.1	34.0
FX hedges				
Standalone derivatives	57.6	57.6	0.0	0.0
Derivatives designated as hedging instruments for cash flow hedge accounting	11.1	6.1	4.9	0.0
Derivatives designated as hedging instruments for fair value hedge accounting	0.6	0.6	0.0	0.0
	295.1	**235.4**	**23.5**	**36.2**

In € million 31/12/2023	Fair values Total	Residual term of up to one year	Residual term of one to five years	Residual term of more than five years
Assets				
Interest rate hedges				
Standalone derivatives	0.8	0.0	0.0	0.8
Derivatives designated as hedging instruments for cash flow hedge accounting	11.9	0.5	2.5	8.9
Commodity hedges				
Standalone derivatives	265.4	236.2	29.3	0.0
Derivatives designated as hedging instruments for cash flow hedge accounting	38.7	25.6	4.8	8.3
FX hedges				
Standalone derivatives	17.2	17.1	0.1	0.0
Derivatives designated as hedging instruments for cash flow hedge accounting	10.9	4.5	6.4	0.0
Derivatives designated as hedging instruments for fair value hedge accounting	1.4	1.4	0.0	0.0
	346.4	**285.3**	**43.1**	**18.0**
Shareholders' equity and liabilities				
Interest rate hedges				
Standalone derivatives	0.9	0.0	0.9	0.0
Derivatives designated as hedging instruments for cash flow hedge accounting	2.6	0.0	0.1	2.5
Commodity hedges				
Standalone derivatives	216.0	182.4	32.7	0.9
Derivatives designated as hedging instruments for cash flow hedge accounting	30.5	11.0	3.7	15.8
FX hedges				
Standalone derivatives	24.4	24.3	0.1	0.0
Derivatives designated as hedging instruments for cash flow hedge accounting	2.6	2.6	0.0	0.0
Derivatives designated as hedging instruments for fair value hedge accounting	2.5	2.5	0.0	0.0
	279.5	**222.8**	**37.5**	**19.2**

The following table shows the average interest rate hedging rates of BayWa r.e.'s interest rate swaps in hedge accounting.

Average interest hedge rate	**31/12/2024**
Australian dollar	1.84 %
Euro	1.95 %
Pound sterling	3.52 %
US dollar	2.07 %

In the reporting year, income from derivative financial instruments of €185.5 million (previous year: €163.5 million) and expenses of €168.8 million (previous year: €224.3 million) were included in the income statement.

The netting potential for currency hedging transactions based on global netting agreements amounted to €7.2 million as at 31 December 2024. No netting was carried out in the balance sheet in the 2024 financial year, so the gross amount of the recognised financial assets and liabilities from currency hedging transactions corresponds to the net amount. For the offsetting of assets and liabilities from derivatives, please refer to C.9 Assets from derivatives and C.18 Liabilities from derivatives.

Notes on the individual risk categories

General refinancing risk

In the 2024 financial year, the average interest rate for variable-interest financial liabilities stood at 5.7124% (previous year: 4.4298%). An increase or reduction in this interest rate by one percentage point would have led, ceteris paribus, to an increase or decline in variable interest expenses by €23.6 million (previous year: €20.1 million) in the 2024 financial year. The main financing risks for the BayWa Group from variable-interest financial liabilities arise primarily from BayWa AG and the BayWa r.e. Group. The nominal amount as at 31 December 2024 amount to €2,380.1 million.

Within the BayWa Group, BayWa AG and BayWa r.e. AG utilise instruments to hedge interest rate fluctuations. An increase or decrease in this interest rate by one percentage point would have led to the effects shown in the table below in the 2024 financial year (including effects from IFRS 5 assets and liabilities:

in € million	**31/12/2024**
Hedged nominal (hedge accounting)	256.1
Hedged nominal (stand-alone derivatives)	182.6
Interest increase (+100 bps)	
Effect on income	1.5
Equity effect	9.7
Interest decline (-100 bps)	
Effect on income	- 1.6
Equity effect	- 10.8

Commodity price risk in the agricultural division

The following table provides an overview of the grain contracts relating to the BayWa Group’s operating activities in the grain collecting and marketing business, which are recognised as financial instruments pursuant to IFRS 9 (including effects from IFRS 5 assets and liabilities).

In metric tonnes	**31/12/2024**	31/12/2023
Long positions		
Grain/corn	7.9	6.1
Oilseed/oilseed meal	3.4	3.5
Other	1.0	1.0

In metric tonnes	**31/12/2024**	31/12/2023
Short positions		
Grain/corn	- 8.9	- 7.6
Oilseed/oilseed meal	- 4.1	- 4.0
Other	- 1.4	- 1.4

The fair values of the grain contracts recognised as financial assets constitute the greatest possible default risk, without including the value of received collateral or other risk-mitigating agreements. Rises and declines in the prices of all relevant commodities by a margin of 10% would have affected, ceteris paribus, the annual result as at 31 December 2024 in the manner displayed in the following table. The calculation includes all grain contracts valid at the end of the reporting period.

In € million 31/12/2024	Grain/corn	Oilseed/ oilseed meal	Other
Price rise (+ 10%)			
Effect on income	- 36.2	- 21.9	- 10.8
Equity effect	- 9.7	0.1	0.0
Price decline (- 10%)			
Effect on income	36.2	21.9	10.8
Equity effect	9.7	- 0.1	0.0

In € million 31/12/2023	Grain/corn	Oilseed/ oilseed meal	Other
Price rise (+ 10%)			
Effect on income	- 33.2	- 23.1	- 8.1
Equity effect	- 7.8	- 0.4	0.0
Price decline (- 10%)			
Effect on income	33.2	23.1	8.1
Equity effect	7.8	0.4	0.0

Risks from financial instruments within the BayWa r.e. Group

The BayWa r.e. Group generally only concludes derivative financial instruments to hedge underlying transactions. This means that there are no material open positions from derivative financial instruments for interest rates, currencies and electricity. In addition to derivative financial instruments, project financing is to be considered as a financial instrument within the BayWa r.e. Group. There are no open risk positions here either, as these are either fixed-interest financing agreements or hedged by a corresponding swap. Only in the energy trade does the Group maintain a trading portfolio in which open positions from financial instruments may arise. The market price risks in this trading portfolio are managed using the profit-and-loss and value-at-risk limits defined in the risk management system. The respective sensitivity analyses are included in the relevant sections.

Foreign currency risk within the T&G Global Group

The T&G Global Group is a global trading company that processes a high volume of its business in foreign currency. Receivables and revenues are generated in the common trading currencies. These underlying transactions are hedged against foreign currency risks through derivative financial instruments. In particular, the pome fruit export transactions concluded in foreign currencies are hedged by FX forwards and options. The New Zealand-based T&G Global Group had concluded hedges in the volume of €260.6 million as at 31 December 2024 (previous year: €247.0 million). The distribution of hedging transactions across trading currencies and the impact of exchange rate fluctuations of 10% of the New Zealand dollar against all trading currencies in the T&G Global Group are as follows:

in € million	31/12/2024	31/12/2023
US dollar	243.1	224.6
Pound sterling	5.3	7.1
Euro	6.7	11.0
Japanese yen	5.5	4.3
Price rise (+ 10%)		
Effect on income	- 0.3	- 0.3
Equity effect	- 20.5	- 16.1
Price decline (- 10%)		
Effect on income	0.4	0.3
Equity effect	25.3	19.4

Foreign currency risk within the BayWa r.e. Group

The BayWa r.e. Group finances its business activities in the functional currency of the respective Group company. Funds are provided in the respective functional currency. Business activities conducted in foreign currencies, i.e. in currencies that differ from the functional currency of the respective Group company, are hedged by corresponding currency futures. This hedging is carried out either through stand-alone derivatives or hedge accounting. As at 31 December 2024, the BayWa r.e. Group consolidated a subsidiary with the functional currency British pound sterling (GBP) with a euro exposure of €14.2 million. The hedging of this exposure and the effects of exchange rate fluctuations of 10% of the euro against the British pound sterling are as follows (including effects from IFRS 5 assets and liabilities):

in € million	**31/12/2024**
Euro	14.2
Price increase (+ 10%)	
Equity effect	- 1.6
Price decline (- 10%)	
Equity effect	1.3

Specific information on cash flow hedge accounting

The BayWa Group is a global trading company and as such is exposed to various risks in the course of its ordinary business activities. Hedge accounting is becoming increasingly important in order to successfully hedge against these risks. The hedging strategies that are reported in the hedge accounting disclosures of the balance sheet are explained below:

Risk	Hedging strategy
Interest rate risk within the BayWa r.e. Group	The interest rate risks from project financing are hedged through interest rate swaps, some of which are reported in the hedge accounting disclosures of the balance sheet.
Commodity price risk in the agricultural division	The BayWa Group uses derivative financial instruments in the form of grain futures with physical fulfilment to hedge cash flows from future grain purchases and sales made by BayWa within the scope of its grain collecting, warehousing and marketing business. These hedges are recognised as all-in-one cash flow hedges; in other words, the expected, highly likely spot purchases and sales are designated as the underlying transactions, and the financial floating-to-fixed swaps are designated as hedges. The concluded hedges are 100% effective. The individual hedges are held until the maturity of the underlying transaction. New grain contracts are designated at contract inception.
Electricity price risk within the BayWa r.e. Group	Within the BayWa r.e. Group, electricity futures and forwards and long-term power purchase agreements with fixed pricing are used in hedge accounting. Electricity price futures and forwards are used to hedge against fluctuating cash flows from the physical purchase or sale of electricity within the framework of energy trading. Long-term power purchase agreements generally serve to hedge prices that have been fixed for the long term for the sale of electricity and green electricity certificates from wind farms and solar parks. These agreements involve either direct physical supply at fixed prices, provided the buyer can purchase the electricity from the local balance group, or financial compensation for the difference between the fixed price and variable market prices while the seller and the buyer feed in and procure electricity to and from their local balance groups.
Foreign currency risk within the BayWa r.e. Group	As part of its cash flow hedge accounting, the BayWa r.e. Group uses foreign currency futures with physical fulfilment to hedge material purchases, onshore costs and revenues within the scope of solar and wind farm projects where the currency differs from the functional currency of the company managing the project. These hedge relationships are reported as cash flow hedges; in other words, the expected, highly likely material purchases, onshore costs or sales revenues in a different currency are designated as the underlying transactions, and the spot components of the associated foreign currency futures are designated as hedges.
Foreign currency risk within the T&G Global Group	To counteract exchange rate fluctuations, future incoming payments in foreign currency are hedged within the framework of hedge accounting. Internal guidelines stipulate forwards and options for this purpose. If other hedging instruments are used, this must be approved on a case-by-case basis by an appropriate body. Hedging instruments are generally not concluded for longer than a period of up to two years.

The following table shows the development of cash flow hedge reserves for the matters presented above: The development relates exclusively to the hedging reserve (OCI I):

In € million	Agricultural trade	Energy trade	Foreign currency hedging	Interest rate hedging
As at 01/01/2024	**3.6**	**- 0.1**	**6.0**	**8.5**
Allocation	6.8	24.8	7.9	2.8
Release	- 11.1	- 61.0	- 21.5	- 5.0
Transfer to other current financial assets/financial liabilities	- 5.2	0.0	0.0	0.0
Reclassification in the income statement	0.0	11.8	0.8	0.8
Change to the group of consolidated companies	0.0	0.1	0.0	0.5
As at 31/12/2024	**- 5.7**	**- 24.3**	**- 6.8**	**7.6**

In € million	Agricultural trade	Energy trade	Foreign currency hedging	Interest rate hedging
As at 01/01/2023	**5.5**	**82.2**	**2.9**	**15.2**
Allocation	8.0	427.3	8.9	1.2
Release	- 3.8	- 24.6	- 5.7	- 4.3
Transfer to other current financial assets/financial liabilities	- 6.0	0.0	0.0	0.0
Reclassification in the income statement	0.0	- 481.7	- 0.1	- 1.7
Change to the group of consolidated companies	0.0	- 3.3	0.0	- 1.8
As at 31/12/2023	**3.6**	**- 0.1**	**6.0**	**8.5**

At the BayWa r.e. Group, only the spot component of the change to the fair value is designated as part of the cash flow hedge for foreign currency futures. The change in the fair value attributable to the forward component is recognised immediately through profit or loss in the income statement.

For the floors included in long-term power purchase agreements, only the intrinsic value of €0.0 million (previous year: €0.0 million) is designated as a hedging instrument in hedge accounting. The fair value of the floors is presented separately in the OCI II reserve and amounted to €1.1 million in the 2024 financial year (previous year: €2.8 million).

Information on hedging instruments in cash flow hedge accounting

The following table shows the effects on the financial position resulting from the hedging through cash flow hedges. Derivative assets are reported in the balance sheet item "Other assets", while derivative liabilities are reported under "Other liabilities".

2024	Book value	Nominal volume of contracts	thereof: due in < 1 year	thereof: due in 1 to 5 years	thereof: due in > 5 years	Nominal volume of contracts in tonnes or TWh
Derivative assets	**30.2**	**531.3**	**231.0**	**43.9**	**256.5**	**n/a**
Commodity futures – grain trading	6.8	68.7	68.5	0.2	0.0	0.2
thereof: purchase	5.4	36.1	35.9	0.2	0.0	0.1
thereof: sale	1.4	32.6	32.6	0.0	0.0	0.1
Commodity futures – energy trade	12.0	198.1	78.1	22.2	97.7	3.9
thereof: purchase	1.9	31.9	29.4	2.5	0.0	0.3
thereof: sale	10.1	166.1	48.7	19.8	97.7	3.6
FX hedges	0.5	57.2	35.8	21.5	0.0	n/a
Interest rate hedges	10.9	207.3	48.6	0.0	158.7	n/a
Derivative liabilities	**68.4**	**852.5**	**347.3**	**123.1**	**382.1**	**n/a**
Commodity futures – grain trading	11.1	115.2	115.0	0.2	0.0	0.4
thereof: purchase	0.3	5.0	5.0	0.0	0.0	0.0
thereof: sale	10.8	110.2	109.9	0.2	0.0	0.4
Commodity futures – energy trade	44.8	462.5	102.7	16.6	343.3	7.2
thereof: purchase	4.3	47.7	38.5	9.2	0.0	0.4
thereof: sale	40.5	414.8	64.2	7.3	343.3	6.8
FX hedges	11.1	236.0	129.6	106.4	0.0	n/a
Interest rate hedges	1.4	38.8	0.0	0.0	38.8	n/a

2023	Book value	Nominal volume of contracts	thereof: due in < 1 year	thereof: due in 1 to 5 years	thereof: due in > 5 years	Nominal volume of contracts in tonnes or TWh
Derivative assets	**59.9**	**746.9**	**321.0**	**153.0**	**273.0**	**n/a**
Commodity futures – grain trading	8.7	124.8	121.2	3.6	0.0	0.5
thereof: purchase	2.1	24.5	24.4	0.1	0.0	0.2
thereof: sale	6.7	100.3	96.8	3.5	0.0	0.4
Commodity futures – energy trade	30.0	250.5	80.9	27.1	142.5	5.6
thereof: purchase	2.5	11.3	9.2	2.1	0.0	0.1
thereof: sale	27.5	239.2	71.7	25.0	142.5	5.5
FX hedges	10.9	211.3	118.8	92.4	0.0	n/a
Interest rate hedges	10.2	160.4	0.0	29.9	130.5	n/a
Derivative liabilities	**35.6**	**837.9**	**158.7**	**21.6**	**657.6**	**n/a**
Commodity futures – grain trading	3.5	58.1	56.4	1.7	0.0	0.2
thereof: purchase	1.7	26.6	26.6	0.0	0.0	0.1
thereof: sale	1.8	31.5	29.8	1.7	0.0	0.1
Commodity futures – energy trade	26.9	633.6	49.2	19.9	564.5	13.1
thereof: purchase	7.3	45.0	34.2	10.9	0.0	0.4
thereof: sale	19.6	588.6	15.1	9.0	564.5	12.7
FX hedges	2.6	53.1	53.1	0.0	0.0	n/a
Interest rate hedges	2.5	93.1	0.0	0.0	93.1	n/a

The presented hedge relationships are highly effective (nearly 100%). Any ineffectiveness is immaterial.

Other risks in relation to financial instruments

The BayWa Group's risk management system is presented together with the objectives, principles and processes in the Management Report in the separate "Opportunity and risk management" section. Besides the risks presented in Note A.3, the following risks are of particular significance in this context.

Foreign currency risks

BayWa's business activities are largely located in the eurozone. If foreign currency positions arise from goods and services transactions or projects, they are always hedged without delay, as presented above. Other payment obligations or receivables denominated in a foreign currency are hedged at the time when they arise. Speculative borrowing or investing of financial resources denominated in foreign currencies is prohibited.

Credit and counterparty risks and default risks

As part of its entrepreneurial activities, BayWa Group has an important function as a source of financing for its agricultural trading partners. In the context of so-called cultivation contracts, the Group is exposed to a financing risk arising from the upfront financing of agricultural inputs, the repayment of which is made through acquiring and selling the harvest. Moreover, BayWa grants financing to commercial customers, particularly in the construction sector, in the form of payment terms of a substantial scope. Beyond this, there are the customary default risks inherent in trade receivables, such as the (partial) default of a debtor. Risks are kept to a minimum by way of an extensive debtor monitoring system that spans all business units. To this end, credit limits are defined through a documented process of approval and monitored on an ongoing basis. If particular red flags are determined in this process, such as the initiation of insolvency proceedings against the debtor or unsuccessful attachment of wages or receivables, the receivables are written off in full. Individual value adjustments are recognised for receivables not certain to be recovered within a foreseeable period of time, judged in accordance with the principle of commercial prudence, even if no red flags are determined. Receivables are written off immediately as soon as a red flag is determined.

In addition to credit risks, counterparty risks are also regularly monitored in agricultural trade; consequently, market value changes to open selling and buying contracts are measured so as to monitor the risk of the non-fulfilment of contract obligations. There is currently no discernible concentration of default risk from business relationships with individual debtors or groups of debtors. Besides standard market margin payments, no collateral exists for financial assets.

In order to enhance its financing structure, BayWa AG has secured trade receivables by way of an asset-backed securitisation (ABS) measure. In addition, an increasing number of factoring agreements have been concluded since the financial year 2022, on the basis of which existing and future receivables from deliveries and services are sold to banks.

More information on credit and counterparty risks, as well as default risks, can be found in C.6 Other receivables and other assets.

The maximum credit risk exposure at the end of the reporting period corresponds to the book value of financial assets. There are no significant securities that reduce the exposure.

Liquidity risks

The liquidity risk is the risk that the BayWa Group may not – or only to a limited extent – be able to fulfil its financial obligations. At the BayWa Group, funds are usually generated through operations and by borrowing from external financial institutions. Financing instruments such as multi-currency commercial paper programmes, asset-backed securitisation (ABS), bonded loans and syndicated loans, the first of which was taken out in the financial year 2021, are also used. In addition, BayWa AG issued a bond in the form of a hybrid bond with a total nominal amount of €60.0 million on 5 May 2023, which was subsequently increased by €40.0 million to €100.0 million on 29 September 2023. Further information on the hybrid bond classified as equity can be found in Section C.11.

In the 2024 financial year, BayWa AG became a restructuring case. Due to its high level of debt financing and diversified financing sources, a comprehensive transformation process had to be initiated and a restructuring plan developed in accordance with the requirements of IDW S6. The green bond with a nominal value of €500.0 million was repaid on time in the first half of 2024. This repayment required interim financing (interim facility). The lending banks provided BayWa AG with €300.0 million for this purpose. A key component of the restructuring and transformation concept developed in the second half of the year is the reduction of the high level of debt to a sustainable level. In this context, a standstill agreement was negotiated between BayWa AG and the lending banks, which suspends all repayment obligations for BayWa AG's financial liabilities until the end of the standstill period. The interest payments due continued to be honoured as contractually agreed, meaning that there were no payment delays or defaults in relation to financial liabilities in the 2024 financial year. The term of three promissory note loans due for repayment in the 2024 financial year with a nominal value of €92.0 million was contractually extended until the end of the standstill period. If certain contractually agreed covenants were not met in the past 2024 financial year – see C.14 Financial debt – and this subsequently authorised the lender to call in the financial debt at short notice, this risk was excluded as part of the standstill agreement. The BayWa Group was supported with bridge financing of €891.0 million as at 31 December 2024. Of this volume, €527.0 million had been raised by the reporting date to enable the Group to continue its operational activities and service liabilities. To further stabilise the situation, bridge financing was increased by a further €333.0 million at the beginning of the 2025 financial year. In June 2025, the existing financial liabilities, including the bridge financing, were incorporated into a financing solution that initially ensures adequate and secure liquidity until the end of the restructuring period at the end of 2028 and provides the basis for sustainable operating activities beyond the restructuring period. In addition to the close monitoring of liquidity, minimum liquidity was agreed as a control parameter, which initially amounted to €50.0 million and was increased to €125.0 million upon conclusion of the financing solution at the end of June 2025. The available volume of cash and cash equivalents is therefore sufficient to meet payments within the scope of operating business activities without restriction.

C.22 Leases

Material leases are primarily concluded at the BayWa Group for the rights of use to land and buildings, construction land, rights of way and infrastructure, technical facilities, vehicles and forklift trucks.

Information regarding BayWa as lessee

In € million	**2024**	2023
Interest expenses	42.7	39.0
Expenses for short-term and low-value leases	19.1	16.8
Future payment obligations from short-term leases that fall due after reporting date	2.9	2.7
Expenses for variable leases	1.1	2.0
Gains from sale-and-lease-back transactions	0.0	0.0
Total cash outflows from leases in the financial year	151.8	145.0
Income from sub-leases	0.9	1.0

Information regarding BayWa as lessor

In € million	**2024**	2023
Receivables from finance leases		
Due within one year	4.0	4.1
Due between one and two years	2.5	1.7
Due between two and three years	0.9	0.8
Due between three and four years	0.7	0.1
Due between four and five years	0.6	0.0
Due after more than five years	4.8	0.3
Sum total of future lease payments	**13.5**	**7.0**
Less unrealised interest income	- 2.6	- 0.3
Net investment of receivables from finance leases	**10.9**	**6.7**
Financial income from net investment of receivables from finance leases	0.5	0.2
Income from variable lease payments received from finance leases	0.0	0.1
Disposal gains/losses from finance leases	0.3	- 0.9

In € million	2024	2023
Lease payments from operating leases		
Due within one year	10.2	18.2
Due between one and two years	8.9	15.3
Due between two and three years	4.8	13.6
Due between three and four years	4.3	10.1
Due between four and five years	2.3	7.5
Due after more than five years	9.2	11.0
Sum total of future lease payments	**39.7**	**75.7**
Income from lease payments received from operating leases	22.3	19.8
Income from variable lease payments received from operating leases	0.9	1.0

The decline in lease payments from operating leases is due in particular to the classification of RWA AG, Korneuburg, Austria, and its subsidiaries as held for sale in accordance with IFRS 5. For further explanations, please refer to Note C.10.

Further information regarding leases is included in the statement of changes in assets and in C.15 Lease liabilities.

D Notes to the Income Statement

The layout of the income statement accords with total cost-type accounting.

D.1 Revenues

The BayWa Group's revenues break down as follows:

In € million	2024	2023
Goods	19,986.2	22,943.7
Services	1,166.8	1,004.5
	21,153.1	**23,948.2**

Revenues also include those generated by BayWa as an agent in relation to the issuing of filling station cards and in certain fruit trading activities. The sale of project companies, particularly in the Renewable Energies Segment, is also reported in revenues if the sale constitutes a revenue-like transaction. For details, please see A.5 Other discretionary decisions and accounting policies.

The breakdown by corporate division and region can be seen in the segment report (Note E.2). Owing to the diversified business activities of the individual segments, inter-segment revenues are transacted only to a minor extent.

D.2 Other operating income

In € million	2024	2023
Income from the release of provisions	52.3	42.5
Gains from the disposal of assets	45.5	29.0
Rental income	31.3	33.3
Reimbursement of expenses	28.3	27.0
Income from the reduction in risk provisions for expected credit losses	10.5	9.2
Staff placement	7.7	6.3
Other income from public subsidies	4.4	5.8
Income from the fair value measurement of biological assets	3.7	3.6
Income from intra-Group cost allocation	3.5	3.0
Foreign exchange gains	149.8	132.9
Other income	110.8	119.1
	447.9	**411.7**

The income from the release of provisions in the amount of €52.3 million relates in particular to provisions for bonus payments and anniversary provisions, which mainly originate from BayWa AG and were significantly reduced or completely eliminated for 2024 in the context of the liquidity crisis. Moreover, a release of provisions was recorded at BayWa Pensionsverwaltung GmbH due to the reduction in anniversary provisions. Gains from the disposal of assets include a significant portion from the disposal of BayWa AG property inventories. Rental income, which is on a par with the previous year, includes gains from ancillary costs. Foreign exchange gains totalling €149.8 million (previous year: €132.9 million) were the result of normal market exchange rate fluctuations. The foreign exchange gains are offset by corresponding expenses (see Note D.5). Other income includes, in particular, income from advertising allowances, IT services, income from receivables written down or income from the release of value adjustments on receivables and a range of additional individual items.

D.3 Cost of materials

In € million	2024	2023
Expenses for raw materials, consumables and supplies, and for goods sourced	- 17,964.7	- 20,685.7
Expenses for services outsourced	- 970.2	- 601.2
	- 18,934.9	**- 21,286.9**

D.4 Personnel expenses

In € million	2024	2023
Wages and salaries	- 1,350.0	- 1,337.1
Share-based payment	–	- 3.7
Expenses for pensions, support and severance pay	- 21.5	- 23.1
thereof: current service cost	- 2.0	- 2.9
Social insurance contributions	- 245.5	- 241.3
	- 1,617.0	**- 1,605.3**

Total provisions for pensions and severance pay pursuant to IAS 19, amounted to €23.5 million (previous year: €25.6 million). Of this amount, a portion amounting to €2.0 million (previous year: €5.4 million), is disclosed under personnel expenses, while another portion, amounting to €21.5 million (previous year: €20.2 million), is disclosed under interest expenses.

Number	2024	2023
Employees		
Annual average (Section 267 para. 5 German Commercial Code (HGB))	22,726	23,050
As at 31/12	22,111	23,144

D.5 Other operating expenses

In € million	2024	2023
Vehicle fleet	- 89.7	- 86.7
Maintenance	- 79.2	- 85.7
Cost of legal and professional advice, audit fees	- 165.3	- 81.5
Advertising	- 51.7	- 70.7
IT costs	- 80.2	- 53.3
Energy	- 47.0	- 48.1
Insurance	- 49.9	- 46.9
Rent	- 40.6	- 46.1
Travel expenses	- 34.5	- 39.6
Expenses for staff hired externally	- 19.1	- 20.2
Commission	- 10.9	- 17.8
Training and professional development costs	- 13.3	- 17.3
Office supplies	- 13.4	- 16.7
Expense from the increase in the expected credit loss	- 77.4	- 16.7
Amortisation of/value adjustments on receivables	- 27.4	- 16.1
Expenses for other operating taxes	- 20.4	- 16.1
Information expenses	- 10.6	- 13.9
Losses from asset disposals	- 10.9	- 11.8
Administrative expenses	- 17.2	- 11.5
Foreign exchange losses	- 143.7	- 145.5
Other expenses	- 214.6	- 233.7
	- 1,217.0	**- 1,095.9**

The increase in other operating expenses by €121.1 million in the 2024 financial year is mainly attributable to higher legal and professional advice costs, audit fees (up €83.8 million) and higher expenses owing to the increase in expected credit losses (up €60.7 million), higher IT expenses (up €26.9 million) and increased depreciation, amortisation and impairment losses on receivables (up €11.3 million). The reason for the significant increase in cost of legal and professional advice, audit fees lies in the Group's restructuring costs. In addition to preparing the reorganisation opinion and supporting the restructuring process led by the Chief Restructuring Officer (CRO) at the BayWa AG level, a reorganisation expert was appointed and a separate CRO was installed in the Renewable Energies segment, specifically at BayWa r.e. In addition, it was necessary to engage lawyers specialising in various legal fields from the middle of the financial year. Moreover, transaction and advisory costs in connection with bridge financing contributed to the increase. The increase in expected credit losses is almost entirely due to the impairment of a receivable from an associate. As part of the restructuring and associated cost-cutting measures, a large-scale IT project to roll out an SAP S/4 HANA environment was discontinued. This resulted in onerous contracts for which provisions for contingent losses had to be recognised at the end of the financial year. (Further information on restructuring expenses can be found in the "Notes to the situation regarding the reorganisation of the BayWa Group" in the opening sections of these Notes to the Consolidated Financial Statements.) By contrast, both other expenses (down €19.1 million), which mainly comprise general sales and other costs, including those for hedging operational risks, and advertising expenses (down €19.0 million) decreased.

D.6 Income from participating interests recognised at equity and other income from shareholdings

In € million	2024	2023
Income/expenses from participating interests recognised at equity	0.8	11.9
Income/expenses from the disposal of participating interests recognised at equity	15.5	0.0
Write-downs and impairments of participating interests recognised at equity	- 47.1	0.0
Income from participating interests recognised at equity	**- 30.7**	**11.9**
Income/expenses from affiliated companies	- 1.1	- 0.4
Income/expenses from the disposal of affiliated companies	19.3	0.1
Other income from holdings and similar income	8.8	6.1
Write-downs and other expenses of investments	- 42.9	- 2.4
Other income from shareholdings	**- 16.0**	**3.3**
	- 46.7	**15.2**

Income from participating interests recognised at equity declined by €42.7 million in the 2024 financial year and stands at minus €30.7 million. Compared with the previous year, this decline is mainly attributable to write-downs on participating interests recognised at equity. This is primarily attributable to the write-down of the shares in Amadeus Wind Holdings, LLC in the Renewable Energies segment amounting to €36.9 million, and of two other companies recognised at equity amounting to approximately €7.7 million. In addition, the shares in Tjiko GmbH, Rosenheim, Germany, were written down by €3.4 million. Income/expenses from shares recognised at equity include the write-down of a receivable from act renewable GmbH amounting to €2.3 million. This was offset by the sale of BRB Holding GmbH, Munich, Germany, which resulted in income from the disposal of participating interests recognised at equity amounting to €13.7 million. At minus €16.0 million, the remaining result of participating interests was down €19.3 million compared to the previous year. This was mainly due to impairment losses in the participating interest in and loans to BayWa Bau- & Gartenmärkte GmbH & Co. KG (€34.6 million).
A significant amount of the income from the disposal of affiliated companies is primarily attributable to the disposal of LODUR Energieanlagen GmbH (€7.8 million), Ketziner Beteiligungsgesellschaft mbH (€3.0 million) and Baltic Logistic Holding B.V. €3.1 million).

D.7 Interest income and expenses

In € million	2024	2023
Interest and similar income	25.0	20.5
thereof: from affiliated companies	2.8	1.4
Interest from fair value measurement	0.0	0.0
Interest income	**25.0**	**20.5**
Interest and similar expenses	- 448.3	- 301.7
thereof: to affiliated companies	- 0.4	- 0.2
Interest from fair value measurement	- 0.2	- 0.5
Interest portion from leases	- 42.7	- 39.0
Interest portion of the allocation to pension provisions and other personnel provisions	- 19.7	- 21.0
Interest expenses	**- 510.9**	**- 362.2**
Net interest	**- 485.9**	**- 341.7**

In the 2024 financial year, the BayWa Group recognised transaction and consultancy costs of €69.2 million for the conclusion of the standstill and bridge financing agreements as interest expenses through profit or loss. They are disclosed under interest and similar expenses.

D.8 Income tax

Income tax breaks down as follows (negative amounts are tax expenses, positive amounts are tax income):

In € million	2024	2023
Actual taxes	- 34.1	- 90.6
Deferred taxes	0.6	34.9
	- 33.5	**- 55.7**

Actual tax income and expenses comprise the corporate and trade tax of the companies in Germany and comparable taxes on foreign companies.

Deferred taxes are formed for all temporary differences between the tax-related assigned values and IFRS values as well as the consolidation measures.

Equity includes deferred tax assets of €35.9 million (previous year: €29.8 million) net that were offset against the reserve for actuarial gains and losses from provisions for pensions and severance pay. Moreover, deferred tax liabilities of €48.0 million (previous year: €48.8 million) were offset against the valuation reserve directly in equity through other comprehensive income. Deferred tax assets continued to exist in the amount of €12.4 million (previous year: €1.3 million) and are also recognised in equity. Of this amount, €0.3 million (previous year: €0.3 million) in deferred tax assets is attributable to the hybrid bond issued by BayWa AG.

Deferred tax assets include tax-reducing claims which arise from the expected utilisation of loss carryforwards in the years ahead, the realisation of which is assured with sufficient probability. These amounted to €126.8 million (previous year: €83.1 million). As part of corporate planning, a time horizon of generally five years (maximum) has been assumed here. No deferred tax assets were recognised for loss carryforwards of €1,149.7 million (previous year: €470.7 million) and tax credits, in particular from interest carryforwards, of €310.0 million (previous year: €64.1 million) because it is not assumed that they can be utilised within the aforementioned time horizon. Loss carryforwards of individual Group companies can be partly carried forward within a limited period of time. No material tax assets which are eligible as carryforwards for a limited period of time are likely to expire. The deferred tax income from the origination and/or reversal of temporary differences amounts to €10.7 million (previous year: €53.7 million).

In 2024, net deferred tax assets from temporary differences and from loss carryforwards in the amount of €53.4 million (previous year: €54.3 million) existed at subsidiaries that generated losses in the past year or in the year before that. They were seen as recoverable, as tax gains are expected in the future for these companies. There were one-off effects in the 2024 financial year among relevant companies that resulted in a loss. These losses are not expected to be repeated in subsequent years.

	Deferred tax assets		Deferred tax liabilities	
In € million	2024	2023	2024	2023
Intangible assets and property, plant and equipment	36.8	32.3	310,8	340.1
Investments	14.0	20.9	54	36.3
Current assets	104.6	74.4	75,3	95.8
Other assets	0.0	1.0	13,7	14.0
Tax loss carryforwards	423.3	210.3	0.0	0.0
Tax credits	81.7	22.9	0.0	0.0
Provisions	188.4	177.7	41,7	17.5
Liabilities	254.6	259.9	7,3	26.7
Other liabilities	54.0	42.0	78,5	37.9
Value adjustments on deferred tax assets	- 503.0	- 238.2	0.0	0.0
Balance	- 397.9	- 431.9	-397,9	- 431.9
Consolidation	- 10.2	3.1	6,3	- 6.8
	246.3	**174.4**	**189.7**	**129.5**

The actual tax expense is €484.2 million lower than the amount that would have been incurred if the German corporate tax rate had been applied under the currently prevailing law, plus the solidarity surcharge and the trade tax burden on the consolidated earnings before tax. The tax rate of 29.13% calculated for actual tax is based on the uniform corporate tax rate of 15.0%, plus the solidarity surcharge of 5.5% and the average effective trade tax burden of 13.31%. Deferred tax liabilities were not recognised for subsidiaries and associates if and when the company can control the timing of reversals and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax liabilities were not formed for temporary differences from subsidiaries, joint ventures and associates in an amount of €18.3 million (previous year: €8.8 million).

The table below shows the transition from the computed tax expenses in accordance with the corporate tax rate to the income tax expenses actually reported:

In € million	**2024**	2023
Consolidated result before income tax	**- 1,547.3**	**- 37.7**
Computational tax expenses based on a tax rate of 29.13%	450.7	11.0
Difference against foreign tax rates	- 49.0	- 6.2
Tax not relating to the period	- 10.7	- 9.4
Permanent difference changes	- 47.6	- 7.3
Tax effect due to non-tax-deductible expenses	- 70.2	- 36.4
Trade tax deductions and additions and effects from tax groups	- 12.2	- 2.4
Deconsolidation effects	4.7	5.0
Tax-exempt income	51.5	11.2
Changes in the value adjustment of deferred tax assets	- 336.3	- 29.8
Tax effect from equity results	- 0.9	3.2
Effects from changes in tax rates	0.0	0.3
Other tax effects	- 13.5	5.1
Income tax reported	**- 33.5**	**- 55.7**

D.9 Share of the net result for the year attributable to minority interests

In contrast to the previous year, the share of the net result for the year attributable to other minority interests is negative and amounts to €449.0 million (previous year: plus €4.7 million). This is mainly attributable to the minority shareholders of BayWa r.e. AG and RWA AG and their respective subsidiaries.

D.10 Earnings per share

Earnings per share are calculated by dividing the portion of profit of BayWa AG's shareholders, accounting for the dividend on hybrid capital of €7.7 million and recognised pro rata temporis, by the average number of shares issued and entitled to dividends during the financial year. There were no diluting effects.

		2024	2023
Net result for the year adjusted for minority interest [1]	in € million	- 1,155.2	- 98.1
Average number of shares issued	Units	36,131,723	35,862,389
Basic earnings per share	in €	- 32.15	- 2.84
Diluted earnings per share	in €	- 32.15	- 2.84
Proposed dividend per share	in €	0.00	0.00
Dividend per share paid out	in €	0.00	1.20

1 The previous year's net result for the year after minority interests was adjusted to the figure stated in the consolidated income statement.

E Further Information

E.1 Notes on the cash flow statement of the BayWa Group

The cash flow statement shows how the cash and cash equivalents of the BayWa Group have changed due to cash inflows and outflows during the reporting year. Cash and cash equivalents shown in the cash flow statement comprise all liquid funds disclosed in the balance sheet, i.e. cash in hand, cheques and deposits in banks. Owing to the fact that the Group conducts its business mainly in the euro zone, the impact of exchange-rate induced changes in cash and cash equivalents is of secondary importance and is therefore disclosed together with changes in the group of consolidated companies. The funds are not subject to any restraints on disposal.

In accordance with the standards set out under IAS 7, the cash flow statement is divided up into cash flow from operating activities, investing activities and financing activities.

The cash flow from operating activities is calculated indirectly, based on the consolidated net result for the year. This cash flow is adjusted for non-cash expenses (mainly depreciation and amortisation) and income. Cash flow from investing activities is calculated on a cash-effective basis and comprises cash-effective changes in consolidated non-current assets as well as incoming and outgoing payments from the acquisition of companies. Cash flow from financing activities is also ascertained on a cash-effective basis and comprises primarily cash-effective changes in borrowings and cash outflows from dividend distribution and the reduction of funds. Within the scope of the indirect calculation of these positions, changes from currency translation and from changes in the group of consolidated companies were eliminated, as they do not affect cash. For this reason, a comparison of these figures with the figures in the consolidated balance sheet is not possible. Further details on acquisitions and disposals can be found under Note B.1.

The transition of liabilities to cash flows from financing activities was as follows:

In € million		Cash-effective		Not cash-effective				
	01/01/2024	payments during the period	interest expenses	company acquisitions and disposals	currency translation effects	fair value changes	other changes [1]	**31/12/2024**
Liabilities due to banks	4,283.7	1,100.3	- 444.0	- 66.7	7.0	0.0	- 377.9	4,502.4
Bonds	507.9	- 507.9	0.0	0.0	0.0	0.0	0.0	0.0
Commercial papers	632.4	- 429.9	0.0	0.0	0.0	0.0	0.0	202.5
Dormant equity holding	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Lease liabilities	1,063.0	- 114.1	- 41.2	- 1.9	- 3.2	0.0	104.4	1,007.0
Liabilities due to payment providers	48.0	20.8	0.0	0.0	0.0	0.0	0.0	68.8
	6,535.0	**69.2**	**- 485.2**	**- 68.6**	**3.8**	**0.0**	**- 273.5**	**5,780.7**

1 **The reclassifications relating to the disposal groups are included in the other changes column.**

In € million		Cash-effective		Not cash-effective				
	01/01/2023	payments during the period	interest expenses	company acquisitions and disposals	currency translation effects	fair value changes	other changes	31/12/2023
Liabilities due to banks	4,136.2	340.9	- 297.4	- 104.6	- 7.6	0.0	216.2	4,283.7
Bonds	499.5	8.4	0.0	0.0	0.0	0.0	0.0	507.9
Commercial papers	641.7	- 9.3	0.0	0.0	0.0	0.0	0.0	632.4
Dormant equity holding	1.4	- 1.4	0.0	0.0	0.0	0.0	0.0	0.0
Lease liabilities	1,001.9	- 94.8	- 37.8	- 4.6	- 5.2	0.0	203.5	1,063.0
Liabilities due to payment providers	28.8	19.2	0.0	0.0	0.0	0.0	0.0	48.0
	6,309.5	**263.0**	**- 335.2**	**- 109.2**	**- 12.8**	**0.0**	**419.7**	**6,535.0**

Changes due to additions and disposals of project companies from the Renewable Energies Segment are shown under other changes.

E.2 Explanations on the segment report

Dividing up of operations into segments

The segment report provides an overview of the important business divisions of the BayWa Group. Here, the activities of the BayWa Group are divided into segments pursuant to IFRS 8. The division of activities is based on internal management and reporting structures in financial year 2024. It is presented in the same form as is submitted to decision makers, namely the Board of Management of BayWa AG, on a regular basis, therefore forming the basis for strategic decisions. This results in greater uniformity of the internal and external reporting system. All consolidation measures are shown in a separate column of the segment report. Aside from the depreciation and amortisation included in this section, there are no other material non-cash items that must be reported separately in the segment report. The segment reporting for the financial year 2024 presented here is unchanged from the previous year.

The Renewable Energies Segment comprises the activities of BayWa r.e. AG, in which the Group pools material aspects of the renewable energy value chain. Founded in 2009, the subsidiary BayWa r.e. is now a globally active developer, service provider, photovoltaic (PV)wholesaler, energy trader and provider of energy solutions in the fields of renewable energies. BayWa r.e. pursues a three-pronged diversification strategy for its business portfolio: by country, by energy carrier and by business activity. Its business activities are divided into five operating areas: Projects EMEA/APAC & Solutions, Projects Americas, IPP, Operations EMEA and Solar Trade.

Projects EMEA/APAC & Solutions and Project Americas specialise in the development and construction of wind and solar energy systems worldwide. IPP (Independent Power Producer) owns, operates and manages a global portfolio of renewable energy plants. Operations EMEA provides technical and commercial services, supplies consumables and technical and commercial management for the operation of wind and solar power plants and battery storage systems in all core markets in Europe, as well as energy trading and the marketing of electricity from its own plants as an Independent Power Producer (IPP). BayWa r.e. AG operates as an international wholesaler for PV products in the field of solar trade.

The Renewable Energies Segment has had a strong international focus since its founding in order to ensure the greatest possible independence from the development of individual regional markets. BayWa r.e. is currently represented with its own operations in a total of 34 countries in the four regions of Europe, North and South America, Asia-Pacific and Africa.

The Energy Segment comprises an extensive network, which ensures the supply of heating oil, fuels and lubricants, as well as AdBlue, wood pellets and heating solutions, to commercial and private customers. The segment also provides solutions in the fields of electromobility, liquefied natural gas (LNG) and digital mobility. Until the disposal of the Austrian RWA Group in May 2025, this segment also included the energy business in Austria and central and eastern Europe.

In the Cefetra Group Segment, BayWa acts as a supply chain manager for agricultural products - from purchasing and logistics to distribution. The segment pools the activities not tied to a specific location, particularly international grain and oilseed trade activities. The product range also includes dairy products such as cheese, butter, milk powder and milk alternatives (Cefetra Dairy), as well as dried fruit and nut kernels. The main customer groups are grain and oil mills, producers of starch and feedstuff, malt houses and breweries, as well as biofuel manufacturers. As part of its food ingredients strategy, the Cefetra Group is further expanding its business with starch products, rice, pulses and organic products, for example. In doing so, the company is diversifying its product portfolio and benefiting from markets with less intense competition compared to exchange-traded standard products.

The focus of the Agri Trade & Service Segment is direct trading business with farmers. To this end, it supplies conventional agricultural customers in Germany all year round with agricultural inputs that are necessary for agricultural production, such as seed, fertilizers and crop protection products, as well as feedstuff and hygiene products for livestock farming. In addition, the segment collects agricultural products such as grain, oilseed and hops after they are harvested and markets them to local and regional buyers as well as in export markets. To this end, it has a network of locations with high transport, handling and storage capacities. Until the disposal of the Austrian RWA Group in May 2025, this segment also included the agricultural business in Austria and central and eastern Europe.

The sale of machinery, equipment and systems for agriculture, forestry and the public sector in Germany and Austria is pooled in the Agricultural Equipment Segment. The Agricultural Equipment Segment is responsible for the sale of new and used machinery, as well as maintenance and repair services, including spare parts. Agricultural Equipment businessUntil the disposal of the Austrian RWA Group in May 2025, this segment also included the Agricultural Equipment business in Austria and central and eastern Europe. The product range includes tractors, combine har- vesters and special machinery with flexible applications, such as vehicles for sweeping, cleaning and winter services, as well as mowing and sporting venue technologies. Forestry equipment comprises large machinery and equipment such as forestry tractors, chipping machinery and small appliances such as chainsaws and brush cutters, along with the necessary protective clothing. Its most important sales activities encompass the AGCO Group brands - Fendt, Massey Ferguson, Valtra and Challenger - as well as CLAAS agricultural equipment. Along with its bricks-and-mortar stores, BayWa also operates a variety of online platforms in this segment, mainly focusing on the sale of used machinery.

In the Global Produce Segment, BayWa covers the entire fruit and vegetable marketing value chain. In Germany, BayWa is a single seller of domestic dessert pome fruit to wholesalers and retailers in the food industry and a supplier of dessert pome fruit from organic farming. The main collection region in Germany is the area around Lake Constance. Internationally, the segment also includes the Auckland-based T&G Global group of companies in New Zealand, which enables BayWa to supply its trading partners with freshly harvested produce all year round, expand its product range and tap into new sales markets, particularly in Asia, as well as the Dutch trader of exotic fruit specialities TFC Holland B.V., based in Waddinxveen, Netherlands.

The Construction Segment covers the complete spectrum of building materials, ranging from subsurface construction, surface construction, new-build construction, renovation, refurbishment and modernisation to horticulture and landscaping as well as solution packages for energy and healthy buildings. The key region for the Construction Segment is southern Germany. The product range is primarily aimed at small and medium-sized construction companies, trade and commercial enterprises and local authorities, as well as private builders and homeowners. The Construction Segment also provides customers with expertise and support when it comes to innovative topics such as healthy construction and energy efficiency. BayWa delivers services along the entire value chain in the area of refurbishment, from formulating requirements, advising on and procuring subsidies to supplying goods and providing evidence. A further focal point lies in supplying specialities in fields such as wooden construction and construction timber, formwork equipment and precast concrete elements, as well as flat-roof construction. In addition, BayWa works with developers on the implementation of projects in Germany. Until the disposal of the Austrian RWA Group in May 2025, this segment also included the DIY and garden centre business and the building materials business in Austria and central and eastern Europe.

Other Activities encompass the Group’s central management and administrative functions, as well as peripheral activities.

Apart from revenues generated through business with third parties that are disclosed in the segments, intra- and inter-segment revenues are also reported. Revenues are not broken down by individual product and service at Group level due to the heterogeneity of the products sold in the Group. Both intra- and inter-segment sales are conducted at arm’s length terms and conditions. Any interim profits arising in this context are eliminated in the consolidated financial statements. In financial year 2024, the segment information was expanded to include the cost of materials, personnel expenses and other operating expenses after revenue. In addition to earnings before interest, taxes, depreciation and amortisation (EBITDA), earnings before interest and taxes (EBIT) – with earnings from investments accounted for using the equity method and other income from investments as thereof – and earnings before taxes (EBT), depreciation and amortisation, write-ups and net interest income (broken down into interest income and interest expenses) are also reported for each segment. At the BayWa Group, earnings before interest and tax (EBIT) consist of the result of operating activities plus income from participating interests recognised at equity and other income from shareholdings. Earnings before interest, tax, depreciation and amortisation (EBITDA) are calculated in the same manner. A computational transition to the following financial information by segment is not possible.

Assets, inventories and liabilities are still reported separately for each segment. To further increase the informative value of the segment information, the segmental liabilities of the Renewable Energies, Cefetra Group, Global Produce and Construction Segments are presented in consolidated form. As a result, reference is not made to the raw reported data as a whole, with the corresponding consolidation effects not being allocated to the transition.

Investments made (excluding financial assets) are also divided up among the segments. Such investments concern the addition of intangible assets and property, plant and equipment, as well as additions from company acquisitions. Moreover, the information in this segment report includes the annual average number of employees per segment.

The transition primarily includes amortisation of the hidden reserves and intangible assets revealed in purchase price allocations in previous years.

In the course of preparing the reorganisation opinion, the BayWa Group’s internal management and, as a result, external segment reporting have been restructured. From financial year 2025, this will be divided into nine segments instead of previously eight. The reorganisation focuses less on the operational divisions and more on the organisational structure of the Group: The subdivision is based on subgroups (BayWa, BayWa, r.e., Global Produce, Cefetra Group, RWA), whereby only the BayWa subgroup with around 80 holdings continues to be subdivided into the familiar operational business divisions (for details, please refer to the “Remarks on the situation regarding the reorganisation of the BayWa Group” at the beginning of the Notes to the Consolidated Financial Statements). This allocation of the segments takes account of the fact that individual areas of the Group are to be or have already been sold as part of the reorganisation measures. This new structure will ensure the comparability of business figures across future reporting periods.

The future reportable segments are from the 2025 financial year onwards: BayWa Agri Trade & Service, BayWa Agricultural Equipment, BayWa Heating & Mobility, BayWa Construction, BayWa Others, Renewable Energies, Global Produce, Cefetra Group and RWA. RWA was sold with closing on 2 May 2025; closing of the sale of the Cefetra Group is planned for the end of the 2025 financial year.

Financial information by segment for the financial year 2024

In € million 31/12/2024	Renewable Energies	Energy	Cefetra Group	Agri Trade & Service
Revenues generated through business with third parties	4,117.8	2,542.9	4,813.1	4,550.6
Intra-segment revenues	461.5	302.9	593.3	533.7
Inter-segment revenues	2.0	20.1	35.1	35.5
Total revenues	**4,581.3**	**2,865.9**	**5,441.5**	**5,119.8**
Cost of material	- 3,710.8	- 2,369.7	- 4,644.4	- 4,146.5
Personnel expenses	- 428.6	- 96.3	- 72.9	- 219.2
Other operating expenses	- 480.3	- 76.9	- 41.0	- 184.5
Earnings before interest, tax, depreciation and amortisation (EBITDA)	**- 306.9**	**20.7**	**49.2**	**45.9**
Depreciation/amortisation and impairment	- 425.2	- 28.9	- 49.5	- 143.0
thereof: impairments in accordance with IAS 36	- 332.7	- 13.3	- 38.6	- 103.1
Earnings before interest and tax (EBIT)	**- 732.0**	**- 8.2**	**- 0.3**	**- 97.1**
thereof: income from participating interests recognised at equity	- 42.6	0.0	0.0	1.5
thereof: other income from shareholdings	- 0.7	9.4	2.5	- 1.5
Interest income	7.9	0.0	4.0	1.8
Interest expenses	- 195.2	- 6.0	- 49.3	- 71.7
Net interest	- 187.3	- 6.0	- 45.3	- 69.9
Earnings before tax (EBT)	**- 919.4**	**- 14.1**	**- 45.5**	**- 167.1**
Income tax				
Net result for the year				
Assets	4,027.4	395.4	1,144.1	1,422.6
thereof: participating interests recognised at equity	64.9	5.8	2.0	23.6
thereof: non-current assets held for sale/discontinued operations	169.8	114.2	0.0	765.5
Inventories	945.8	52.9	559.1	358.7
Liabilities	3,955.3	399.0	1,015.4	1,502.0
thereof: liabilities from discontinued operations	107.4	130.3	0.0	484.1
Investments in intangible assets, property, plant and equipment and investment property (including company acquisitions)	367.7	45.9	9.3	66.7
Employee annual average	4,648	1,493	750	3,778

* The Innovation & Digitalisation Segment was dissolved at the beginning of financial year 2024 and allocated to Other Activities. The previous year's figures have been adjusted in accordance with IAS 8.29.

	Agricultural Equipment	Global Produce	Building Materials	Other Activities *	Transition	**Group**
	2,421.0	925.8	1,762.6	19.3	0.0	21,153.1
	37.8	437.3	52.5	27.6	0.0	2,446.6
	2.0	0.0	1.1	5.8	0.0	101.6
	2,460.8	**1,363.1**	**1,816.2**	**52.7**	**0.0**	**23,701.3**
	- 1,916.2	- 690.8	- 1,438.7	- 17.7	0.0	- 18,934.9
	- 270.6	- 123.5	- 255.4	- 150.6	0.0	- 1,617.0
	- 114.9	- 89.7	- 124.0	- 105.7	0.0	- 1,217.0
	108.2	**51.4**	**17.5**	**- 148.5**	**0.0**	**- 162.5**
	- 48.0	- 33.7	- 98.4	- 95.3	- 0.5	- 922.3
	- 15.4	0.0	- 60.7	- 57.4	0.0	- 621.2
	60.3	**17.7**	**- 80.9**	**- 243.8**	**- 0.5**	**- 1,084.8**
	0.2	1.3	- 6.3	15.2	0.0	- 30.7
	0.0	- 1.0	5.0	- 29.7	0.0	- 16.0
	0.4	3.8	1.1	6.0	0.0	25.0
	- 58.1	- 23.4	- 51.8	- 55.3	0.0	- 510.8
	- 57.7	- 19.6	- 50.7	- 49.3	0.0	- 485.8
	2.6	**- 2.0**	**- 131.6**	**- 293.0**	**- 0.5**	**- 1,570.6**
						- 33.5
						- 1,604.1
	1,146.6	724.5	981.1	5,537.9	- 4,527.2	10,852.4
	11.0	21.4	2.8	1.0	0.0	132.5
	133.5	4.5	228.1	281.4	8.7	1,705.7
	590.1	40.4	369.6	0.6	1.2	2,918.4
	1,372.8	475.3	1,146.1	3,953.1	- 3,001.8	10,817.2
	59.5	0.0	146.5	332.2	0.3	1,260.3
	82.0	49.8	50.0	19.0	0.0	690.4
	3,944	2,689	4,325	1,099	–	22,726

*** prior to consolidation**

Financial information by segment for the financial year 2023

In € million 31/12/2023	Renewable Energies	Energy	Cefetra Group	Agri Trade & Service
Revenues generated through business with third parties	5,789.4	2,820.0	5,309.3	4,899.3
Intra-segment revenues	419.9	335.8	750.3	554.1
Inter-segment revenues	9.2	24.8	24.9	34.3
Total revenues	**6,218.5**	**3,180.6**	**6,084.5**	**5,487.7**
Cost of material	- 4,901.4	- 2,636.6	- 5,121.6	- 4,483.8
Personnel expenses	- 404.1	- 92.8	- 73.0	- 209.5
Other operating expenses	- 456.6	- 69.4	- 36.3	- 180.0
Earnings before interest, tax, depreciation and amortisation (EBITDA)	**271.3**	**34.1**	**73.8**	**68.6**
Depreciation/amortisation	- 77.5	- 16.3	- 9.2	- 42.2
Earnings before interest and tax (EBIT)	**193.8**	**17.8**	**64.6**	**26.4**
thereof: income from participating interests recognised at equity	- 1.4	2.2	0.2	1.2
thereof: other income from shareholdings	- 1.1	0.1	- 0.4	- 0.3
Interest income	6.2	0.0	3.6	1.0
Interest expenses	- 141.5	- 3.1	- 40.5	- 58.1
Net interest	- 135.3	- 3.1	- 36.9	- 57.1
Earnings before tax (EBT)	**58.5**	**14.7**	**27.7**	**- 30.7**
Income tax				
Net result for the year				
Assets	4,763.0	535.5	1,114.6	1,799.2
thereof: participating interests recognised at equity	103.3	4.5	2.0	22.6
thereof: non-current assets held for sale/discontinued operations	0.0	0.0	0.0	0.4
Inventories	1,413.9	92.4	532.7	860.3
Liabilities	3,677.1	515.0	930.7	1,705.1
thereof: liabilities from discontinued operations	0.0	0.0	0.0	0.0
Investments in intangible assets, property, plant and equipment and investment property (including company acquisitions)	441.5	27.3	18.8	52.1
Employee annual average	4,592	1,472	709	3,761

	Agricultural Equipment	Global Produce	Building Materials	Other Activities *	Transition	**Group**
	2,239.3	878.6	1,988.3	24.0	0.0	23,948.2
	40.6	161.0	58.6	24.7	- 2,345.0	0.0
	4.1	0.0	1.2	4.8	- 103.3	0.0
	2,284.0	**1,039.6**	**2,048.1**	**53.5**	**- 2,448.3**	**23,948.2**
	- 1,819.7	- 665.8	- 1,652.5	- 15.5	0.0	- 21,286.9
	- 263.2	- 121.5	- 270.0	- 171.2	0.0	- 1,605.3
	- 115.6	- 129.9	- 129.6	21.5	0.0	- 1,095.9
	109.6	**19.1**	**44.2**	**- 33.4**	**0.0**	**587.3**
	- 25.0	- 34.2	- 37.6	- 40.8	- 0.5	- 283.3
	84.6	**- 15.1**	**6.6**	**- 74.2**	**- 0.5**	**304.0**
	0.5	0.7	- 0.9	9.4	0.0	11.9
	0.0	0.2	0.1	4.7	0.0	3.3
	0.3	2.8	0.3	6.1	0.0	20.3
	- 34.7	- 20.4	- 37.3	- 26.4	0.0	0.0
	- 34.4	- 17.6	- 37.0	- 20.3	0.0	- 341.7
	50.2	**- 32.7**	**- 30.4**	**- 94.5**	**- 0.5**	**- 37.7**
						- 55.7
						- 93.4
	1,503.4	718.9	1,131.7	6,127.6	- 5,175.2	12,518.7
	10.5	20.7	4.7	147.1	0.0	315.4
	0.0	3.0	0.0	0.0	0.0	3.4
	921.2	45.3	456.5	2.8	- 1.6	4,323.5
	1,712.3	446.2	1,220.4	3,289.5	- 2,690.6	10,805.7
	0.0	0.0	0.0	0.0	0.0	0.0
	32.1	78.7	43.9	42.4	0.0	736.8
	3,931	2,737	4,655	1,179.0	–	23,036

*** prior to consolidation**

Segment reporting by region

Beyond reporting under IFRS 8, which does not require secondary segment information, information on segment reporting by region is also disclosed. Consequently, external sales are allocated according to where the customer is domiciled; the Group's core markets are in Germany, Austria and the Netherlands.

Financial information by region

	External sales		Non-current assets	
In € million	**2024**	2023	**2024**	2023
Germany	7,764.4	9,116.2	1,811.9	1,982.6
Austria	2,762.5	3,384.4	4.2	570.7
Netherlands	1,553.4	1,846.0	224.5	247.4
New Zealand	242.4	292.4	304.6	306.4
USA	755.4	819.8	656.5	744.1
Other international operations	8,075.0	8,489.4	741.4	1,066.5
thereof: rest of Europe	7,009.0	7,348.8	520.7	818.4
Group	**21,153.1**	**23,948.2**	**3,743.1**	**4,917.6**

E.3 Litigation

In March 2015, the Bundeskartellamt (German federal antitrust authority) initiated administrative offence proceedings concerning "crop protection", in the context of which BayWa AG was fined. The proceedings were ended in January 2020. Since then, there has been a fundamental risk that customers could assert claims for compensation against BayWa AG. At the time the financial statements were prepared, a claim for damages was filed against BayWa AG. Further claims for damages are pending against other companies involved in the cartel proceedings. In these proceedings, BayWa AG was notified of the dispute by the defendant. In the event of a defeat, these companies may be entitled to compensation claims against BayWa AG.

However, BayWa assumes, based on the assessment of its advisors, that there is currently an overwhelming probability that neither will BayWa be ordered to pay damages in a certain amount nor that BayWa can be successfully claimed for joint and several compensation from other companies involved in the antitrust proceedings in a certain amount.

Neither BayWa AG nor any of its Group companies are involved in a court case or arbitration proceedings which could have a major impact on the economic situation of the Group, either now or in the past two years. Such court cases are also not foreseeable. Provisions have been made in an appropriate amount at the respective Group company for any financial burdens arising from pending court cases or arbitration proceedings and for other legal disputes and/or there is appropriate insurance cover in place.

E.4 Information pursuant to Section 160 para. 1 item 8 of the German Stock Corporation Act (AktG)

Pursuant to the German Securities Trading Act (WpHG), any shareholder who reaches, exceeds or falls below the thresholds of 3%, 5%, 10%, 15%, 20%, 25%, 30%, 50% or 75% of the voting rights of a listed company is required to inform the company and the German Financial Supervisory Authority (BaFin) without delay. BayWa AG was informed of the following holdings:

Pursuant to Section 41 para. 2 in conjunction with Section 21 para. 1 of the German Securities Trading Act (WpHG), Bayerische Raiffeisen-Beteiligungs-AG, Beilngries, Germany, informed us on 4 April 2002 that the proportion of its voting rights in our company had exceeded the 30% threshold and stood at 37.51% as at 1 April 2002.

Raiffeisen Agrar Invest GmbH, Vienna, Austria, informed us on 16 July 2009 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share apportioned to it of the voting rights in BayWa Aktiengesellschaft, Arabellastraße 4, 81925 Munich, Germany, exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from registered shares with restricted transferability and 143,888 voting rights from registered shares) on 15 July 2009.

Raiffeisen Agrar Holding GmbH, Vienna, Austria, informed us on 16 July 2009 that, pursuant to Sections 21 para. 1, 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG), the share apportioned to it of the voting rights in BayWa Aktiengesellschaft, Arabellastraße 4, 81925 Munich, Germany, exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from registered shares with restricted transferability and 143,888 voting rights from registered shares) on 15 July 2009. Of these voting rights, 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from registered shares with restricted transferability and 143,888 voting rights from registered shares) were apportionable to Raiffeisen Agrar Holding GmbH pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG). These voting rights were apportionable to Raiffeisen Agrar Holding GmbH via Raiffeisen Agrar Invest GmbH (direct holder of the voting rights) pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG).

LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG, Vienna, Austria, informed us on 16 July 2009 that, pursuant to Sections 21 para. 1, 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG), the share apportioned to it of the voting rights in BayWa Aktiengesellschaft, Arabellastraße 4, 81925 Munich, Germany, exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from registered shares with restricted transferability and 143,888 voting rights from registered shares) on 15 July 2009. Of these voting rights, 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from shares with restricted transferability and 143,888 voting rights from registered shares) were apportionable to LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG). These voting rights were apportionable to LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG via Raiffeisen Agrar Holding GmbH pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG).

On 8 September 2009, we received the following notification from ‘KORMUS’ Holding GmbH, Friedrich-Wilhelm-Raiffeisen-Platz 1, 1020 Vienna, Austria, Company Register no. FN 241822X:

> “We herewith inform you that, pursuant to Sections 21 para. 1 and 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG), the share of the voting rights in BayWa Aktiengesellschaft, Arabellastraße 4, 81925 Munich, Germany, apportioned to us had fallen below the thresholds of 25%, 20%, 15%, 10%, 5% and 3% on 8 September 2009 and that the whole share in the voting rights now amounts to 0% (the equivalent of 0 voting rights). To date, a share in the voting rights of 25.12% (the equivalent of 8,533,673 voting rights) was apportionable to us pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG) via LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG. As a result of a demerger, 16,329,226 of the shares formerly held by us in LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG (the equivalent of 50.05% of the shares and the voting rights) were directly transferred to ‘LAREDO’ Beteiligungs GmbH, our direct parent company, with effect from 8 September 2009.”

‘LAREDO’ Beteiligungs GmbH, Vienna, Austria, informed us on 16 July 2009 that, pursuant to Sections 21 para. 1, 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG), the share apportioned to it of the voting rights in BayWa Aktiengesellschaft, Arabellastraße 4, 81925 Munich, Germany, exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from registered shares with restricted transferability and 143,888 voting rights from registered shares) on 15 July 2009. Of these voting rights, 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from shares with restricted transferability and 143,888 voting rights from registered shares) were apportioned to ‘LAREDO’ Beteiligungs GmbH pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG). These voting rights were apportionable to ‘LAREDO’ Beteiligungs GmbH via ‘KORMUS’ Holding GmbH pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG).

Raiffeisen-Holding Niederösterreich-Wien reg.Gen.m.b.H., Vienna, Austria, informed us on 16 July 2009 that, pursuant to Sections 21 para. 1, 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG), the share apportioned to it of the voting rights in BayWa Aktiengesellschaft, Arabellastraße 4, 81925 Munich, Germany, exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from registered shares with restricted transferability and 143,888 voting rights from registered shares) on 15 July 2009. Of these voting rights, 25.12% (8,533,673 voting rights, of which 8,389,785 voting rights from registered shares with restricted transferability and 143,888 voting rights from registered shares) were apportionable to Raiffeisen-Holding GmbH, Niederösterreich-Wien reg.Gen.m.b.H. pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG). These voting rights were apportionable to Raiffeisen-Holding Niederösterreich-Wien reg.Gen.m.b.H. via ‘LAREDO’ Beteiligungs GmbH pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG).

RWA Management, Service und Beteiligungen GmbH, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), its share in the voting rights of BayWa Aktiengesellschaft, Munich, Germany, came to 25.12% (8,533,673 voting rights) on 15 July 2009 and that these voting rights are apportionable to it via Raiffeisen Agrar Invest GmbH (direct holder of the voting rights) pursuant to Section 22 para. 2 of the German Securities Trading Act (WpHG).
We received the following additional information regarding these developments pursuant to Section 27a para. 1 of the German Securities Trading Act (WpHG):

1) Objectives of the acquisition:
   a) The acquisition of BayWa Aktiengesellschaft voting rights serves to implement strategic goals;

   b) RWA Management, Service und Beteiligungen GmbH plans to obtain additional voting rights by means of acquisition or otherwise within the next twelve months, but not to a significant extent and mainly to prevent dilution of its existing voting rights;
   c) RWA Management, Service und Beteiligungen GmbH currently does not intend to exercise any further-reaching influence on the appointment of members of the issuer's administration, management and supervisory bodies;
   d) RWA Management, Service und Beteiligungen GmbH currently does not plan to implement any material changes to the company's capital structure, particularly in view of the ratio between equity and debt capital, as well as dividend policies.
2) Origin of funds used for the acquisition:
   Insofar as the acquisition of the voting rights occurred within the scope of the merger of RWA Verbundservice GmbH, the former wholly owned subsidiary of the reporting entity, with Raiffeisen Agrar Invest GmbH, neither debt nor equity capital was used for the acquisition of BayWa Aktiengesellschaft voting rights. Any further small acquisitions concluded since the merger were paid with company funds.

RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share apportioned to it in the voting rights of BayWa AG, Munich, Germany, came to 25.12% (8,533,673 voting rights) on 15 July 2009 and that these voting rights are apportionable to it via Raiffeisen Agrar Invest GmbH (direct holder of the voting rights) pursuant to Section 22 para. 2 of the German Securities Trading Act (WpHG). We received the following additional information regarding these developments pursuant to Section 27a para. 1 of the German Securities Trading Act (WpHG):

1) Objectives of the acquisition:
   a) The acquisition of BayWa Aktiengesellschaft voting rights serves to implement strategic goals;
   b) RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen plans to obtain additional voting rights by means of acquisition or otherwise within the next twelve months, but not to a significant extent and mainly to prevent dilution of its existing voting rights;
   c) RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen currently does not intend to exercise any further-reaching influence on the appointment of members of the issuer's administration, management and supervisory bodies;
   d) RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen currently does not plan to implement any material changes to the company's capital structure, particularly in view of the ratio between equity and debt capital as well as dividend policies.
2) Origin of funds used for the acquisition:
   Insofar as the acquisition of the voting rights occurred within the scope of the merger of RWA Verbundservice GmbH, the former wholly owned subsidiary of the reporting entity, with Raiffeisen Agrar Invest GmbH, neither debt nor equity capital was used for the acquisition of BayWa AG voting rights. Any further small acquisitions concluded since the merger were paid with company funds.

Correction of a voting rights notification from 16 July 2009:
RWA Management, Service und Beteiligungen GmbH, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share of voting rights apportioned to it in BayWa AG, Munich, Germany, had exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights) on 15 July 2009. The share of voting rights of 25.12% (8,533,673 voting rights) is apportionable to it via Raiffeisen Agrar Invest GmbH pursuant to Section 22 para. 2 of the German Securities Trading Act (WpHG).

Correction of a voting rights notification from 16 July 2009:
RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share of voting rights apportioned to it in BayWa Aktiengesellschaft, Munich, Germany, had exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights) on 15 July 2009. The share of voting rights of 25.12% (8,533,673 voting rights) is apportionable to RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen via Raiffeisen Agrar Invest GmbH pursuant to Section 22 para. 2 of the German Securities Trading Act (WpHG).

Correction of a voting rights notification from 16 July 2009:
Raiffeisen-Holding Niederösterreich-Wien registrierte Genossenschaft mit beschränkter Haftung, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share of voting rights apportioned to it in BayWa Aktiengesellschaft, Munich, Germany, had exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights) on 15 July 2009. This share in voting rights of 25.12% (8,533,673 voting rights) is apportionable to Raiffeisen-Holding Niederösterreich-Wien registrierte Genossenschaft mit beschränkter Haftung via the chain 'LAREDO' Beteiligungs GmbH, LEIPNIK-LUNDENBURGER INVEST Beteiligungs Aktiengesellschaft, Raiffeisen Agrar Holding GmbH, Raiffeisen Agrar Invest GmbH, the direct holder of BayWa Aktiengesellschaft voting rights, pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG).

Correction of a voting rights notification from 16 July 2009:

'LAREDO' Beteiligungs GmbH, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share of voting rights apportioned to it in BayWa Aktiengesellschaft, Munich, Germany, had exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights) on 15 July 2009. This share in voting rights of 25.12% (8,533,673 voting rights) is apportionable to 'LAREDO' Beteiligungs GmbH via the chain LEIPNIK-LUNDENBURGER INVEST Beteiligungs Aktiengesellschaft, Raiffeisen Agrar Holding GmbH, Raiffeisen Agrar Invest GmbH, the direct holder of BayWa Aktiengesellschaft voting rights, pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG).

Correction of a voting rights notification from 16 July 2009:
LEIPNIK-LUNDENBURGER INVEST Beteiligungs Aktiengesellschaft, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share of voting rights apportioned to it in BayWa Aktiengesellschaft, Munich, Germany, had exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights) on 15 July 2009. This share in voting rights of 25.12% (8,533,673 voting rights) is apportionable to LEIPNIK-LUNDENBURGER INVEST Beteiligungs Aktiengesellschaft Vienna, Austria, via the chain Raiffeisen Agrar Holding GmbH, Raiffeisen Agrar Invest GmbH (the latter being the direct holder of BayWa Aktiengesellschaft voting rights) pursuant to Section 22 para. 1 sentence 1 item 1 of the German Securities Trading Act (WpHG) and via Raiffeisen Agrar Invest GmbH pursuant to Section 22 para. 2 of the German Securities Trading Act (WpHG).

Correction of a voting rights notification from 16 July 2009:
Raiffeisen Agrar Holding GmbH, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share of voting rights apportioned to it in BayWa Aktiengesellschaft, Munich, Germany, had exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights) on 15 July 2009. This share in voting rights of 25.12% (8,533,673 voting rights) is apportionable to it via Raiffeisen Agrar Invest GmbH pursuant to Section 22 para. 1 sentence 1 item 1 and Section 22 para. 2 of the German Securities Trading Act (WpHG).

Correction of a voting rights notification from 16 July 2009:
Raiffeisen Agrar Invest GmbH, Vienna, Austria, informed us on 10 May 2012 that, pursuant to Section 21 para. 1 of the German Securities Trading Act (WpHG), the share of voting rights apportioned to it in BayWa Aktiengesellschaft, Munich, Germany, had exceeded the thresholds of 15%, 20% and 25% on 15 July 2009 and that the whole share in the voting rights came to 25.12% (8,533,673 voting rights) on 15 July 2009.

Raiffeisen-Holding Niederösterreich-Wien registrierte Genossenschaft mit beschränkter Haftung, Vienna, Austria, informed us on 19 January 2016, in the form of a notification of voting rights pursuant to Section 41 para. 4f of the German Securities Trading Act (WpHG), that the share of voting rights apportioned to it in BayWa AG, Munich, Germany, amounted to 25.10% on 26 November 2015, which corresponds to 8,730,273 voting rights. The company's share had amounted to 25.12% on the date of the last notification.

E.5 Related party disclosures

At the BayWa Group, members of the Board of Management and the Supervisory Board are considered related parties. In relation to the shareholder group of BayWa AG, the holdings of Bayerische Raiffeisen-Beteiligungs-AG, Beilngries, Germany, as well as Raiffeisen Agrar Invest AG, Vienna, Austria, mean that they can exert significant influence on BayWa AG. These companies are therefore to be classified as related parties. BayWa AG did not distribute any dividends in financial year 2024. As a result, neither Bayerische Raiffeisen-Beteiligungs-AG (previous year: €14.7 million) nor Raiffeisen Agrar Invest AG (previous year: €12.0 million) received dividend payments. As part of the financing crisis, the two main shareholders granted a loan totalling €125 million with a term of up to one year. Of this amount, €85 million is attributable to Bayerische Raiffeisen-Beteiligungs-AG and €40 million to Raiffeisen Agrar Invest AG. In addition, a contract was signed on 27 December for the sale of the shares in the Austrian company RWA Raiffeisenware Ware Austria Aktiengesellschaft. It has been acquired by RWA Beteiligungsholding GmbH, an affiliated company of RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen (RWA eGen). No business transactions within the meaning of IAS 24 were carried out which need to be reported here. Further information on obligations to related parties can be found in Note C.20.

Transactions with related parties are shown in the table below.

In € million 2024	Supervisory Board	Board of Management	Bayerische Raiffeisen-Beteiligungs-AG und Raiffeisen Agrar Invest AG	Non-consolidated subsidiaries	Joint ventures	Associates
Receivables	0.0	0.0	0.0	50.5	10.3	2.4
Liabilities	0.0	0.0	125.0	16.7	3.4	0.8
Interest income	0.0	0.0	0.0	2.1	0.9	0.3
Interest expenses	0.0	0.0	0.0	0.4	0.0	0.2
Revenues	0.0	0.0	0.0	17.6	3.2	3.9
Cost of materials	0.0	0.0	0.0	10.6	12.1	2.3

In € million 2023	Supervisory Board	Board of Management	Bayerische Raiffeisen-Beteiligungs-AG und Raiffeisen Agrar Invest AG	Non-consolidated subsidiaries	Joint ventures	Associates
Receivables	0.0	0.0	0.0	37.9	8.0	17.8
Liabilities	0.0	0.0	0.0	12.4	2.2	7.4
Interest income	0.0	0.0	0.0	1.3	0.3	0.1
Interest expenses	0.0	0.0	0.0	0.2	0.0	0.2
Revenues	0.0	0.0	0.0	20.6	22.9	67.8
Cost of materials	0.0	0.0	0.0	18.6	13.0	1.9

The transactions conducted with related parties predominantly pertain to the sale of goods. Members of the Board of Management or of the Supervisory Board of BayWa AG are members in supervisory boards or board members of other companies with which BayWa AG maintains business relations in the course of normal business.

E.6 Fees of the Group auditor

The following fees paid to the Group auditor PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (PwC) were recognised as expenses at BayWa AG and its subsidiaries:

In € million	**2024**	2023
For audits performed	3.6	1.8
For other consultancy services	0.5	0.6
For tax consultancy services	0.0	0.0
For other services	0.1	0.0
	4.2	**2.4**

The audit services relate primarily to the fees for the audit of the consolidated and single-entity financial statements of BayWa AG and of the Germany-based subsidiaries included in the consolidated financial statements. The other consultancy services concern, in particular, the audit of the combined separate non-financial report, preparatory activities concerning the issuance of a comfort letter and the audit in connection with the European Market Infrastructure Regulation (EMIR). In addition, individual project-related audits were carried out in the financial year 2024 in connection with the introduction of new IT systems. Other services relate to the quality assurance review of the statement to the German Federal Financial Supervisory Authority (BaFin) in its role as auditor.

E.7 Executive and supervisory bodies of BayWa AG

Supervisory Board (as at 7 July 2025)

Name	Function and activity	Member since	Other mandate(-s)
Gregor Scheller	▪ Chairman of the Supervisory Board (since 08/05/2024) ▪ Chairman of the Board of Directors of the Genossenschaftsverband Bayern e.V. (until 31/07/2024) ▪ Retired bank director (since 01/08/2024)	19/03/2024	▪ Bayerische Raiffeisen-Beteiligungs-Aktiengesellschaft, Beilngries, Germany (member of the Supervisory Board) (until 31/07/2024) ▪ Münchener Hypothekenbank eG, Munich, Germany (Vice Chairman of the Supervisory Board) ▪ LfA Förderbank Bayern, Munich, Germany (permanent guest member of the Board of Directors) (until 31/07/2024) ▪ VR-NetWorld GmbH, Bonn, Germany (Member of the Supervisory Board until 31/07/2024) ▪ ABG GmbH, Beilngries, Germany (Chairman of the Supervisory Board) (until 31/07/2024) ▪ ABG GmbH, Beilngries, Germany (Member of the Supervisory Board) (until 31/07/2024) ▪ RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria (Member of the Supervisory Board) (Fifth Vice Chairman of the Supervisory Board)
Prof. Klaus Josef Lutz	▪ Chairman of the Supervisory Board (until 19/01/ 2024) ▪ President of the Chamber of Industry and Commerce for Munich and Upper Bavaria, Munich, Germany ▪ President of Bayerischer Industrie- und Handelskammertag (BIHK), Munich, Germany ▪ Member of the Executive Committee, German Chamber of Industry and Commerce (DIHK), Berlin, Germany	06/06/2023 until 19/01/2024	▪ BayWa r.e. AG, Munich, Germany (Chairman of the Supervisory Board) (until 22/01/2024) ▪ Giesecke & Devrient GmbH, Munich, Germany (Chairman of the Supervisory Board) ▪ RWA AG, Korneuburg, Austria (Member of the Supervisory Board) (until 22/01/2024) ▪ Euro Pool System International B.V., Rijswijk, Netherlands (Chairman of the Supervisory Board) ▪ Stichting Continuiteit AMG, Amsterdam, Netherlands (Member of the Supervisory Board) ▪ German Raiffeisen Federation (Deutscher Raiffeisenverband e. V., DRV), Berlin, Germany (Vice President) ▪ Deutscher Genossenschafts- und Raiffeisenverband e. V. (DGRV), Bonn, Germany (Member of the Board of Administration) ▪ Genossenschaftsverband Bayern e. V. (GVB), Munich, Germany (Member of the Association Council)
Bernhard Loy	▪ First Vice Chairman of the Supervisory Board (since 06/06/2023) ▪ Service specialist ▪ Chairman of the Works Council of BayWa AG, Agricultural Equipment, Central Franconia ▪ Chairman of the Main Works Council of BayWa AG (since 01/02/2024)	05/06/2018	
Wolfgang Altmüller Dipl.-Betriebswirt (FH)	▪ Second Vice Chairman of the Supervisory Board (until 13/11/2024) ▪ Chairman of the Board of Directors of meine Volksbank Raiffeisenbank eG, Rosenheim, Germany	17/06/2014 until 13/11/2024	▪ Bayerische Raiffeisen-Beteiligungs-AG, Beilngries, Germany (Chairman of the Supervisory Board) ▪ Bundesverband der Deutschen Volksbanken und Raiffeisenbanken e. V. (BVR), Berlin, Germany (Chairman of the Advisory Board)
Michael Göschelbauer	▪ Mayor of Altlengbach, Austria ▪ Farmer	06/06/2023	▪ RWA Raiffeisen Ware Austria AG, Korneuburg, Austria (Chairman of the Supervisory Board) ▪ RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen, Korneuburg, Austria (Chairman of the Supervisory Board)
Thomas Gürlebeck	▪ Vice Chairman of the trade section of ver.di, Bavaria state region	07/01/2021	
Jürgen Hahnemann	▪ Warehouse coordinator Franconia ▪ Chairman of the Works Council of BayWa AG, Construction Central Franconia ▪ Member of the Main Works Council of BayWa headquarters	05/06/2018	
Ingrid Halbritter	▪ Senior Credit Risk Manager ▪ Second Vice Chairman of the Main Works Council (since 01/02/2024)	01/07/2021	
Jaana Hampel	▪ Union Secretary, trade section of ver.di, Central Franconia support area	06/06/2023	

Name	Function and activity	Member since	Other mandate(-s)
Mag. Michael Höllerer	▪ General Director (Chairman of the Board of Directors) of Raiffeisenlandesbank Niederösterreich-Wien AG, Vienna, Austria ▪ General Director of Raiffeisen-Holding Niederösterreich-Wien, Vienna, Austria ▪ Second Vice Chairman of the Supervisory Board (since 03/12/2024)	06/06/2023	▪ AGRANA Zucker, Stärke und Frucht Holding AG (Chairman of the Supervisory Board) ▪ DoNhauser GmbH (Chairman of the Supervisory Board) ▪ DoN Boardservice GmbH (Chairman of the Supervisory Board) ▪ NÖM AG (Chairman of the Supervisory Board) ▪ LEIPNIK-LUNDENBURGER INVEST Beteiligungs Aktiengesellschaft (Vice Chairman of the Supervisory Board) ▪ Raiffeisen Software GmbH (Vice Chairman of the Supervisory Board) ▪ Raiffeisen Bank International AG (Member of the Supervisory Board) ▪ ÖBAG – Österreichische Beteiligungs AG (Member of the Supervisory Board)
Monika Hohlmeier	▪ Member of the European Parliament	04/06/2013	
Dr. Bernd Köhler	▪ Management consultant	10/02/2025	
Michael Kuffner	▪ Head of Environment, Health & Safety (EH&S)	04/06/2013	BGHW Berufsgenossenschaft für Handel und Warenlogistik (Member of the Board of Management)
Wilhelm Oberhofer Bank Specialist IHK	▪ Member of the Board of Management of VR Bank Kempten-Oberallgäu eG (formerly: Raiffeisenbank Kempten-Oberallgäu eG), Kempten, Germany ▪ Member of the Management Board of Bayerische Raiffeisen-Beteiligungs-AG, Beilngries, Germany	06/08/2015	▪ Bausparkasse Schwäbisch Hall AG, Schwäbisch Hall, Germany (Member of the Supervisory Board) ▪ GOS Grundstücksgesellschaft Oberallgäu-Süd mbH, Sonthofen, Germany (Member of the Advisory Committee) ▪ DZ Bank AG, Frankfurt am Main, Germany (Member of the Central Advisory Board, Vice Chairman)
Joachim Rukwied Dipl.-Ing. (FH)	▪ Farmer and vintner ▪ President of the German Farmers' Association (Deutscher Bauernverband e. V.), Berlin, Germany ▪ President of the Landesbauernverband in Baden-Württemberg e. V., Stuttgart, Germany	04/06/2013	▪ Buchstelle LBV GmbH, Stuttgart, Germany (Chairman) ▪ KfW Bankengruppe, Frankfurt am Main, Germany (Member of the Board of Administration) ▪ Landwirtschaftliche Rentenbank (Germany's development agency for agribusiness and rural areas), Frankfurt am Main, Germany (Chairman of the Board of Administration) ▪ Land-DATA GmbH, Visselhövede, Germany (Chairman) ▪ LBV-Unternehmensberatungsdienste GmbH, Stuttgart, Germany (Chairman of the Board of Administration) ▪ Messe Berlin GmbH, Berlin, Germany (Member of the Supervisory Board) ▪ R+V Allgemeine Versicherung AG, Wiesbaden, Germany (Member of the Supervisory Board) ▪ Südzucker AG, Mannheim/Ochsenfurt, Germany (Member of the Supervisory Board)
Thomas Stuber	▪ Chairman of the Works Council of BayWa AG, Construction, Swabia	06/06/2023	
Monique Surges	▪ Chief Executive Officer German-New Zealand Chamber of Commerce Inc., Auckland, New Zealand ▪ Chief Executive Officer German Chamber of Commerce Abroad (AHK), Auckland, New Zealand ▪ Vice-President of the New Zealand Europe Business Council (NZEBC), Auckland, New Zealand	19/05/2015	
Maria-Magdalena Waschbichler	▪ HR Administrator (since 01/03/2024)	06/06/2023	

Cooperative Council (as at 7 July 2025)

Name	Function and activity
Chairman and members pursuant to Article 28 (5) of the Articles of Association	
Joachim Hausner	▪ Chairman ▪ Chairman of the Board of Directors of VR Bank Bamberg-Forchheim eG, Bamberg, Germany
Gregor Scheller (since 08/05/2024)	▪ Member pursuant to Article 28 para. 5 of the Articles of Association (since 08/05/2024) ▪ Retired bank director, Forchheim, Germany
Michael Göschelbauer	▪ Member pursuant to Article 28 para. 5 of the Articles of Association ▪ RWA Raiffeisen Ware Austria AG, Korneuburg, Austria (Chairman of the Supervisory Board) ▪ RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen, Korneuburg, Austria (Chairman of the Supervisory Board)

Name	Function and activity
Prof. Klaus Josef Lutz (until 19/01/2024)	▪ Deputy Chairman and member pursuant to Article 28 (5) of the Articles of Association ▪ President of the Chamber of Industry and Commerce for Munich and Upper Bavaria, Munich, Germany ▪ President of Bayerischer Industrie- und Handelskammertag (BIHK), Munich, Germany ▪ Member of the Executive Committee, German Chamber of Industry and Commerce (DIHK), Berlin, Germany

Other members	
Franz Breiteneicher	▪ Managing Director of Raiffeisen-Waren GmbH Erdinger Land, Taufkirchen (Vils), Germany
Albert Deß	▪ District Councillor, former Member of the European Parliament ▪ Chairman of the Board of Directors of Bayernland eG, Nuremberg, Germany
Siegfried Drexl (until 31/12/2023)	▪ Member of the Management Board of Genossenschaftsverband Bayern e. V., Munich, Germany (until 31/12/2023)
Martin Empl Dipl.-Ing. agr. (until 31/12/2024)	▪ Farmer, Augsburg
Michael Dandorfer (since 01/01/2024)	▪ Member of the Board of Management of Münchner Bank eG, Munich, Germany
Jürgen Dietrich (since 11/06/2024)	▪ Chairman of Landeskuratorium für pflanzliche Erzeugung in Bayern e. V., Munich, Germany
Günther Felßner	▪ President of the Bavarian Farmers' Association (Bayerischer Bauernverband), Munich, Germany ▪ Vice President of the German Farmers' Association (Deutscher Bauernverband), Berlin, Germany (since 28/06/2023)
Dr Reinhard Funk Dipl.-Ing. agr.	▪ Farmer and publicly appointed agricultural appraiser, Erolzheim, Germany
Peter Götz	▪ Member of the Board of Management of the Genoverband e.V., Frankfurt am Main, Germany
Markus Grauer	▪ Managing Director of Raiffeisen-Waren Schwaben Allgäu GmbH, Babenhausen, Germany
Albert Griebl	▪ Spokesman of the Management Board of VR-Bank Rottal-Inn eG, Pfarrkirchen, Germany
Wolfgang Grübler	▪ Member of the Board of Directors Agrarunternehmen "Lommatzscher Pflege" e.G., Lommatzsch, Germany
Alois Hausleitner Ök.-Rat (until 31/12/2024)	▪ RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria (Member of the Supervisory Board)
Ludwig Hubauer Ök.-Rat (until 31/12/2024)	▪ Chairman of Lagerhaus Innviertel-Traunviertel-Urfahr eGen, Geinberg, Austria ▪ RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria (Member of the Supervisory Board)
Martin Körner Dipl.-Ing. (FH)	▪ Farmer, fruit grower, Backnang, Germany
Alfred Kraus (since 16/09/2024)	▪ Managing Director of Raiffeisen-Handels-GmbH, Rotthalmünster, Germany
Torsten Krawczyk	▪ President of Sächsischer Landesbauernverband e. V., Dresden, Germany
Johann Kreitmeier (until 27/05/2024)	▪ Farmer, Attenhofen, Gerrmany
Franz Kustner	▪ Honorary President of the Bavarian Farmers' Association (Bayerischer Bauernverband), Hirschau, Germany
Markus Merz	▪ Chairman of the Board of Directors of VR-Bank Main-Rhön eG, Sennfeld, Germany (since 01/08/2024)
Marlene Mortler	▪ Former Member of the European Parliament (since 16/07/2024), Lauf-Dehnberg
Gunter Nüssel (since 01/01/2024)	▪ Managing Director of BERATA-GmbH Steuerberatungsgesellschaft, Gröbenzell
Roland Petzke (since 17/10/2024)	▪ Managing Director of Raiffeisen-Handels-GmbH Ostbayern, Rotthalmünster, Germany
Johann Rohringer	▪ Chairman of Raiffeisen-Lagerhaus Hollabrunn-Horn eGen, Hollabrunn, Austria
Angelika Schorer	▪ Former Member of the Bavarian State Parliament, Jengen, Germany
Gerd Sonnleitner	▪ Farmer ▪ Honorary President of the European Farmers' Union, Brussels, Belgium ▪ Honorary President of the German Farmers' Association (Deutscher Bauernverband), Berlin, Germany ▪ Honorary President of the Bavarian Farmers' Association (Bayerischer Bauernverband), Munich, Germany
Dr. Hermann Starnecker	▪ Spokesman of the Management Board of VR Bank Augsburg-Ostallgäu eG, Augsburg, Germany
Wolfgang Völkl (until 31/12/2024)	▪ Spokesman of the Management Board of Volksbank Raiffeisenbank Regensburg-Schwandorf eG, Regensburg, Germany
Jürgen Zant (since 08/05/2024)	▪ Managing Director of Raiffeisen Waren GmbH Nordoberpfalz, Tirschenreuth, Germany

Board of Management

Allocation of departments

Dr. Frank Hiller (since 01/03/2025)

(Chief Executive Officer)

Corporate Strategy, Corporate Communications/Investor Relations, Corporate HR, Corporate EH & S, General Counsel: Corporate Governance, Corporate Compliance, Corporate Legal, Corporate Audit and Corporate Sustainability/ESG

External mandates

- Mubea, Muhr und Bender KG, Attendorn, Germany (Member of the Advisory Committee)
- Stratec SE, Birkenfeld, Germany (Vice Chairman of the Supervisory Board)

Group mandates

- BayWa r.e. AG, Munich, Germany (Member of the Supervisory Board) (since 01/04/2025)

Marcus Pöllinger (until 31/10/2024)

(Chairman of the Board of Directors)

Corporate Communications, Corporate EH&S, Corporate Governance, Corporate Legal & Compliance, Corporate Logistics, Corporate Strategy, Corporate People, Culture & ESG, CDO Office & Innovation, Group General Counsel (Audit, International Legal Projects, M&A), Cefetra Group, Agricultural Products, Global Produce, Construction, Digital Farming, BayWa Foundation

External mandates

- None

Group mandates

- BayWa r.e. AG, Munich, Germany (Chairman of the Supervisory Board) (until 31/10/2024)
- BayWa Global Produce GmbH, Munich, Germany (Chairman of the Supervisory Board) (until 31/10/2024)
- Cefetra Group B.V., Rotterdam, Netherlands (Member of the Supervisory Board) (until 31/10/2024)
- RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria (First Vice Chairman of the Supervisory Board) (until 31/10/2024)
- T&G Global Limited, Auckland, New Zealand (Member of the Board of Directors) (until 31/10/2024)

Michael Baur (since 01/11/2024)

(Chief Restructuring Officer, Member of the Management Board)

Construction (until 30/11/2024), Restructuring, Corporate Strategy, Corporate Governance, Sustainability / ESG, Communications, Corporate Compliance, General Counsel, Corporate M&A, Corporate Legal, Corporate Audit, Shareholdings

External mandates

- None

Group mandates

- BayWa r.e. AG, Munich, Germany (Chairman of the Supervisory Board) (since 08/11/2024)
- Cefetra Group B.V., Rotterdam, Netherlands (Member of the Supervisory Board) (since 22/11/2024)
- T&G Global Limited, Auckland, New Zealand (Member of the Board of Directors) (since 19/11/2024)

Andreas Helber (until 31/03/2025)

(CFO, member of the Board of Management)

Corporate Controlling, Corporate Finance & Accounting, Corporate Insurance, Corporate Real Estate Management, Corporate Risk, Investor Relations, Business Services (Finance Services, HR Services, Corporate Purchasing & Services), Corporate IT (since 01/11/2024)

External mandates

- Munich Stock Exchange (Member of the Stock Exchange Council)
- R+V Allgemeine Versicherung AG, Wiesbaden, Germany (Member of the Supervisory Board)
- LGAD Landesverband Bayern Großhandel, Außenhandel, Dienstleistungen e. V., Munich, Germany (Vice President and Member of the Management Board)
- BGA Bundesverband Großhandel, Außenhandel, Dienstleistung e.V., Berlin (Member of the Executive Committee) (since 01/10/2024)

Group mandates

- Cefetra Group B.V., Rotterdam, Netherlands (Member of the Supervisory Board) (until 11/09/2024)
- BayWa Global Produce GmbH, Munich, Germany (Member of the Supervisory Board)
- BayWa r.e. AG, Munich, Germany (Member of the Supervisory Board)
- RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria (Third Vice Chairman of the Supervisory Board)
- T&G Global Limited, Auckland, New Zealand (Member of the Board of Directors)

Prof. Dr. Matthias J. Rapp (since 01/03/2025)

(Member of the Management Board)

Corporate Controlling, Corporate Finance & Accounting, Corporate Insurance, Corporate Real Estate Management, Corporate Risk, Business Services (Finance Services, HR Services, Corporate Purchasing & Services)

External mandates

- Commerzbank AG, Frankfurt am Main, Germany (Regional Advisory Committee)
- Bayerische Landesbank Anstalt des öffentlichen Rechts (BayernLB), Munich, Germany (Advisory Committee)
- Schmalenbach Society for Business Administration, Cologne, Germany (Member)
- Erich-Gutenberg-Arbeitsgemeinschaft Köln e.V., Cologne, Germany (Member)

Group mandates

- BayWa r.e. AG, Munich, Germany (Member of the Supervisory Board) (since 01/04/2025)

Dr. Marlen Wienert

(Member of the Board of Management)

Corporate Marketing, Agri Trade & Service (until 30/11/2024), Corporate HR (since 01/11/2024), Corporate EH&S (since 01/11/2024), BayWa Foundation (since 01/11/2024)

External mandates

- Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG, Ochsenfurt, Germany (Member of the Supervisory Board)
- UBB e. V. (Unsere Bayerischen Bauern) (Member of the Management Board)

Allocation of departments
Group mandate
▪ RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria (Member of the Supervisory Board)
Reinhard Wolf (Member of the Board of Management) RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria (CEO and Chairman of the Board of Directors [until 30/11/2024]), RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung eGen, Korneuburg, Austria (Chairman of the Management Board [until 30/11/2024]), Agri Trade & Service (since 01/12/2024), Construction (since 01/12/2024) **External mandates** ▪ Raiffeisen-Holding Niederösterreich-Wien registrierte Genossenschaft mit beschränkter Haftung, Vienna, Austria (until 30/11/2024) ▪ EVN AG, Maria Enzersdorf, Austria (Chairman of the Supervisory Board) **Group mandates** ▪ Garant - Tiernahrung Gesellschaft m.b.H., Pöchlarn, Austria (Chairman of the Supervisory Board) (until 30/11/2024) ▪ Raiffeisen-Lagerhaus GmbH, Bruck an der Leitha, Austria (Vice Chairman of the Supervisory Board) (until 30/11/2024) ▪ "UNSER LAGERHAUS" WARENHANDELSGESELLSCHAFT m.b.H., Klagenfurt, Austria (Chairman of the Supervisory Board) ▪ BayWa r.e. AG, Munich, Germany (Member of the Supervisory Board) (since 28/02/2024) ▪ Cefetra Group B.V., Rotterdam, Netherlands (Member of the Supervisory Board) (since 13/09/2024)

As at: 07/07/2025

E.8 Total remuneration of the Board of Management, the Supervisory Board and the Cooperative Council

Key management personnel comprises the Board of Management and the Supervisory Board. The remuneration of the Board of Management totalled €6.9 million in the financial year 2024 (2023: €3.7 million). The total remuneration of the Supervisory Board came to €1.4 million (2023: €1.9 million). In addition to Supervisory Board remuneration, employee representatives who are employees of the BayWa Group receive compensation not connected to their activities for the Supervisory Board. The sum total of such compensation received by the employee representatives came to €0.5 million (2023: €0.6 million). The total remuneration of the Board of Management and Supervisory Board breaks down as follows:

In € million	**2024**	2023
Remuneration of the Board of Management		
payment due in short term	3.7	4.3
transfers to pension provision	0.7	0.7
termination benefits	2.5	0.0
other long-term payments	0.0	- 1.3
Total remuneration of the Board of Management	**6.9**	**3.7**
Remuneration of the Supervisory Board		
payment due in the short term	1.4	1.9
Total remuneration of the Supervisory Board	**1.4**	**1.9**
Combined remuneration of the Board of Management and the Supervisory Board	**8.3**	**5.6**

Michael Bauer (CRO) does not have an employment contract with BayWa AG and does not receive any remuneration from BayWa AG. His Board of Management activities for BayWa AG are part of a service agreement that BayWa AG has concluded with AlixPartners Ltd., London, Swiss Branch, Zurich. A fixed monthly fee of €75,000 has been agreed for the services under the service agreement. The service agreement also provides for a success fee of €200,000 for 2024, subject to the condition that no regular insolvency proceedings are opened over the company's assets by 31 December 2024. The remuneration (fixed fee and performance fee) under the service agreement with AlixPartners Ltd. for the 2024 financial year totalled €350,000. In addition, a lump-sum reimbursement of expenses in the amount of €15,000 and an administration fee of €4,500 were paid to Alix-Partners Ltd. (the performance fee and the fixed fee attributable to December 2024, the lump-sum reimbursement of expenses and the administration fee relating to December 2024 were not due and paid until after the end of the reporting year). The total remuneration for AlixPartners Ltd. under the service agreement for the 2024 financial year thus amounted to €369,500.

A total of €0.8 million of the total remuneration of the Board of Management was still outstanding as at 31 December 2024 (previous year: €0.5 million). With regard to the long-term remuneration (bonus bank), the company has a claim against individual members of the Board of Management. The outstanding net claim is €0.5 million (previous year: €1.3 million).

An amount of €3.9 million (prevous year: €3.2 million) was paid out to former members of the Board of Management of BayWa AG and their dependants. Pension provisions for former members of the Board of Management and their dependants are disclosed in an amount of € 33.5 million (2023: € 33.5 million).

In addition, the Cooperative Council, which is not considered key management personnel pursuant to IAS 24, received €0.1 million in total (2023: €0.1 million).

Remuneration of the Board of Management

Remuneration system

Establishment of the remuneration system

The remuneration system for the Board of Management is determined by the Supervisory Board in accordance with the provisions of Section 87a (1) AktG, regularly reviewed and, in accordance with Section 120a (1) AktG, submitted to the Annual General Meeting for approval whenever a significant change is made, but at least every four years.

The Annual General Meeting of BayWa AG last approved the remuneration system for the members of the Board of Management on 11 May 2021 with a majority of 93.84% (remuneration system 2021). The 2021 remuneration system applies – subject to a temporary deviation in accordance with Section 87a para. 2 sentence 2 of the German Stock Corporation Act (AktG) – to all employment contracts newly concluded, amended or extended by BayWa AG with members of the Board of Management from 1 July 2021. It is available on the company's website www.baywa.com in the "About us" menu item under the section "Corporate Governance".

Appropriateness of the Board of Management's remuneration

The remuneration system is geared towards the sustainable and long-term development of the company. The Supervisory Board of BayWa AG reviews the material contractual elements annually and adapts them, if needed. In designing the remuneration system and the target total remuneration, as well as in determining the amount of remuneration, the Supervisory Board pays heed to the responsibilities and performance of the Board of Management members and to the situation and strategy of the company, and if the remuneration is customary.

The Supervisory Board takes particular care to ensure that the total target remuneration is customary and consults independent remuneration experts. The total target remuneration equals the total of all remuneration components and is calculated on the basis of 100% target achievement of agreed variable remuneration targets. The Supervisory Board uses both a horizontal market comparison and a vertical comparison to assess market conformity.

In the horizontal analysis, a comparison is made with other companies from the peer groups relevant to BayWa AG. As BayWa AG is a conglomerate that is difficult to compare with other companies in terms of the structure of its business units, a total of three peer groups are formed for the horizontal market comparison with BayWa AG in order to create a broader basis for comparison. Initially, for the first peer group comparision, only listed companies comparable with BayWa AG in terms of revenues are included in the basis for comparison. The second peer group comprises listed companies with a comparable core business. The third peer group is made up of listed conglomerates that are comparable to BayWa AG in terms of revenues and/or number of employees.

In accordance with the review system described above, horizontal comparative analyses were regularly carried out in the past. Please refer to the remuneration report for the 2023 financial year for details of the composition of the peer groups used in the comparative analyses carried out prior to the 2024 reporting year.

In addition, in the context of the vertical analysis, the Supervisory Board also determines whether the remuneration of the members of the Board of Management is customary within BayWa AG. This process involves comparing at least once per year the remuneration of the members of the Board of Management with the remuneration of senior management and the average wages and salaries of BayWa AG's employees in Germany, while also taking into account progression over time. Most importantly, the remuneration system should offer incentives for sustainable corporate management and value enhancement. Positive and negative developments alike are taken into account through multi-year assessment bases, adjustment rules for unusual events and policies on special bonuses and forced remuneration cuts.

In response to the deterioration in the economic situation of BayWa AG from summer 2024, an extraordinary review of the appropriateness of the remuneration of the Board of Management was carried out, which led to a reduction in the remuneration of the members of the Board of Management with an employment contract with BayWa AG on 7 October 2024.

Remuneration structure at a glance [1]

According to the remuneration system applying for financial year 2024, the total remuneration of the four members of the Board of Management with an employment contract with BayWa AG consists of an annual fixed salary, a short-term variable component (annual bonus), a long-term variable component (share in what is known as the bonus bank account, referred to hereinafter simply as "bonus bank"), benefits, a company pension and, in some cases, remuneration for sideline activities. The variable remuneration components are aimed at creating incentives for strong company performance and collective and individual achievements. The failure to achieve the defined targets decreases total remuneration. By contrast, the overachievement of targets may lead to an increase in remuneration. However, such increases are limited to the maximum remuneration.

The fixed salary of the Board of Management members is reviewed regularly (at least once every two years) without entitlement to a raise. According to the 2021 remuneration system, the fixed salary is in a ratio of approximately 50 to 50% to the annual bonus and the bonus bank share – assuming 100% target achievement in each case, whereby the bonus bank share exceeds the annual bonus in order to promote the long-term development of BayWa AG. In specific terms, the fixed salary usually accounts for 50% to 60% of total remuneration, the annual bonus 15% to 25% and the bonus bank share 20% to 30% – assuming 100% target achievement and without taking pension plans into account. The target value for the remuneration of the Chairman of the Board of Management is twice as high as the target value for other members of the Board of Management.

The 2021 remuneration system for the Chairman of the Board of Management stipulates that the share of fixed remuneration (fixed salary, benefits and company pension scheme) should be between 60% and 70% and the share of variable remuneration between 30% and 40% of the target total remuneration. The share of the fixed salary in the target total remuneration should be between 35% and 45%, the share of benefits for the company pension scheme correspondingly between 20% and 30% and the share of fringe benefits up to 5% of the target total remuneration. With regard to the variable remuneration components, the share of short-term variable remuneration (target amount) should be between 10% and 20% and the share of long-term variable remuneration (target amount) between 15% and 25% of the target total remuneration.

For ordinary members of the Board of Management, the 2021 remuneration system stipulates that the share of fixed remuneration should be between 55% and 65% and the share of variable remuneration between 35% and 45% of the target total remuneration. The share of the fixed salary in the target total remuneration should be between 40% and 50%, the share of benefits for the company pension scheme should be between 8% and 18% and the share of fringe benefits should be up to 5% of the target total remuneration. With regard to the variable remuneration components, the share of short-term variable remuneration (target amount) should be between 15% and 25% and the share of long-term variable remuneration (target amount) between 18% and 28% of the target total remuneration.

Total target remuneration

According to the 2021 remuneration system, the total target remuneration of the members of the Board of Management comprises the respective annual basic salary, benefits, remuneration for Group mandates, short-term variable remuneration if 100% of the target is achieved in the respective financial year (paid out in the following financial year), long-term variable remuneration if 100% of the target is achieved in the respective financial year (paid out pro rata in the three following financial years) and the pension scheme.

Deviation from the 2021 remuneration system in the 2024 financial year

According to BayWa AG's remuneration system 2021, the Supervisory Board may temporarily deviate from components of the remuneration system if this is necessary in the interests of the long-term well-being of the company. The components of the remuneration system that may be deviated from are the procedure, the regulations on the remuneration structure and amount, including the relationship between the remuneration components, the maximum remuneration and the individual remuneration components, namely the fixed remuneration (in particular the amount and payment date) and fringe benefits (amount, type and grant date) as well as the variable remuneration components (in particular performance criteria, the regulations for determining the payment amounts and the payment dates). The Supervisory Board may also, at its discretion, temporarily reimburse expenses for extraordinary fringe benefits if a significant change in requirements is identified.

Reduction in Board of Management remuneration owing to deterioration in the situation in the 2024 financial year (Section 87 (2) German Stock Corporation Act (AktG)

In response to the deterioration in the economic situation of BayWa AG from summer 2024, the Supervisory Board resolved on 7 October 2024 to reduce the remuneration of the members of the Board of Management with employment contracts with BayWa AG with immediate effect in accordance with Section 87 para. 2 of the German Stock Corporation Act (AktG).

The reimbursement of expenses for health and long-term care insurance as well as pension insurance or equivalent expenses (life insurance) remain unaffected by the respective reduction.

When the respective reductions were made, the length of service on the Board of Management, (departmental) responsibility, personal circumstances and the remaining remuneration were taken into account as part of the overall assessment.

Variable remuneration in financial year 2024

Short-term variable remuneration – annual bonus

Overview

Short-term variable remuneration takes the form of an annual bonus. The target value or targets for the annual bonus are defined by the Supervisory Board in the first meeting of the financial year. The targets or comparison parameters are not subsequently adjusted. The Supervisory Board reviews target achievement at the first ordinary meeting of the following year. The annual bonus is then usually paid directly after the review, in March of the subsequent year.

At 100% target achievement, it equates to 40% of the fixed salary of the respective member of the Board of Management. If the targets are exceeded, the bonus will be increased, but only up to a maximum amount of 150% (cap). In such a case, the annual bonus can be up to 60% of the respective fixed salary. The annual bonus will be reduced proportionately down to €0.00 if the targets are not fulfilled. This accounts for both negative and positive developments, contributing to the successful long-term development of BayWa AG. The relationship between the target values and the annual bonus is linear. As the current provision for the annual bonus and any additional costs or savings for the previous year are recognised in the financial year, the actually granted total for the annual bonus may exceed the maximum amount of 150%.

The annual bonus is based, according to the remuneration system 2021 on the financial success of the company, in other words the result of operating activities of the BayWa Group or the EBIT of certain business segments of BayWa AG and individually agreed, operative, strategic or non-financial goals. When defining goals, the Supervisory Board takes into particular account the area of responsibility of the respective member of the Board of Management.

With the result of operating activities as the financial performance criterion for the annual bonus is aimed at supporting the strategic and successful long-term development of the Group. In addition, EBIT of certain business segments of BayWa AG reflects the operating performance of the respective business division, serving as an important indicator of the performance of each member of the Board of Management. In order to ensure a balanced relationship between business divisions, the maximum weighting of each individual EBIT target of a Board of Management member does not exceed 30%.

By agreeing individual goals, further differentiation can be made depending on the specific strategic and operating challenges of the respective member of the Board of Management.

In accordance with the remuneration system 2021, the assessment basis for the annual bonus of the Chairman of the Board of Management is based on between 70% and up to 100% of the BayWa Group's result of operating activities and up to 30% on individually agreed targets. The basis of assessment for the member of the Board of Management responsible for finance is based 70% on the result of operating activities and 30% on individually agreed targets, while the basis of assessment for a member of the Board of Management with more operationally oriented departmental responsibility is based 70% on the EBIT of certain BayWa AG business divisions and 30% on individually agreed targets.

Defined targets and target achievement

Remuneration is deemed to have been granted within the meaning of Section 162 (1) sentence 1 German Stock Corporation Act (AktG) if it actually accrues to the Board of Management member, i.e. actually flows to him and is transferred to his assets (accrual principle). Remuneration is considered to be owed within the meaning of Section 162 para. 1 item 1 of the German Stock Corporation Act (AktG) if the company has a legal obligation to a board member that is due but has not yet been met.

At BayWa AG, the annual bonus for a financial year is paid out in the following year. Accordingly, the annual bonus for the 2023 financial year was paid out in the 2024 reporting year. However, the annual bonus is recognised in the period to which it relates. In the 2024 financial year, the annual bonus for which it was paid to the members of the Board of Management is recognised as an expense, and the short-term variable remuneration components for the 2024 financial year are based on the targets set by the Supervisory Board in the 202? financial year and the target achievement for the 2023 financial year.

Long-term variable remuneration – bonus bank

Overview

The 2021 remuneration system provides for long-term variable remuneration for members of the Board of Management with a service contract with BayWa AG. For this purpose, BayWa AG credits or debits the so-called bonus bank every year depending on the result of operating activities achieved each year. Long-term variable remuneration should create incentives for the successful implementation of the company's strategic focus. The annual result of operating activities is a primary parameter for measuring the success of the business strategy and the long-term, successful development of the company.

The amount debited or credited to the bonus bank depends on the extent to which the result of operating activities of the BayWa Group meets the targets defined by the Supervisory Board for three financial years in advance and is determined by the Supervisory Board prior to the start of said three-year period.

In the case of 100% target achievement, the bonus bank is increased by €1.4 million annually. In the case of overachievement, a maximum annual payment of €1.9 million is made to the bonus bank, which equates to capping the maximum contribution to the bonus bank at approximately 135% of the target value. At the same time, failure to achieve the targets results in a charge on the bonus bank of up to minus €1.9 million (negative bonus). If, owing to payments made in previous years or charges reducing the bonus bank, there is a negative balance in the bonus bank, the respective Board of Management members are obliged to pay back the preliminary payments made in the previous years (so-called clawback). Both negative and positive developments are therefore also taken into account in calculating long-term variable remuneration.

The Chairman of the Board of Management is entitled to 50% of the amount carried in the bonus bank. The entitlements of the ordinary members of the Board of Management with employment contracts at BayWa AG in the 2024 reporting year and in the previous three financial yearsamount to 25 percent respectively. The shares attributable to each member of the Board of Management are posted to a separate bonus bank account.

The amount carried in the bonus bank is paid out in equal instalments, i.e. one-third of the amount credited to the bonus bank for the relevant financial year will be paid out provisionally to members of the Board of Management in each of the three subsequent financial years, provided that there is a sufficient credit balance in the respective bonus bank account after offsetting any negative bonuses.

Target achievement
The long-term variable remuneration components actually achieved by a member of the Board of Management in the 2024 reporting year represent expenses for the period in which they were incurred. They are paid out in the three subsequent years and are booked in a separate bonus bank account until payment.

Non-performance-related remuneration components

The non-performance-related component of the remuneration comprises an annual fixed salary and benefits, such as the use of a company car (in some cases with a driver) and contributions to accident, health and baggage insurance, the costs of which BayWa AG covers. Income tax is refunded for selected events. BayWa AG also pays any contributions to pension schemes or similar expenses (benefit plans or life insurance policies) up to the amount that the company would otherwise have had to pay had an employment relationship subject to social security law existed.

There are also pension commitments for Marcus Pöllinger, Andreas Helber and Dr. Marlen Wienert.[1] The link between the pension commitment of members of the Board of Management and the respective fixed salary had already been abandoned in the 2021 financial year. For 2024, members of the Board of Management affected either received a fixed amount or their existing commitments are frozen. Existing pension commitments grant a surviving dependants' pension amounting to 60% of the pension commitment; Andreas Helber also has occupational disability cover in the amount of his pension commitment. The pension benefit may not be drawn upon before the age of 63. The Board of Management employment contracts do not provide for an age limit. However, they do in parts stipulate that an extension should not be granted once the member has achieved the statutory retirement age.

Since December 2012, all obligations from pension commitments have been transferred to a provident fund in the form of an earned entitlement, or to an external pension fund. Payments made to the pension fund or provident fund are included in the overall remuneration to be disclosed for the Board of Management.

In consultation with the Supervisory Board, Board of Management members may and should accept Supervisory Board mandates and similar positions at companies in which BayWa AG directly or indirectly holds a stake. Such mandates are fundamentally assumed without pay; only approvals granted in the past for the remuneration of certain mandates, such as at RWA AG, Korneuburg, Austria, and at T&G Global Limited, Auckland, New Zealand, remain in place. For Andreas Helber, as already set out and explained in the 2023 remuneration report, the regulation on the remuneration of sideline activities at Group companies in accordance with his Board of Management employment contract concluded before the Board of Management remuneration system came into force in July 2021 continues to apply to sideline activities, even if these were only newly assumed after the 2021 remuneration system came into force.

1 There are no pension commitments from BayWa AG for the members of the Board of Management Michael Baur and Reinhard Wolf.

The acceptance of paid or unpaid sideline activities at non-Group entities requires the prior written consent of the Supervisory Board's Board of Management Committee. Said consent may be revoked at any time. If the Board of Management Committee approves the acceptance of the sideline activity outside the Group, the Supervisory Board must decide whether and to what extent the remuneration is to be taken into consideration upon submission for consideration by the Board of Management Committee. Remuneration from sideline activities must be reported to the Chairman of the Supervisory Board once a year. In the 2024 financial year, Andreas Helber took on a new non-Group sideline activity as a member of the Executive Committee of the Bundesverband Großhandel, Außenhandel, Dienstleistungen e. V. (BGA), Berlin. The respectively existing non-Group mandates are detailed in the Notes to the Consolidated Financial Statements of the Consolidated Financial Statements.

At its own discretion, the Supervisory Board may make further non-recurring bonus payments to recognise outstanding performance or achievements on the part of a Board of Management member. The Supervisory Board did not exercise this option in the reporting year 2024.

BayWa AG also maintains D&O insurance for the members of the Board of Management with supplementary pecuniary loss legal protection insurance, D&O contract legal protection insurance and criminal defence insurance. BayWa AG pays the insurance premiums. The policies provide for a deductible for the Board of Management members. BayWa AG also promises the Board of Management members insurance cover corresponding in key points to these insurance policies, both for the term of these contracts and for a period of twelve years after their termination, unless doing so is not possible for the company or is financially no longer feasible based on the market conditions and the financial circumstances of the company.

Benefits due to premature termination of employment

There are no commitments in the employment contracts of the members of the Board of Management if their activity is prematurely terminated.[1]

Compliance with the maximum remuneration

The total remuneration (sum of all remuneration amounts paid for the respective financial year, including fixed salary, variable remuneration components actually paid, benefits and company pension benefits) to be granted to the Board of Management members for a financial year is limited a maximum remuneration determined by the Annual General Meeting – Section 87a para. 1 sentence 2 item 1 of the German Stock Corporation Act (AktG) – regardless of whether part of the remuneration with a variable component will only be paid at a later date. The maximum remuneration set by the Annual General Meeting on 11 May 2021 applies for the first time for the 2021 financial year and amounts to €5 million per year for the Chairman of the Board of Management and €2.5 million per year for a member of the Board of Management.

Compliance with the maximum remuneration requirements can, however, fundamentally only be reviewed once the remuneration owed for the respective financial year has actually and fully been paid. Compliance with the maximum remuneration in the 2021 financial year can therefore be reported for the first time in this remuneration report for the 2024 financial year, owing to the staggered linear payment of the long-term variable remuneration (see section C.2.2 above). Correspondingly, reporting on compliance with the maximum remuneration for the 2024 financial year will only be possible in the remuneration report financial year 2027.

Supervisory Board remuneration structure

The current remuneration of the Supervisory Board members is determined in Article 19 of the Articles of Association of BayWa AG. The new remuneration system for the members of the Supervisory Board, including the definition of the new remuneration, was approved at the Annual General Meeting on 24 May 2022.

The remuneration of members of the Supervisory Board is determined by legal requirements in consideration of the German Corporate Governance Code (GCGC). Supervisory Board remuneration also takes into account other comparable listed companies (horizontal market comparison). The remuneration of company employees is considered as part of a vertical comparison when reviewing the Supervisory Board's remuneration. However, due to the special nature of the Supervisory Board's work, the vertical comparison plays a less important role than the horizontal comparison.

1 In the interests of transparency, it should be noted that the service agreement between BayWa AG and AlixPartners Ltd. provides for the possibility of ordinary termination by either party with a notice period of 10 days in the interests of BayWa AG, whereby in the event of termination by BayWa AG without good cause, the entitlement to the performance fee shall continue to exist for a period of 12 months after termination.

The remuneration of members of the Supervisory Board should be well-balanced and in proportion to members' level of responsibility and tasks, as well as the situation of the company. The amount of the fixed annual remuneration takes into account the specific function and responsibility of the Supervisory Board member. At the same time, the remuneration should be sufficient to ensure that membership on the Supervisory Board or a committee, or the position of Chairman of the Supervisory Board or of a committee, is appealing enough to attract and retain sufficiently qualified candidates for the Supervisory Board. This is also a requirement to ensure that the Board of Management is monitored and advised in the best possible manner, which itself makes a key contribution to a successful business strategy and the long-term success of the company.

Members of the Supervisory Board only receive fixed remuneration in accordance with Recommendation G.18 GCGC in order to strengthen the independence of the Supervisory Board so that it can perform its advisory and monitoring function in an objective and unbiased manner and make independent personnel- and remuneration-related decisions. The workload and liability risk of the members of the Supervisory Board does not increase or decrease in proportion to the success of the company or its earnings position. In fact, in difficult periods when variable remuneration can decline it is particularly important that members of the Supervisory Board perform their monitoring and advisory function. No performance-based remuneration or financial or non-financial performance indicators are planned.

Pursuant to Section 19 of the Articles of Association of BayWa AG, the members of the Supervisory Board receive a fixed annual basic remuneration of €70,000. The remuneration is due and payable in four equal amounts at the end of the quarter for the respective quarter just ended. The Chairman of the Supervisory Board receives three times the basic remuneration paid and the Vice Chairmen twice the amount. This takes into account the greater investment of time required by the Chairman and Vice Chairman of the Supervisory Board, in accordance with Recommendation G.17 GCGC.

In addition, the members of the Supervisory Board are paid a fixed annual remuneration of €15,000 for their committee work on the Audit Committee and €5,000 each for their committee work on all other committees. The committee chairmen receive three times this amount, whereas the vice chairman of the Audit Committee receives twice this amount. In accordance with recommendation G.17 GCGC, this takes into sufficient account the greater investment of time required by committee chairmen.

Remuneration for the Mediation Committee is only granted if the committee actually meets in the financial year, which was not the case in the reporting period.

Supervisory Board members who serve on the Supervisory Board and/or its committees for only part of the financial year will receive remuneration on a proportionate basis. No further remuneration is paid if the member of the Supervisory Board leaves the Supervisory Board or a regulation is determined regarding remuneration after their term of office.

The general provisions of the German Stock Corporation Act (AktG) and the recommendations of the GCGC regarding conflicts of interest within the Supervisory Board are also taken into account in proceedings relating to the definition and implementation of the remuneration system.

Supervisory Board members are reimbursed for their expenses. In addition, members of the Supervisory Board are also included in BayWa AG's group accident insurance policy. BayWa AG also maintains an insurance policy against legal proceedings and pecuniary losses and a D&O insurance and legal protection policy on behalf of its Supervisory Board members and in its own interests. BayWa AG pays the insurance premiums.

As at 31 December 2024, the incumbent members of the Supervisory Board held a total of less than 0.1% of the shares in BayWa AG.

Voluntary partial waiver of Supervisory Board remuneration

On 7 October 2024, the Supervisory Board unanimously resolved to reduce the basic remuneration due to the members of the Supervisory Board for the 2024 reporting year by 20 percent. To this end, all members of the Supervisory Board have concluded corresponding waiver agreements with BayWa AG. This resolution is directly related to the reduction in Supervisory Boaord remuneration in accordance with Section 87 (2) German Stock Corporation Act (AktG) (see also sections B.3 and C.1.6). The remuneration of the Supervisory Board is set out in the Articles of Association by resolution of the shareholders, both in terms of amount and amount. A reduction in the basic remuneration was therefore only possible through an individual waiver by each member of the Supervisory Board.

E.9 Ratification of the consolidated financial statements and disclosure

TThe consolidated financial statements were released for publication by the Board of Management of BayWa AG on 7 July 2025.

In accordance with Section 264 para. 3 of the German Commercial Code (HGB), the following companies, as subsidiaries included in the consolidated financial statements of BayWa AG, do not apply the regulations governing preparation (Sections 242 et seq. of the German Commercial Code (HGB)), auditing (Sections 316 et seq. of the German Commercial Code (HGB)) and disclosure (Sections 325 et seq. of the German Commercial Code (HGB)):

- BayWa Agrar Beteiligungs GmbH, Munich, Germany
- BayWa Bau Projekt GmbH, Munich, Germany
- BayWa EEH GmbH, Munich, Germany
- BayWa Energie Dienstleistungs GmbH, Munich, Germany
- BayWa Global Produce GmbH, Munich, Germany
- BayWa Handels-Systeme-Service GmbH, Munich, Germany
- BayWa Mobility Solutions GmbH, Munich, Germany
- BayWa Pensionsverwaltung GmbH, Munich, Germany
- Peter Frey GmbH, Wartenberg, Germany

In accordance with Section 264b of the German Commercial Code (HGB), the following companies, as subsidiaries included in the consolidated financial statements of BayWa AG, do not apply the regulations governing preparation (Sections 242 et seq. of the German Commercial Code (HGB)), auditing (Sections 316 et seq. of the German Commercial Code (HGB)) and disclosure (Sections 325 et seq. of the German Commercial Code (HGB)):

- BayWa Obst GmbH & Co. KG, Kressbronn, Germany
- BayWa r.e. Solardächer II GmbH & Co. KG, Gräfelfing
- BayWa r.e. Windparkportfolio 1 GmbH & Co. KG, Gräfelfing
- Brüderl Projekt Amalienstraße GmbH & Co. KG, Traunreut, Germany
- Brüderl Projekt Bad Endorf GmbH & Co. KG, Traunreut, Germany
- brüderl Projekt Dachau Hochstraße GmbH & Co. KG, Traunreut, Germany
- Brüderl Projekt Kunigundenstraße GmbH & Co. KG, Traunreut, Germany
- Brüderl Projekt Lerchenweg GmbH & Co. KG, Traunreut, Germany
- Brüderl Projekt Traunstorfer Straße GmbH & Co. KG, Traunreut, Germany
- CLAAS Main-Donau GmbH & Co. KG, Gollhofen, Germany
- CLAAS Nordostbayern GmbH & Co. KG, Altenstadt, Germany
- Decker Wohnbau München GmbH & Co. KG, Dorfen, Germany
- Dörenhagen Windenergieanlagen GmbH & Co. KG, Gräfelfing, Germany
- Grainli GmbH & Co. KG, Hamburg, Germany
- Renertech Rotorblattservice GmbH & Co. KG, Bad Wünnenberg, Germany
- Solarpark Aquarius GmbH & Co. KG, Gräfelfing, Germany
- Solarpark Aries GmbH & Co. KG, Gräfelfing, Germany
- Solarpark Bad Liebenwerda GmbH & Co. KG, Gräfelfing, Germany
- Solarpark Lupus GmbH & Co. KG, Gräfelfing, Germany
- SPV Solarpark 103. GmbH & Co KG, Gräfelfing, Germany
- SPV Solarpark 105. GmbH & Co KG, Gräfelfing, Germany
- SPV Solarpark 118. GmbH & Co KG, Gräfelfing, Germany
- Umspannwerk Klein Bünsdorf GmbH & Co. KG, Gräfelfing, Germany
- Wilhelmshöhe Infrastruktur GmbH & Co. KG, Gräfelfing, Germany
- Windkraft Beteiligungsgesellschaft mbH & Co. Windpark Krummensee KG, Düsseldorf, Germany
- Windpark Altenglan GmbH & Co. KG, Gräfelfing, Germany
- Windpark Freimersheim GmbH & Co. KG, Gräfelfing, Germany
- Windpark Hessenweiler GmbH & Co. KG, Gräfelfing, Germany
- Windpark Hettstadt GmbH & Co. KG, Gräfelfing, Germany
- Windpark Holle-Sillium GmbH & Co. KG, Gräfelfing, Germany
- Windpark Langenbrand GmbH & Co. KG, Gräfelfing, Germany
- Windpark Lindchen GmbH & Co. KG, Gräfelfing, Germany
- Windpark Oedelum GmbH & Co. KG, Oedelum, Germany
- Windpark Pferdsfeld GmbH & Co. KG, Gräfelfing, Germany
- Windpark Prüm GmbH & Co. KG, Gräfelfing, Germany
- Windpark Quelkhorn GmbH & Co. KG, Ottersberg, Germany
- Windpark Wilhelmshöhe GmbH & Co. KG, Gräfelfing, Germany
- Windpark Wilhelmshöhe II GmbH & Co. KG, Gräfelfing, Germany
- Windpark Wilhelmshöhe III GmbH & Co. KG, Gräfelfing, Germany
- Wohnen am Lerchenberg GmbH & Co. KG, Borna, Germany

E.10 Proposal for the appropriation of profit

As the parent company of the BayWa Group, BayWa AG discloses a loss of minus €971,133,327.60 in its annual financial statements as at 31 December 2024, which were drawn up in accordance with German accounting standards (German Commercial Code (HGB)) and adopted by the Supervisory Board on 8 July 2025. This means that equity, which totalled €731.4 million at the end of the previous year, has been used up. This resulted in a deficit not covered by equity totalling €380,327,960.65. The Board of Management and the Supervisory Board will propose to the Annual General Meeting on 26 August 2025 that this amount be carried forward in full to new account. There is no need for a distribution per dividend-bearing share.

E.11 Significant events after the reporting date

Change in segment demarcation

In the course of preparing the reorganisation opinion, the BayWa Group's internal management and, as a result, external segment reporting have been restructured. From the 2025 financial year, this will take place in nine segments instead of the previously known eight. The reorganisation focuses less on the operational divisions and more on the organisational structure of the Group: The subdivision is based on subgroups (BayWa, BayWa, r.e., Global Produce, Cefetra Group, RWA), whereby only the BayWa subgroup with around 80 holdings continues to be subdivided into the familiar operational business divisions (for details, please refer to the "Remarks on the situation regarding the reorganisation of the BayWa Group" at the beginning of the Notes to the Consolidated Financial Statements). This allocation of the segments takes account of the fact that individual areas of the Group are to be or have already been sold as part of the reorganisation measures. This new structure will ensure the comparability of business figures across future reporting periods.

The future reportable segments are from the 2025 financial year onwards: BayWa Agri Trade & Service, BayWa Agricultural Equipment, BayWa Heating & Mobility, BayWa Construction, BayWa Others, Renewable Energies, Global Produce, Cefetra Group and RWA. The latter two were or will be sold in the 2025 financial year.

Initiation of StaRUG proceedings

On 31 January 2025, BayWa AG notified the competent local court (restructuring court) of a restructuring project in accordance with the German Act on the Stabilisation and Restructuring Framework for Companies (StaRUG). BayWa AG has agreed on a detailed financing concept and the content of a long-term reorganisation agreement until 2027, along with additional agreements, with its main financing partners. This reorganisation agreement provided for BayWa AG to reach an agreement with the co-shareholder in BayWa r.e. AG, Energy Infrastructure Partners (EIP), to transfer the majority stake in BayWa r.e. AG to EIP. An agreement could not be reached for economic reasons. As a result, discussions were held between BayWa AG and its core banks and the core banks of BayWa r.e AG and its major shareholders Bayerische Raiffeisen-Beteiligungs-AG and Raiffeisen Agrar Invest AG regarding an alternative financing concept. The reorganisation phase was extended until the end of 2028. The financing concept and the content of the long-term reorganisation agreement are supported by almost all financial creditors. However, a few financial creditors did not agree. However, a consensual solution would have required the 100 per cent approval of all financial creditors. The StaRUG proceedings make it possible to implement the financing concept and the content of the long-term reorganisation agreement even without the consent of these individual creditors and to include them in an overall solution with all financial creditors. In addition, the StaRUG proceedings strengthen the company's going concern forecast. On 8 April 2025, BayWa submitted the restructuring plan required as part of the StaRUG proceedings and drawn up jointly with the main financial creditors to Munich Local Court. The discussion and voting meeting took place on 15 May 2025, at which the financial creditors affected by the plan approved the restructuring plan with the required majority. The legal confirmation of the restructuring plan by the competent Munich Local Court – Restructuring Court – was issued on 6 June 2025. Funding for the StaRUG proceedings has been secured.

The Supervisory Board of BayWa AG appoints Dr. Frank Hiller as Chief Executive Officer (CEO) and Prof. Dr. Matthias J. Rapp as Chief Financial Officer (CFO)

At its meeting on 27 February 2025, the Supervisory Board of BayWa AG approved the appointment of Dr Frank Hiller as Chief Executive Officer (CEO) and Prof. Dr. Matthias J. Rapp as Chief Financial Officer (CFO) of BayWa AG. The appointments took effect on 1 March 2025 and are for a term of three years respectively. Dr. Frank Hiller succeeded Marcus Pöllinger, who left the Board of Management on 31 October 2024. Prof. Dr. Matthias J. Rapp takes over the financial department of former Chief Financial Officer Andreas Helber, who left the Board of Management on 31 March 2025 following a brief handover.

Restructuring provision in connection with the reorganisation opinion for BayWa AG

BayWa AG's reorganisation opinion contains comprehensive information on the restructuring of the company and the measures required to achieve this. In addition to the reduction in full-time positions, these also include the closure of various locations. Restructuring provisions are recognised when the constructive obligation to restructure has arisen in accordance with the criteria set out in IAS 37.72. As at the balance sheet date, the measures from the reorganisation opinion had not been sufficiently concretised, which is why there was no constructive obligation at this time. For this reason, no balance sheet risk provisions could be recognised in these consolidated financial statements as at 31 December 2024. This changed in the first few months of the current 2025 financial year, meaning that some of the measures have already been implemented or have been concretised accordingly. Accordingly, a restructuring provision was recognised in the consolidated financial statements of BayWa AG in the financial year 2025. Upon the initial recognition, the amount of the obligation totalled €72.8 million.

Sale of RWA Raiffeisen Ware Austria AG and its direct and indirect subsidiaries

RWA AG and its direct and indirect subsidiaries have been classified as held for disposal in accordance with IFRS 5 in these Consolidated Financial Statements. The reason for this was that the contract for the sale of this investment was concluded on 27 December 2024. The final version of the fairness opinion required for this was submitted on 16 January 2025 and the approval of the responsible antitrust authorities was granted on 12 April 2025. Consequently, the sale was completed on 2 May 2025 (closing). RWAG AG and its direct and indirect subsidiaries will leave the BayWa AG Group on this date. The sale of the stake will reduce the BayWa Group’s liabilities to banks by more than €500.0 million.

Sale of Cefetra Group B.V. and its direct and indirect subsidiaries

On 10 June 2025, BayWa Agrar Beteiligungs GmbH, a wholly owned subsidiary of BayWa AG, reached an agreement with PGFO B.V., a First Dutch Group company controlled by Dutch entrepreneur Peter Goedvolk, on the sale of all shares in Cefetra Group B.V. and its subsidiaries. The transaction is expected to be completed by the end of the 2025 financial year. The sale is still subject to antitrust reviews and other customary conditions, such as the approval of the BayWa Group’s financing banks. The agreed purchase price for the shares in Cefetra Group B.V. and its subsidiaries is approximately €125.0 million. Around €100.0 million of this is to be paid at closing and a further €25.0 million at the end of 2025. The sale will reduce the BayWa Group’s bank liabilities by more than €650.0 million, of which around €500.0 million will result from the deconsolidation of Cefetra Group B.V. and its subsidiaries.

Finalisation of the reorganisation opinion

The final version of the reorganisation opinion has been available since 30 June 2025. This has eliminated the threat of insolvency of BayWa AG and ensured its ability to continue as a going concern. Details can be found at the beginning of the annex in the preliminary remarks on the restructuring.

Agreement on standardised and secure long-term corporate financing until the end of 2028

Pursuant to the reorganisation loan agreement and in line with the reorganisation agreement, BayWa AG reached an agreement with its financial creditors on 30 June 2025 on unified, secure long-term corporate financing until the end of 2028, adjusted to market and company conditions. The term of all relevant financial liabilities has been extended until the end of the restructuring period (the end of 2028). In this context, BayWa AG and various group companies have undertaken to provide collateral to the lenders. The Board of Management believes that BayWa AG now has an adequate financing basis to see it through to the end of the reorganisation period. According to the reorganisation documentation, specific undertakings and covenants apply to the BayWa Group. These include, among other things, disclosure and notification requirements, regular provision of financial data to lenders, restrictions on the disposal of assets, unscheduled repayments and requirements on minimum liquidity in the company.

Resignation of Reinhard Wolf from the Board of Management of BayWa AG

As part of the ongoing transformation of BayWa AG, the Board of Management will be reduced from five to four members. Effective 1 July 2025, Reinhard Wolf stepped down from the Board of Management of BayWa AG. He was most recently responsible for the Construction and Agri Trade & Service Segments. His responsibilities for these areas will be taken over by Dr. Frank Hiller and Dr. Marlen Wienert in future.

Determination of the subscription price and implementation of the first tranche of the capital increase

The subscription price for the standardised cash capital increase with subscription rights in accordance with the restructuring plan was set at €2.79 per new share. The capital increase will be carried out in two tranches, whereby in the first tranche only the two anchor shareholders, Bayerische Raiffeisen-Beteiligungs AG and Raiffeisen Agrar Invest AG, are initially entitled to subscribe up to a total subscription price of €125 million. The proceeds from the first tranche, amounting to €125 million, will be paid out in the first half of July 2025. The second tranche of up to €76.6 million is to be tendered to the free float shareholders by the end of 2025, of which €25 million is secured by the two main shareholders. In addition, the restructuring financing has been concluded and ensures that the company will be fully financed until 2028.

Full utilisation of BayWa AG's book equity and recognition of a deficit not covered by equity

As part of the work to prepare the annual financial statements as at 31 December 2024, it became apparent that the balance sheet equity (HGB) of BayWa AG has fallen to less than half of the share capital and is negative. The corresponding equity loss is within the expectations of the reorganisation concept and therefore has no impact on its implementation or on the positive going concern forecast in accordance with the restructuring agreement.

Beyond this, no other matters have come to light prior to the preparation of the consolidated financial statements that would have to be reported as significant events after the reporting date with a material impact on the assets, financial position and earnings position of the BayWa Group.

E.12 German Corporate Governance Code

The Board of Management and the Supervisory Board of BayWa submitted the Declaration of Conformity to the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG) on 8 May 2024. This declaration is permanently available to the public on the company's website at https://www.baywa.com/en/about/corporate-governance/declaration-of-conformity.

Munich, 7 July 2025

BayWa Aktiengesellschaft

Board of Management
Dr. Frank Hiller
Michael Baur
Prof. Dr Matthias J. Rapp
Dr. Marlen Wienert

Group Holdings of BayWa AG (Appendix to the Notes of the Consolidated Financial Statements) as at 31 December 2024

Name and principal place of business	**Share in capital in %**
Subsidiaries included in the group of consolidated companies	
"BIOCORE ORGANIC" LLC, Žytomyr, Ukraine	100.0
"UNSER LAGERHAUS" WARENHANDELSGESELLSCHAFT m.b.H., Klagenfurt, Austria	51.1
Abemec B.V., Veghel, Netherlands	100.0
Acamba Renovables, S.L.U., Zaragoza, Spain	100.0
Accitana Solar, S.L., Barcelona, Spain	100.0
Agate Energy Storage LLC, Carlsbad, USA	100.0
Agrimec Group B.V., Veghel, Netherlands	100.0
AGROMED AUSTRIA GMBH, Kremsmünster, Austria	90.0
Alcione Rinnovabili S.r.l., Milan, Italy	100.0
ALM Regio 1 B.V., Veghel, Netherlands	100.0
ALM Regio 10 B.V., Veghel, Netherlands	100.0
ALM Regio 11 B.V., Veghel, Netherlands	100.0
ALM Regio 12 B.V., Veghel, Netherlands	100.0
ALM Regio 13 B.V., Veghel, Netherlands	100.0
ALM Regio 14 B.V., Veghel, Netherlands	100.0
ALM Regio 15 B.V., Veghel, Netherlands	100.0
ALM Regio 2 B.V., Veghel, Netherlands	100.0
ALM Regio 3 B.V., Veghel, Netherlands	100.0
ALM Regio 4 B.V., Veghel, Netherlands	100.0
ALM Regio 5 B.V., Veghel, Netherlands	100.0
ALM Regio 6 B.V., Veghel, Netherlands	100.0
ALM Regio 7 B.V., Veghel, Netherlands	100.0
ALM Regio 8 B.V., Veghel, Netherlands	100.0
ALM Regio 9 B.V., Veghel, Netherlands	100.0
Aludra Energies SARL, Paris, France	100.0
American Beech Solar 2 LLC, Carlsbad, USA	100.0
Ampero GmbH, Munich, Germany	100.0
ARA 4 GmbH, Pfarrkirchen, Germany	100.0
Athena Solar Srl., Milan, Italy	100.0
Atlante S.r.l., Milan, Italy	100.0
Aurora Borealis Solar LLC, Carlsbad, USA	100.0
Aurora Solar Projects, LLC, Carlsbad, USA	100.0
Aurum HoldCo Oy, Helsinki, Finland	100.0
BamBaChi Solar 1 Co., Ltd., Seoul, South Korea	100.0
BamBaChi Solar 2 Co., Ltd, Seoul, South Korea	100.0
BaSE Renewables Sdn Bhd, Kuala Lumpur, Malaysia	100.0
Bautechnik Gesellschaft m.b.H., Korneuburg, Austria	100.0
Bayerische Futtersaatbau Gesellschaft mit beschränkter Haftung, Ismaning, Germany	80.4
BayWa AG Centre Ltd., Vancouver, Canada	90.0
BayWa Agrar Beteiligungs GmbH, Munich, Germany[1]	100.0
BayWa Agrarhandel GmbH, Nienburg	100.0
BayWa Agro Polska Sp. z o.o., Brwinów, Poland	100.0
BayWa Austria Holding GmbH, Vienna, Austria	100.0
BayWa Bau Projekt GmbH, Munich, Germany[1]	100.0
BayWa Canada Ltd., Vancouver, Canada	100.0
BayWa EEH GmbH, Munich, Germany[1]	100.0
BayWa Energie Dienstleistungs GmbH, Munich, Germany[1]	100.0
BayWa Finanzservice GmbH, Munich, Germany	100.0

Name and principal place of business	Share in capital in %
BayWa Global Produce GmbH, Munich, Germany[1]	100.0
BayWa Handels-Systeme-Service GmbH, Munich, Germany[1]	100.0
BayWa Haustechnik GmbH, Kösching, Germany	100.0
BayWa Marketing & Trading International B.V., Rotterdam, Netherlands	100.0
BayWa Mobility Solutions GmbH, Munich, Germany[1]	100.0
BayWa Obst Beteiligung GmbH, München, Germany	100.0
BayWa Obst GmbH & Co. KG, Kressbronn, Germany	100.0
BayWa Pensionsverwaltung GmbH, Munich, Germany[1]	100.0
BayWa Power Liquids GmbH, Munich, Germany	100.0
BayWa r.e. (Thailand) Co. Ltd., Bangkok, Thailand	100.0
BayWa r.e. AG, Munich, Germany	51.0
BayWa r.e. Asia Pacific Pte. Ltd., Singapore, Singapore	100.0
BayWa r.e. Asset Holdings Japan 2 Pte. Ltd., Singapore, Singapore	100.0
BayWa r.e. Asset Holdings Japan Pte. Ltd., Singapore, Singapore	100.0
BayWa r.e. Asset Management GmbH, Gräfelfing, Germany	100.0
BayWa r.e. Asset Verwaltungs GmbH, Gräfelfing, Germany	100.0
BayWa r.e. Australia Offshore Wind Holdings Pty Ltd, Melbourne, Australia	100.0
BayWa r.e. Australia Pty Ltd, Melbourne, Australia	100.0
BayWa r.e. Benelux SRL, Eupen, Belgium	100.0
BayWa r.e. Class B Holdings LLC, Carlsbad, USA	100.0
BayWa r.e. Data Services GmbH, Munich, Germany	100.0
BayWa r.e. Desarrollos Solares S. de R.L. de C.V., Mexico City, Mexico	100.0
BayWa r.e. Development Land Holdco, LLC, Carlsbad, USA	100.0
BayWa R.E. Development Portfolio I LLC, Carlsbad, USA	100.0
BayWa r.e. Development, LLC, Carlsbad, USA	100.0
BayWa r.e. EMEA IPP Holding GmbH, Munich, Germany	100.0
BayWa r.e. Energy Solutions Pte. Ltd., Singapore, Singapore	100.0
BayWa r.e. Energy Solutions Sdn., Kuala Lumpur, Malaysia	100.0
BayWa r.e. Energy Trading GmbH, Munich, Germany	100.0
BayWa r.e. Energy Trading S.r.l., Milan, Italy	100.0
BayWa r.e. Energy Ventures GmbH, Gräfelfing, Germany	100.0
BayWa r.e. EPC, S. de R.L. de C.V., Mexico City, Mexico	100.0
BayWa r.e. Equipment HoldCo LLC, Carlsbad, USA	100.0
BayWa r.e. España S.L.U., Barcelona, Spain	100.0
BayWa r.e. France SAS, Paris, France	100.0
BayWa r.e. Green Energy Products GmbH, Munich, Germany	100.0
BayWa r.e. Hedared Vindkraft AB, Malmö, Sweden	100.0
BayWa r.e. Hellas MEPE, Athens, Greece	100.0
BayWa r.e. Ireland Limited, Dublin, Ireland	100.0
BayWa r.e. Italia Assets GmbH, Gräfelfing, Germany	100.0
BayWa r.e. Italia S.r.l., Milan, Italy	100.0
BayWa r.e. Japan K.K., Tokyo, Japan	100.0
BayWa r.e. Korea Co., Ltd., Seoul, South Korea	100.0
BayWa r.e. Mexico, LLC, Carlsbad, USA	100.0
BayWa r.e. Nordic AB, Malmö, Sweden	100.0
BayWa r.e. O&M Services, S. de R.L. de C.V., Mexico City, Mexico	95.0
BayWa r.e. Offshore Wind GmbH, Munich, Germany	100.0
BayWa r.e. Operation Services GmbH, Munich, Germany	100.0
BayWa r.e. Operation Services LLC, Carlsbad, USA	100.0
BayWa r.e. Operation Services Ltd., Milton Keynes, UK	100.0
BayWa r.e. Operation Services S.r.l., Milan, Italy	100.0
BayWa r.e. Operation Services, S. de R.L. de C.V., Mexico City, Mexico	100.0
BayWa r.e. Polska Sp. z o.o., Warsaw, Poland	100.0
BayWa r.e. Power Solutions GmbH, Munich, Germany	100.0
BayWa r.e. Power Solutions S.r.l., Verona, Italy	100.0
BayWa r.e. Power Solutions, Inc. dba Enable Energy, Sacramento, USA	100.0

Name and principal place of business	Share in capital in %
BayWa r.e. Progetti S.r.l., Milan, Italy	100.0
BayWa r.e. Projects Australia Pty Ltd, Melbourne, Australia	100.0
BayWa r.e. Projects España S.L.U., Madrid, Spain	100.0
BayWa r.e. Projects Greece Single Member P.C., Athens, Greece	100.0
BayWa r.e. Romania S.R.L., Bucharest, Romania	100.0
BayWa r.e. Rotor Service GmbH, Basdahl, Germany	100.0
BayWa r.e. Rotor Service Vermögensverwaltungs GmbH, Basdahl, Germany	100.0
BayWa r.e. Scandinavia AB, Malmö, Sweden	100.0
BayWa r.e. Solar Asset Holding Korea Co., Ltd., Seoul, South Korea	100.0
BayWa r.e. Solar Asset Holdings LLC, Carlsbad, USA	100.0
BayWa r.e. Solar B.V., Leeuwarden, Netherlands	100.0
BayWa r.e. Solar Energy Systems GmbH, Tübingen, Germany	100.0
BayWa r.e. Solar Projects GmbH, Munich, Germany	100.0
BayWa r.e. Solar Projects LLC, Carlsbad, USA	100.0
BayWa r.e. Solar Projects Pty Ltd, Melbourne, Australia	100.0
BayWa r.e. Solar Pte. Ltd., Singapore, Singapore	100.0
BayWa r.e. Solar Solutions GmbH, Tübingen, Germany	100.0
BayWa r.e. Solar Systems (Vietnam) Co., Ho Chi Minh City, Vietnam	100.0
BayWa r.e. Solar Systems Co. Ltd., Bangkok, Thailand	100.0
BayWa r.e. Solar Systems Corporation, Makati, Philippinen	100.0
BayWa r.e. Solar Systems GmbH, Poggersdorf, Austria	100.0
BayWa r.e. Solar Systems Inc., Edmonton, Canada	100.0
BayWa r.e. Solar Systems LLC, Wilmington, USA	100.0
Baywa r.e. Solar Systems Ltda, São José dos Pinhais, Brazil	100.0
BayWa r.e. Solar Systems Pty Ltd, Adelaide, Australia	100.0
BayWa r.e. Solar Systems S. de R.L. de C.V., Zapopan, Mexico	100.0
BayWa r.e. Solar Systems S.à r.l., Wemperhardt, Luxembourg	100.0
BayWa r.e. Solar Systems S.A.S., Medellín, Colombia	100.0
BayWa r.e. Solar Systems S.L.U., Barcelona, Spain	100.0
BayWa r.e. Solar Systems S.r.l., Colognola ai Colli, Italy	100.0
BayWa r.e. Solar Systems s.r.o., Prague, Czechia	100.0
BayWa r.e. Solar Systems SAS, Bordeaux, France	100.0
BayWa r.e. Solar Systems SIA, Rumbula, Latvia	100.0
BayWa r.e. Solar Systems Single Member SA, Marousi, Greece	100.0
BayWa r.e. Solar Systems sp. z o. o., Zabierzów, Poland	100.0
BayWa r.e. Solar Trade Holding GmbH, Tübingen, Germany	100.0
BayWa r.e. Solar Trade Purchasing Services B.V., Maasbree, Netherlands	100.0
BayWa r.e. Solardächer II GmbH & Co. KG, Gräfelfing, Germany	100.0
BayWa r.e. Tervola Oy, Malmö, Sweden	100.0
BayWa r.e. UK (Developments) Limited, London, UK	100.0
BayWa R.E. UK (JUBILEE) LIMITED, Edinburgh, UK	100.0
BayWa r.e. UK Limited, London, UK	100.0
BayWa r.e. USA, LLC, Wilmington, USA	100.0
BayWa r.e. Vaala Oy, Malmö, Sweden	100.0
BayWa r.e. Vaggeryd Vindkraft AB, Malmö, Sweden	100.0
BayWa r.e. Vietnam Co., Ltd., Ho Chi Minh City, Vietnam	100.0
BayWa r.e. Wind 20+ GmbH, Gräfelfing, Germany	100.0
BayWa r.e. Wind Asset Holding Korea Co., Ltd., Seoul, South Korea	100.0
BayWa r.e. Wind Asset Holdings Vietnam Pte. Ltd., Singapore, Singapore	100.0
BayWa r.e. Wind GmbH, Munich, Germany	100.0
BayWa r.e. Wind II GmbH, Hanover, Germany	100.0
BayWa r.e. Wind Projects Vietnam Co., Ltd., Ho Chi Minh City, Vietnam	100.0
BayWa r.e. Wind Pte. Ltd., Singapore, Singapore	100.0
BayWa r.e. Wind Verwaltungs GmbH, Gräfelfing, Germany	100.0
BayWa r.e. Wind, LLC, Wilmington, USA	100.0
BayWa r.e. Windpark Arlena GmbH, Gräfelfing, Germany	100.0

Name and principal place of business	Share in capital in %
BayWa r.e. Windparkportfolio 1 GmbH & Co. KG, Gräfelfing, Germany	100.0
BayWa r.e. Zambia Ltd., Lusaka, Zambia	100.0
BayWa re (Malaysia) Sdn. Bhd., Kuala Lumpur, Malaysia	100.0
BayWa Rent GmbH, Munich, Germany	100.0
BayWa Vorarlberg HandelsGmbH, Lauterach, Austria	51.0
Becon Project Management & Consultancy Ltd., Edinburgh, UK	100.0
Bendigo Solar Farm HoldCo Pty Ltd, Melbourne, Australia	100.0
Bendigo Solar Farm Pty Ltd, Melbourne, Australia	100.0
BioCore B.V., Oosterhout, Netherlands	100.0
Black Rock Solar II LLC, Carlsbad, USA	100.0
Black Rock Solar LLC, Carlsbad, USA	100.0
Bölke Handel GmbH, Landsberg, Germany	100.0
Botsay Energie SAS, Paris, France	100.0
brandpower P1 GmbH, Kilb, Austria	100.0
BRE/GE Solar Developments Limited, Edinburgh, UK	51.0
Broken Cross Wind Farm Limited, Edinburgh, UK	100.0
Bronco Energy Storage LLC, Carlsbad, USA	100.0
Brüderl Immobilien Holding GmbH, Traunreut, Germany	51.0
brüderl NH 110 Bauträger GmbH, Salzburg, Austria	100.0
brüderl Projekt Amalienstraße GmbH & Co. KG, Traunreut, Germany	100.0
Brüderl Projekt Bad Endorf GmbH & Co. KG, Traunreut, Germany	51.0
brüderl Projekt Dachau Hochstraße GmbH & Co. KG, Traunreut, Germany	100.0
Brüderl Projekt Kunigundenstraße GmbH & Co. KG, Traunreut, Germany	51.0
brüderl Projekt Lerchenweg GmbH & Co. KG, Traunreut, Germany	51.0
Brüderl Projekt Traunstorfer Straße GmbH & Co. KG, Traunreut, Germany	51.0
Brumath Energies SAS, Paris, France	100.0
Brushy Creek Solar LLC, Carlsbad, USA	100.0
BTS 18 Projekt GmbH, Buchloe, Germany	100.0
Bullawah Wind Farm Pty Ltd, Melbourne, Australia	100.0
Bullawah Wind Farm Stage 2 Pty Ltd, Melbourne, Australia	100.0
Burkes Agencies Limited, Paisley, UK	100.0
Burro Canyon Energy Storage LLC, Carlsbad, USA	100.0
BW Western Portfolio I LLC, Carlsbad, USA	100.0
Camden Solar Class B LLC, Carlsbad, USA	100.0
Camden Solar LLC, Carlsbad, USA	100.0
Camden Tax Equity Partnership LLC, Carlsbad, USA	100.0
Camelia Rinnovabili S.r.l., Milan, Italy	100.0
Capital Fruit Ltd, Tzaneen, South Africa	50.0
Cassiopea Rinnovabili S.r.l., Milan, Italy	100.0
Caverna Energy Storage LLC, Carlsbad, USA	100.0
Cefetra B.V., Rotterdam, Netherlands	100.0
Cefetra Dairy B.V., AV 's-Hertogenbosch, Netherlands	100.0
Cefetra Feed Service B.V., Rotterdam, Netherlands	100.0
Cefetra Group B.V., Rotterdam, Netherlands	100.0
Cefetra Ibérica S.L.U., Pozuelo de Alarcón, Spain	100.0
Cefetra Limited, Paisley, UK	100.0
Cefetra Polska Sp. z o.o., Gdynia, Poland	100.0
Cefetra Premium Oils B.V., Amsterdam, Netherlands	100.0
Cefetra Premium Oils USA Inc., Wilmington, USA	100.0
Cefetra S.p.A., Rome, Italy	100.0
Cefetra Shipping B.V., Rotterdam, Netherlands	100.0
ChaeGwang Energy Co., Ltd., Seoul, South Korea	100.0
Chopin Wind, LLC, Wilmington, USA	100.0
CITYGREEN Gartengestaltungs GmbH, Vienna, Austria	100.0
CLAAS Main-Donau GmbH & Co. KG, Gollhofen, Germany	90.0
CLAAS Nordostbayern GmbH & Co. KG, Altenstadt, Germany	90.0

Name and principal place of business	Share in capital in %
CLAAS Südostbayern GmbH, Töging am Inn, Germany	90.0
CLAAS Württemberg GmbH, Langenau, Germany	80.0
Clos Neuf Energies SAS, Paris, France	51.0
Cloud Hill Windfarm Limited, London, UK	100.0
Clump Farm Limited, London, UK	100.0
Commerce Station Energy Storage LLC, Carlsbad, USA	100.0
Corazon Energy II, LLC, Carlsbad, USA	100.0
Cornucopia Hybrid LLC, Carlsbad, USA	100.0
Corriegarth 2 Windfarm Ltd., London, UK	100.0
Crono Rinnovabili S.r.l., Milan, Italy	100.0
Crookedstane Windfarm Ltd., Edinburgh, UK	100.0
Dalia Rinnovabili S.r.l., Milan, Italy	100.0
Decker Wohnbau München GmbH & Co. KG, Dorfen, Germany	51.0
Dedun Solar, S.L., Barcelona, Spain	100.0
Delica (Shanghai) Fruit Trading Company Limited, Shanghai, China	100.0
Delica Australia Pty Ltd, Tullamarine, Australia	100.0
Delica Domestic Pty Ltd, Tullamarine, Australia	100.0
Delica Limited, Auckland, New Zealand	100.0
Delica North America, Inc., Torrance, USA	50.0
Delica NZ Export Limited, Auckland, New Zealand	100.0
Desarrollo Proyecto Fotovoltaico VIII S.L., Barcelona, Spain	100.0
Diapur HoldCo Pty Ltd, Melbourne, Australia	100.0
Diermeier Energie GmbH, Niederwinkling, Germany	100.0
DMA Lucera S.r.l., Rome, Italy	100.0
Dörenhagen Windenergieanlagen GmbH & Co. KG, Gräfelfing, Germany	100.0
Druim Leathann Windfarm Ltd., Edinburgh, UK	100.0
ECOwind d.o.o., Zagreb, Croatia	100.0
ECOWIND Handels- & Wartungs-GmbH, Kilb, Austria	100.0
Edom Hills Projects 1, LLC, New Castle, USA	100.0
Emera S.r.l., Milan, Italy	100.0
Emmeringer Heizungsbau GmbH, Emmering, Germany	100.0
Energia Solar SLP I S. DE R.L. DE C.V, Mexico City, Mexico	100.0
Energy Solutions 1 Holdings Co. Ltd., Ho Chi Minh City, Vietnam	100.0
Energy Solutions 1 Pte. Ltd., Funan, Singapore	100.0
Energy Storage System Holding B.V., Leeuwarden, Netherlands	100.0
Energy System Services S.r.l., Milan, Italy	100.0
ENZAFRUIT New Zealand (Continent) NV, Sint-Truiden, Belgium	100.0
ENZAFRUIT New Zealand (U.K.) Ltd., London, UK	100.0
ENZAFRUIT New Zealand International Limited, Auckland, New Zealand	100.0
ENZAFRUIT Peru S.A.C., Lima, Peru	100.0
ENZAFRUIT Products Inc., Wernatchee, USA	100.0
Eolica Aragon S.r.l., Milan, Italy	100.0
EUROGREEN CZ s.r.o., Jiřetín pod Jedlovou, Czechia	100.0
EUROGREEN GmbH, Betzdorf, Germany	100.0
F. Url & Co. Gesellschaft m.b.H., Korneuburg, Austria	100.0
FABU BeteiligungsgmbH, Spillern, Austria	100.0
FABU Massivhaus HandelsgmbH, Spillern, Austria	100.0
FarmFacts Holding GmbH, Munich, Germany	100.0
Febe Rinnovabili S.r.l., Milan, Italy	100.0
Ferguson HoldCo Pty Ltd, Melbourne, Australia	100.0
Fern Solar Class B Holdings LLC, Carlsbad, USA	100.0
Fern Solar Class B LLC, Carlsbad, USA	100.0
Fern Solar Development LLC, Carlsbad, USA	100.0
Fern Solar LLC, Carlsbad, USA	100.0
Fern Tax Equity Partnership LLC, Carlsbad, USA	100.0
Fleet Solar Limited, London, UK	100.0

Name and principal place of business	Share in capital in %
Fontenet Energies SAS, Paris, France	100.0
Forster GmbH, Munich, Germany	100.0
Framstraße Grundbesitz GmbH, Kemnath, Germany	100.0
Freshmax New Zealand Ltd, Auckland, New Zealand	100.0
Fresia Rinnovabili S.r.l., Milan, Italy	100.0
Fruitmark Pty Ltd, Mulgrave, Australia	100.0
Fuels Services GmbH, Munich, Germany	100.0
FW Kamionka Sp. z o. o., Warschau, Poland	100.0
Garant - Tiernahrung Gesellschaft m.b.H., Pöchlarn, Austria	100.0
Gea Rinnovabili S.r.l., Milan, Italy	100.0
GENOL Gesellschaft m.b.H., Korneuburg, Austria	71.0
Gold Rush Energy Storage LLC, Carlsbad, USA	100.0
Gourvillette Energies SARL, Paris, France	100.0
Grainli GmbH & Co. KG, Hamburg, Germany	100.0
Greenberry SAS, Paris, France	100.0
GreenGrid Builders LLC, Carlsbad, USA	100.0
Grey Wolf Solar LLC, Carlsbad, USA	100.0
GroenLeven B.V., Leeuwarden, Netherlands	100.0
GroenLeven Invest B.V., Leeuwarden, Netherlands	100.0
Haneul Bit Energy Co., Ltd., Yongin, South Korea	100.0
Hankook Baram Co., Ltd., Seoul, South Korea	100.0
Heinrich Brüning GmbH, Hamburg, Germany	100.0
High Constellation Windfarm Limited, London, UK	100.0
Hill Farm Solar Limited, London, UK	100.0
Hübnerstraße Grundbesitz GmbH, Kemnath, Germany	100.0
Hughenden Solar Farm FinCo Pty Ltd, Melbourne, Australia	100.0
Hughenden Solar Farm HoldCo Pty Ltd, Melbourne, Australia	100.0
Hughenden Solar Trust, Richmond, Australia	100.0
Iljo Bit Energy 1 Co., Ltd., Seoul, South Korea	100.0
Iljo Bit Energy 2 Co., Ltd., Seoul, South Korea	100.0
Iljo Bit Energy 3 Co., Ltd., Seoul, South Korea	100.0
Immobilienvermietung Gesellschaft m.b.H., Korneuburg, Austria	100.0
In&Out Ventures GmbH, Munich, Germany	100.0
Iris Rinnovabili S.r.l., Milan, Italy	100.0
Jacumba Land HoldCo LLC, Carlsbad, USA	100.0
Jannis Beteiligungsgesellschaft mbH, Munich, Germany	100.0
Jigok Bit Energy Co., Ltd., Seoul, South Korea	100.0
JPB Holding GmbH, Kemnath, Germany	51.0
Jung HoldCo Pty Ltd, Melbourne, Australia	100.0
Jung Renewable Energy Facility Pty Ltd, Melbourne, Australia	100.0
Juno Solar S.r.l., Milan, Italy	100.0
JVR Energy Park LLC, Carlsbad, USA	100.0
K'IIN, S.A.P.I. de C.V., Mexico City, Mexico	100.0
Ka'iulani 4, LLC, Hilo, USA	100.0
KALPIS, S.A.P.I. de C.V., Mexico City, Mexico	100.0
Kariboe Wind Farm Pty Ltd, Melbourne, Australia	100.0
Kelsey Creek Solar Farm FinCo Pty Ltd, Melbourne, Australia	100.0
Kelsey Creek Solar Farm HoldCo Pty Ltd, Melbourne, Australia	100.0
Keranna Energies SAS, Paris, France	100.0
Knickerbocker Solar LLC, Carlsbad, USA	100.0
Korea Solar 1 Co., Ltd., Seoul, South Korea	100.0
Korea Solar 4 Co., Ltd., Seoul, South Korea	100.0
Korea Solar 5 Co., Ltd., Seoul, South Korea	100.0
Korea Solar 6 Co., Ltd., Seoul, South Korea	100.0
Korea Solar 7 Co., Ltd., Seoul, South Korea	100.0
Lagerhaus Franchise GmbH, Korneuburg, Austria	100.0

Name and principal place of business	Share in capital in %
Lagerhaus Technik-Center GmbH, Korneuburg, Austria	98.4
Little Gala Windfarm Ltd., Edinburgh, UK	100.0
Little Prairie Solar LLC, Carlsbad, USA	100.0
Loto Rinnovabili S.r.l., Milan, Italy	100.0
LTZ Chemnitz GmbH, Hartmannsdorf, Germany	90.0
Maestro Wind, LLC, Wilmington, USA	100.0
Maqueda Solar S.L.U., Barcelona, Spain	100.0
Matahari 1 Holdings Pte. Ltd., Singapore, Singapore	100.0
Mid West SF No1 Pty Ltd, Melbourne, Australia	100.0
Mineral Point Energy Storage LLC, Carlsbad, USA	100.0
Mirae Bit Energy Co., Ltd., Seoul, South Korea	100.0
Mozart Wind, LLC, Wilmington, USA	100.0
NH 110 Projektentwicklungsgesellschaft GmbH, Salzburg, Austria	100.0
Ninfea Rinnovabili S.r.l., Milan, Italy	100.0
NLEI Ltd., Edinburgh, UK	100.0
novotegra GmbH, Tübingen, Germany	100.0
Nuevos Parques Eólicos La Muela A.I.E., Zaragoza, Spain	100.0
Oak Green Solar LLC, Carlsbad, USA	100.0
Oaklands Farm Solar Limited, London, UK	100.0
Oceano Rinnovabili S.r.l., Milan, Italy	100.0
Opal Energy Storage LLC, Carlsbad, USA	100.0
Parco Solare Smeraldo S.r.l., Brixen, Italy	100.0
PARGA Park- und Gartentechnik Gesellschaft m.b.H., Aderklaa, Austria	100.0
Park Eolian Limanu S.R.L., Sibiu, Romania	99.0
Parque Eólico La Carracha S.L., Zaragoza, Spain	74.0
Parque Eólico Plana de Jarreta S.L., Zaragoza, Spain	74.0
Parque Solar Kukuul, S. de R.L. de C.V., Mexico City, Mexico	100.0
Parque Solar La Paloma, S. de R.L. de C.V., Mexico City, Mexico	70.0
Parque Solar Los Potros, S. de R.L. de C.V., Mexico City, Mexico	100.0
PATENT CO. DOO LAKTAŠI, Laktaši, Bosnien und Herzegowina	100.0
PATENT CO. DOO MIŠICÉVO, Mišićevo, Serbien	100.0
PATENT CO. Hrvatska d.o.o., Osijek, Croatia	100.0
Pellog GmbH, Oelsnitz, Germany	100.0
Peter Frey GmbH, Wartenberg, Germany[1]	100.0
Piccola ma carina Projekt GmbH, Munich, Germany	51.0
Pine Lake Solar LLC, Carlsbad, USA	100.0
Pinscher Energy Storage LLC, Carlsbad, USA	100.0
Plapperer Projekt GmbH, Schrobenhausen, Germany	51.0
Power Solutions – WHF 01 S.r.l., Verona, Italy	100.0
PowerHub Inc., Toronto, Canada	100.0
Primrose Hybrid LLC, Carlsbad, USA	100.0
Profruit Investments Ltd, Tzaneen, South Africa	100.0
Projekt Zirndorf W21 GmbH, Augsburg, Germany	51.0
Puterea Verde S.r.l., Sibiu, Romania	100.0
Putlitzstraße Grundbesitz GmbH, Kemnath, Germany	100.0
PV Integ AG, Ebikon, Switzerland	100.0
Raiffeisen-Lagerhaus GmbH, Bruck an der Leitha, Austria	89.9
Raiffeisen-Lagerhaus Investitionsholding GmbH, Korneuburg, Austria	100.0
Raschdorffstraße Grundbesitz GmbH, Kemnath, Germany	51.0
Regeneratives Land GmbH, Gräfelfing, Germany	100.0
Regolo Rinnovabili S.r.l., Milan, Italy	100.0
RENAM S.r.l., Milan, Italy	100.0
renerco plan consult GmbH, Munich, Germany	100.0
Renertech Rotorblattservice GmbH & Co.KG, Bad Wünnenberg, Germany	100.0
RI-Solution Data GmbH, Korneuburg, Austria	100.0
RIGI PV d.o.o., Zagreb, Croatia	100.0

Name and principal place of business	Share in capital in %
Rinnovabili Melfi S.r.l., Milan, Italy	100.0
RIVEKA BVBA, Boom, Belgium	100.0
Rosa Rinnovabili S.r.l., Milan, Italy	100.0
Rownal Farm Solar Ltd., London, UK	100.0
Royal Ingredients Group B.V., Alkmaar, Netherlands	100.0
Royal Ingredients Group Holding USA Inc., Chicago, USA	100.0
Royal Ingredients Group India Pvt. Ltd., Navi Mumbai, India	99.9
Royal Ingredients Group International B.V., Alkmaar, Netherlands	100.0
Royal Ingredients Group USA Inc., Chicago, USA	100.0
Royal Ingredients Nigeria Ltd., Lagos, Nigeria	80.0
RoyBalt Ingredients S.A. de C.V., Santiago de Querétaro, Mexico	100.0
Rueda Sur Solar 1, S.L.U., Zaragoza, Spain	100.0
Rueda Sur Solar 2, S.L.U., Zaragoza, Spain	100.0
Rueda Sur Wind 1, S.L.U., Zaragoza, Spain	100.0
Rueda Sur Wind 2, S.L.U., Zaragoza, Spain	100.0
Rueda Sur Wind 3, S.L.U., Zaragoza, Spain	100.0
RUG Raiffeisen Umweltgesellschaft m.b.H., Korneuburg, Austria	75.0
RWA Czechia s.r.o., Unhost, Czechia	100.0
RWA Hrvatska d.o.o., Osijek, Croatia	100.0
RWA Immobilien GmbH, Korneuburg, Austria	100.0
RWA International Holding GmbH, Korneuburg, Austria	100.0
RWA Invest GmbH, Korneuburg, Austria	100.0
RWA Magyarország Kft., Ikrény, Hungary	100.0
RWA Raiffeisen Agro Romnia S.r.l., Timișoara, Romania	100.0
RWA Raiffeisen Ware Austria Aktiengesellschaft, Korneuburg, Austria	50.0
RWA SLOVAKIA spol. s r.o., Bratislava, Slovakia	100.0
RWA Slovenija d.o.o., Škofljica, Slovenia	100.0
RWA Srbija d.o.o., Belgrade, Serbia	100.0
SAH Class B Borrower LLC, Carlsbad, USA	100.0
SAH Portfolio I LLC, Carlsbad, USA	100.0
Saintonge Energies SAS, Paris, France	100.0
Santa Fe BESS LLC, Carlsbad, USA	100.0
SBU Power Holdings Pte. Ltd., Singapore, Singapore	100.0
Scorpion Energy Storage LLC, Carlsbad, USA	100.0
SDK Power Sdn. Bhd., Kuala Lumpur, Malaysia	48.0
Sedaco Agro Commodities LTD, Lagos, Nigeria	100.0
Sedaco Agro Tanzania LTD, Dar es-Salaam, Tanzania	100.0
Sedaco DMCC, Dubai, United Arab Emirates	100.0
Sedaco Mozambique, Limitada, Beira, Mozambique	100.0
Seosan Iljo Bit Solar Co., Ltd., Seoul, South Korea	100.0
Shieldhall Logistics Ltd., Paisley, UK	100.0
Sickingenstraße Grundbesitz GmbH, Kemnath, Germany	51.0
Silverbell Solar LLC, Carlsbad, USA	100.0
Sinclair Logistics Ltd., Paisley, UK	100.0
Sirio Cinque S.r.l., Milan, Italy	100.0
Sirio Due S.r.l., Milan, Italy	100.0
Sirio Quattro S.r.l., Milan, Italy	100.0
Sirio Rinnovabili S.r.l., Milan, Italy	100.0
Sirio Tre S.r.l., Milan, Italy	100.0
Sirio Uno S.r.l., Milan, Italy	100.0
Sol in one GmbH, Kaiserslautern, Germany	80.0
Solar Sud S.r.l., Milan, Italy	100.0
Solar Tech Co., Ltd., Seoul, South Korea	100.0
Solar Wood Co., Ltd., Seoul, South Korea	100.0
Solar-Planit Software GmbH, Tübingen, Germany	100.0
Solarcell Energy Co., Ltd., Seoul, South Korea	100.0

Name and principal place of business	Share in capital in %
Solare Italia S.r.l., Milan, Italy	100.0
Solaris Industrial sp.z o.o., Warsaw, Poland	100.0
Solarmarkt GmbH, Aarau, Switzerland	100.0
Solarna elektrana Bisko d.o.o. za proizvodnju električne energije, Zagreb, Croatia	100.0
Solarna elektrana Proložac d.o.o., Zagreb, Croatia	100.0
Solarpark Aquarius GmbH & Co. KG, Gräfelfing, Germany	100.0
Solarpark Aries GmbH & Co. KG, Gräfelfing, Germany	100.0
Solarpark Bad Liebenwerda GmbH & Co. KG, Gräfelfing, Germany	100.0
Solarpark Kobe GmbH, Munich, Germany	100.0
Solarpark Lupus GmbH & Co. KG, Gräfelfing, Germany	100.0
Solarpark Samas GmbH, Gräfelfing, Germany	100.0
Solitude Hybrid LLC, Carlsbad, USA	100.0
SPV Solarpark 103. GmbH & Co. KG, Gräfelfing, Germany	99.0
SPV Solarpark 105. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 118. GmbH & Co. KG, Gräfelfing, Germany	100.0
Stormon Energi AB, Malmö, Sweden	100.0
Strauss Class B Holdings LLC, Carlsbad, USA	100.0
Strauss Class B Member LLC, Carlsbad, USA	100.0
Strauss Portfolio I LLC, Carlsbad, USA	100.0
Strauss Tax Equity Partnership LLC, Carlsbad, USA	100.0
Strauss Wind, LLC, Los Angeles, USA	100.0
Studios Solar 2, LLC, Carlsbad, USA	100.0
Studios Solar 3, LLC, Carlsbad, USA	100.0
Studios Solar 4, LLC, Carlsbad, USA	100.0
Studios Solar 5, LLC, Carlsbad, USA	100.0
Studios Solar, LLC, Carlsbad, USA	100.0
Sud Energy S.r.l., Milan, Italy	100.0
Sun Power Sicilia S.r.l., Milan, Italy	100.0
Sunčana elektrana Dicmo 2 d.o.o., Zagreb, Croatia	100.0
Sunfish Solar LLC, Carlsbad, USA	100.0
Suntree GmbH, Hamburg, Germany	100.0
T&G Apples Limited, Auckland, New Zealand	100.0
T&G Berries Australia PTY Limited, Melbourne, Australia	85.0
T&G CarSol Asia PTE. Ltd, Singapore, Singapore	50.0
T&G Chile SpA, Santiago de Chile, Chile	100.0
T&G Europe SAS, Lafrançaise, France	100.0
T&G Fresh Produce PTE. Ltd, Singapore, Singapore	100.0
T&G Fruitmark HK Limited, Hong Kong, China	100.0
T&G Global Limited, Auckland, New Zealand	74.0
T&G Global Vietnam Company Ltd, Ho Chi Minh City, Vietnam	100.0
T&G Insurance Limited, Auckland, New Zealand	100.0
T&G Japan Ltd., Tokyo, Japan	100.0
T&G Orchard Services Limited, Auckland, New Zealand	100.0
T&G Processed Food Limited, Auckland, New Zealand	100.0
T&G South East Asia Ltd., Bangkok, Thailand	100.0
T&G Vizzarri Farms Pty Ltd, Tullamarine, Australia	50.0
T&T Electric - American Samoa, LLC, Hilo, USA	100.0
T&T Electric, Inc., Hilo, USA	100.0
Taga Solar, LLC, Carlsbad, USA	100.0
Taipa Water Supply Limited, Kerikeri, New Zealand	65.0
TechnikCenter Grimma GmbH, Mutzschen, Germany	70.0
Temi Rinnovabili S.r.l., Milan, Italy	100.0
TFC Holland B.V., Waddinxveen, Netherlands	100.0
Thenergy B.V., Oosterhout, Netherlands	100.0
Titus Canyon Solar LLC, Carlsbad, USA	100.0
Tracomex B.V., Oosterhout, Netherlands	100.0

Name and principal place of business	Share in capital in %
Trédias Energies SAS, Paris, France	100.0
Trinity Holding B.V., Leeuwarden, Netherlands	100.0
Turners & Growers (Fiji) Limited, Auckland, New Zealand	70.0
Turners & Growers Fresh Limited, Auckland, New Zealand	100.0
Turners & Growers New Zealand Limited, Auckland, New Zealand	100.0
Twilight Energy Storage LLC, Carlsbad, USA	100.0
Tyche Solar, S.L., Barcelona, Spain	100.0
Tyre Bridge Solar LLC, Carlsbad, USA	100.0
Umspannwerk Klein Bünsdorf GmbH & Co. KG, Gräfelfing, Germany	100.0
Unearthed Produce Limited, Mount Wellington, New Zealand	51.0
Unterstützungseinrichtung der BayWa Aktiengesellschaft in München GmbH, Munich, Germany	100.0
URL AGRAR GmbH, Premstätten, Austria	100.0
Uwe Körner GmbH, Lachendorf, Germany	100.0
Val de Moine Energies SARL, Paris, France	100.0
Venosa S.r.l., Milan, Italy	100.0
VentureFruit Australia Pty Limited, Melbourne, Australia	100.0
VentureFruit Global Limited, Auckland, New Zealand	100.0
VentureFruit International Limited, Auckland, New Zealand	100.0
VentureFruit NZ Limited, Auckland, New Zealand	100.0
Venturefruit USA Inc., Delaware, USA	100.0
Viola Rinnovabili S.r.l., Milan, Italy	100.0
Vision Samcheok Energy Ltd., Seoul, South Korea	100.0
VISTA Geowissenschaftliche Fernerkundung GmbH, Munich, Germany	51.0
Watt Development SPV 2 S.L.U., Barcelona, Spain	100.0
Watt Development SPV 9 S.L.U., Barcelona, Spain	100.0
WAV Wärme Austria VertriebsgmbH, Korneuburg, Austria	100.0
Wild Stallion Energy Storage LLC, Carlsbad, USA	100.0
Wilhelmshöhe Infrastruktur GmbH & Co. KG, Gräfelfing, Germany	87.5
Wimmera Plains Energy Facility Holdco Pty Ltd, Melbourne, Australia	100.0
Wimmera Plains Energy Facility Pty Ltd, Melbourne, Australia	100.0
Windenergie Sallingberg GmbH, Kilb, Austria	100.0
Windkraft Beteiligungsgesellschaft mbH & Co. Windpark Krummensee KG, Düsseldorf, Germany	54.8
Windpark Altenglan GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Bella GmbH, Gräfelfing, Germany	100.0
Windpark Freimersheim GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Grüntal GmbH, Sydower Fließ, Germany	100.0
Windpark Hessenweiler GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Hettstadt GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Hiesberg GmbH, Kilb, Austria	100.0
Windpark Holle-Sillium GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Kamionka GmbH, Gräfelfing, Germany	100.0
Windpark Kraubatheck GmbH, Kilb, Austria	100.0
Windpark Langenbrand GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Lindchen GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Oedelum GmbH & Co. KG, Oedelum, Germany	100.0
Windpark Pferdsfeld GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Polanów 1 Sp. z o.o., Warsaw, Poland	100.0
Windpark Polanów 2 Sp. z o.o., Warsaw, Poland	100.0
Windpark Prüm GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Quelkhorn II GmbH & Co. KG, Ottersberg, Germany	100.0
Windpark Velgen-Bornsen GmbH, Bienenbüttel, Germany	100.0
Windpark Wilhelmshöhe GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Wilhelmshöhe II GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Wilhelmshöhe III GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Wirtsnock GmbH, Kilb, Austria	100.0
Wohnen am Lerchenberg GmbH & Co. KG, Borna, Germany	100.0

Name and principal place of business	Share in capital in %
Wooyoung Solar Power Co., Ltd, Seoul, South Korea	100.0
Worldwide Fruit Limited, Spalding, UK	50.0
Yanel farm solar Ltd., London, UK	100.0
Yatpool Solar Farm FinCo Pty Ltd, Melbourne, Australia	100.0
Yatpool Solar Farm HoldCo Pty Ltd, Melbourne, Australia	100.0
Yatpool Sun Farm Pty Ltd, Melbourne, Australia	100.0
zebotec GmbH, Konstanz, Germany	100.0
Zonlocatie 1 B.V., Leeuwarden, Netherlands	100.0
Zonlocatie 2 B.V., Leeuwarden, Netherlands	100.0
Zonlocatie 3 B.V., Leeuwarden, Netherlands	100.0
Zonlocatie 4 B.V., Leeuwarden, Netherlands	100.0
Zonlocaties Nederland B.V., Leeuwarden, Netherlands	100.0
Zonnepark Albrandswaard B.V., Leeuwarden, Netherlands	100.0
Zonnepark Friesland B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV22 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV4 B.V., Leeuwarden, Netherlands	100.0
Zonnepark Skûlenboarch B.V., Leeuwarden, Netherlands	100.0
Zonnepark Weperpolder B.V., Leeuwarden, Netherlands	100.0
Zonnepark Woldjerspoor B.V., Leeuwarden, Netherlands	100.0
Zonnepark XXL B.V., Leeuwarden, Netherlands	87.5
Zonneparken Nederland B.V., Leeuwarden, Netherlands	100.0
Subsidiaries not included in the group of consolidated companies	
"BayWa CS Polska" Sp. z o.o., Brwinów, Poland	100.0
ab bauen wohnen Verwaltungs GmbH, Augsburg, Germany	51.0
ABATIS Beteiligungsgesellschaft mbH, Düsseldorf, Germany	100.0
Absolute Trading Systems, S.L.U., Barcelona, Spain	100.0
act renewable GmbH, Munich, Germany	100.0
Actual Propaganda Systems, S.L.U., Barcelona, Spain	100.0
Advanced Tax Systems S.L.U., Barcelona, Spain	100.0
Agrar- und Transportservice Kölleda GmbH, Kölleda, Germany	62.3
AgrarCommander GesmbH, Korneuburg, Austria	100.0
Agrarproduktenhandel Gesellschaft m.b.H., Klagenfurt, Austria	100.0
AgriFoodTech Venture GmbH, Munich, Germany	51.0
Agrimec B.V., Veghel, Netherlands	100.0
Agro Innovation Lab GmbH, Korneuburg, Austria	100.0
Agromec B.V., Veghel, Netherlands	100.0
Agromed Asia Limited, Hong Kong, China	100.0
AGROMED PATENT BRAZIL LTDA., Londrina, Brazil	100.0
Air Purification Systems, S.L., Barcelona, Spain	100.0
Alga Solar Energy UAB, Vilnius, Lithuania	100.0
Alloue Energies SAS, Paris, France	100.0
Almandine Solar LLC, Carlsbad, USA	100.0
Altostratus Energy Storage LLC, Carlsbad, USA	100.0
Amance Energies SAS, Paris, France	100.0
Aqua Energy Storage LLC, Carlsbad, USA	100.0
ASC Solar Epona S.L.U., Barcelona, Spain	100.0
Autels Villevillon Energies SAS, Paris, France	100.0
Automatic Recovery Systems, S.L.U, Barcelona, Spain	100.0
Auzole Energies SAS, Paris, France	100.0
Avella Hybrid LLC, Carlsbad, USA	100.0
Baltic Logistic Holding B.V., Rotterdam, Netherlands	100.0
Bancheraud Energies SAS, Paris, France	100.0
Banksia Solar S.R.L., Bucharest, Romania	100.0
BayWa ARA 2 GmbH, Munich, Germany	100.0
BayWa CS Georgia LLC, Tbilisi, Georgia	100.0

Name and principal place of business	Share in capital in %
BayWa CS GmbH, Munich, Germany	100.0
BayWa Dienstleistung Ost GmbH, Munich, Germany	100.0
BayWa Forderungsmanagement GmbH, Munich, Germany[1]	100.0
BayWa Obst Verwaltungsgesellschaft mbH, Munich, Germany	100.0
BayWa Power 01 GK, Tokyo, Japan	100.0
BayWa r.e. Australia Offshore Wind Projects 1 Pty Ltd, Melbourne, Australia	100.0
BayWa r.e. Australia Offshore Wind Projects 2 Pty Ltd, Melbourne, Australia	100.0
BayWa r.e. Australia Offshore Wind Projects 3 Pty Ltd, Melbourne, Australia	100.0
BayWa r.e. Bürgerstrom GmbH, Munich, Germany	100.0
BayWa r.e. Energy Solutions Asset Holdings Indonesia Pte Ltd, Singapore, Singapore	100.0
BayWa r.e. Energy Trading UK Limited, London, UK	100.0
BayWa r.e. Gamla Storbäcken AB, Malmö, Sweden	100.0
BayWa r.e. Grön AB, Malmö, Sweden	100.0
BayWa r.e. Gul AB, Malmö, Sweden	100.0
BayWa r.e. IPP Verwaltungs GmbH, Munich, Germany	100.0
BayWa r.e. Power Solutions, S. de R.L. de C.V., Ciudad del Sol, Mexico	100.0
BayWa r.e. Projects Portugal, Unipessoal LDA, Lisbon, Portugal	100.0
BayWa r.e. Ryamon AB, Malmö, Sweden	100.0
BayWa r.e. Ryningsnäs Vindkraft AB, Malmö, Sweden	100.0
BayWa r.e. Shanghai Co., Ltd., Shanghai, China	100.0
BayWa r.e. Solar Holdings Singapore Pte. Ltd., Funan, Singapore	100.0
BayWa r.e. Solar Projects Verwaltungs GmbH, Gräfelfing, Germany	100.0
BayWa r.e. Stortjärnen AB, Malmö, Sweden	100.0
BBP Projekt 2 GmbH, Munich, Germany	100.0
BBP Projekt 3 GmbH, Munich, Germany	100.0
Beaurepas Energies SAS, Paris, France	100.0
Beech Sapling Solar LLC, Carlsbad, USA	100.0
Beechnut Energy Storage LLC, Carlsbad, USA	100.0
Bellevue Bad Heilbrunn GmbH & Co. KG, Günzburg, Germany	51.0
BESS Bielin sp. z o.o., Warsaw, Poland	100.0
BESS Gąbin sp. z o.o., Warsaw, Poland	100.0
BHT Projekt GmbH & Co. KG, Traunreut, Germany	51.0
BIG HILLSIDE SPAIN S.L., Barcelona, Spain	100.0
biohelp – biologischer Pflanzenschutz-Nützlingsproduktions-, Handels- und Beratungs GmbH, Vienna, Austria	89.9
biohelp international GmbH, Korneuburg, Austria	74.9
biohelp license contract and registration GmbH, Fischamed, Austria	93.9
Black Hill Energy Storage LLC, Carlsbad, USA	100.0
Blue Mustang Energy Storage LLC, Carlsbad, USA	100.0
Bluebird Class B Holdings LLC, Carlsbad, USA	100.0
BLUEBIRD CLASS B LLC, Carlsbad, USA	100.0
Bluebird Class B OpCo LLC, Carlsbad, USA	100.0
Bluebird Tax Equity Partnership LLC, Carlsbad, USA	100.0
Bons Fruits Energies SAS, Paris, France	100.0
Boreads Wind II Single Member Private Company, Athens, Greece	100.0
Boreads Wind Single Member Private Company (IKE), Athens, Greece	100.0
Bossay Yzeures Energies SAS, Paris, France	100.0
Brahms Wind Holdings, LLC, Wilmington, USA	100.0
Bramble Solar Farm Limited, Cork, Irland	100.0
Braumarkt GmbH, Hamburg, Germany	95.0
Brizay Energies SAS, Paris, France	100.0
brüderl Projekt Conradty Gmbh & Co. KG, Traunreut, Germany	100.0
Brüderl Projekt GmbH & Co. KG, Traunreut, Germany	51.0
Brüderl Projekt Verwaltungs GmbH, Traunreut, Germany	51.0
BunHyang Solar Power Co., Ltd., Seoul, South Korea	100.0
Bürgerwind Dollenkamp GmbH & Co. KG, Gräfelfing, Germany	100.0
Business Sufficiency Systems S.L.U., Barcelona, Spain	100.0

Name and principal place of business	Share in capital in %
BW DSG, LLC, Wilmington, USA	100.0
BW Vietnam Investments Able RE Co., Ltd, Ho Chi Minh City, Vietnam	100.0
BW Vietnam Investments Solid RE Co., Ltd, Ho Chi Minh City, Vietnam	100.0
BW Vietnam Investments Top RE Co., Ltd, Ho Chi Minh City, Vietnam	100.0
Cabrera Reliability Project LLC, Carlsbad, USA	100.0
Calla Rinnovabili S.r.l., Milan, Italy	100.0
Callistemon Solar S.R.L., Bucharest, Romania	100.0
Camden Solar Development LLC, Carlsbad, USA	100.0
Campagne Cazaubon Energies SAS, Paris, France	100.0
Candé Energies SAS, Paris, France	100.0
Canela Energy Storage Project LLC, Carlsbad, USA	100.0
CAPE ROCK SYSTEMS S.L.U., Barcelona, Spain	100.0
Castets Energies, Paris, France	100.0
Cat Solar Parc 4 S.R.L., Bucharest, Romania	100.0
Cavaillon Energies SAS, Paris, France	100.0
Cefetra Digital Services S.L., Pozuelo de Alarcón, Spain	100.0
Cefetra Este S.L.U., Pozuelo de Alarcón, Spain	100.0
Cefetra Oeste S.L.U., Pozuelo de Alarcón, Spain	100.0
Cefetra Sur S.L.U., Pozuelo de Alarcón, Spain	100.0
CENTRO AGRICOLO FRIULANO S.R.L., Rivolto, Italy	85.0
Century Maple Systems, S.L., Barcelona, Spain	100.0
Chantemerle Energies SAS, Paris, France	100.0
Chitry Energies SAS, Paris, France	90.0
Chulpan Solar Energy S.R.L., Bucharest, Romania	100.0
Churuco Solar SAS E.S.P., Bogotá, D.C., Colombia	100.0
Clementine Solar LLC, Carlsbad, USA	100.0
Col des 3 Soeurs SARL, Paris, France	100.0
Common Logic Systems, S.L., Barcelona, Spain	100.0
Copper Dream Solar Hybrid LLC, Carlsbad, USA	100.0
Corazon Energy Development LLC, Carlsbad, USA	100.0
Corporate Creation Systems, S.L.U., Barcelona, Spain	100.0
Corporate Reelection S.L., Barcelona, Spain	100.0
Corymbia Solar S.R.L., Bucharest, Romania	100.0
Crossbuck Energy Storage LLC, Carlsbad, USA	100.0
Danugrain Lagerei GmbH, Krems an der Donau, Austria	60.0
Decker Wohnbau Verwaltungs GmbH, Grünwald, Germany	51.0
Dinara Solar Energy S.R.L., Bucharest, Romania	100.0
Distant Horizons Systems, S.L.U., Barcelona, Spain	100.0
Dogwood Energy Storage LLC, Carlsbad, USA	100.0
Dollenkamp Infrastruktur GmbH & Co. KG, Gräfelfing, Germany	100.0
Dordives Energies SAS, Paris, France	100.0
Drayac Energies SAS, Paris, France	100.0
DRWZ-Beteiligungsgesellschaft mbH, Munich, Germany	100.0
Easy Above Systems, S.L.U., Barcelona, Spain	100.0
Economic Intention Systems S.L., Barcelona, Spain	100.0
Edera Rinnovabili S.r.l., Milan, Italy	100.0
Eguzon-Chantôme Energies SAS, Paris, France	100.0
Enable Energy Labs, LLC, Sacramento, USA	100.0
Engage Intelligenty S.L.U., Barcelona, Spain	100.0
Eoliennes de Haute Voie SAS, Paris, France	51.0
Equestrian Energy Storage LLC, Carlsbad, USA	100.0
Erste Onshore Windkraft Beteiligungsgesellschaft mbH, Oldenburg, Germany	100.0
Espéraza Brebis Energies SAS, Paris, France	100.0
ESS 2 B.V., Leeuwarden, Netherlands	100.0
ESS 3 B.V., Leeuwarden, Netherlands	100.0
ESS 4 B.V., Leeuwarden, Netherlands	100.0

Name and principal place of business	Share in capital in %
ESS 5 B.V., Leeuwarden, Netherlands	100.0
ESS 6 B.V., Leeuwarden, Netherlands	100.0
ESS 7 B.V., Leeuwarden, Netherlands	100.0
ESS 8 B.V., Leeuwarden, Netherlands	100.0
Estruplund 2 Energi Park ApS, Copenhagen, Denmark	100.0
Estruplund Infrastructure ApS, Copenhagen, Denmark	100.0
Exeter Main Battery Limited, London, UK	100.0
Eyliac Energies SAS, Paris, France	100.0
Fairview Reliability Project LLC, Carlsbad, USA	100.0
Ferme solaire du Savonet SAS, Paris, France	100.0
Fraissé Energies, Paris, France	100.0
Fransis Solar Energy S.R.L., Bucharest, Romania	100.0
Fyanstown Solar Farm Limited, Cork (IE), Cork, Ireland	100.0
G. Stranzinger Bauprojekt GmbH & Co. KG, Tann, Germany	60.0
G. Stranzinger Verwaltungs GmbH, Tann, Germany	60.0
Garein Energies SAS, Paris, France	90.0
Genol Vertriebssysteme GmbH, Korneuburg, Austria	100.0
Germigny L'Eveque Energies SAS, Paris, France	100.0
Ghost Town Hybrid LLC, Carlsbad, USA	100.0
Gievres Energies SAS, Paris, France	100.0
Giglio Rinnovabili S.r.l., Milan, Italy	100.0
Glensalloch Wind Farm Limited, Edinburgh, UK	100.0
Gondrexange Energies SAS, Paris, France	100.0
Grainli Verwaltungs GmbH, Hamburg, Germany	100.0
Grainvest B.V., Almere, Netherlands	100.0
Grandere Solar LLC, Carlsbad, USA	100.0
Green Hill Energy Storage LLC, Carlsbad, USA	100.0
Green Wind Deutschland GmbH, Munich, Germany	50.0
Grevillea Solar S.R.L., Bucharest, Romania	100.0
GyeongJu SiRu Wind Co., Ltd., Seoul, South Korea	100.0
H2X GmbH, Munich, Germany	75.1
HaePung1 Co., Ltd., Seoul, South Korea	100.0
Haute Saintonge Energies SAS, Paris, France	84.0
Helios Grid Reliability Project LLC, Carlsbad, USA	100.0
Hibiscus Hybrid Project LLC, Carlsbad, USA	100.0
High-Rise Building Systems, S.L., Barcelona, Spain	100.0
Higher Winds Systems S.L., Barcelona, Spain	100.0
Honey Bee Storage LLC, Carlsbad, USA	100.0
Hughenden Solar Pty Ltd, Melbourne, Australia	100.0
Iliako Power I Single Member Private Company (IKE), Marousi, Greece	100.0
Iliako Power II Single Member Private Company (IKE), Marousi, Greece	100.0
Iliako Power III Single Member Private Company (IKE), Marousi, Greece	100.0
Iliako Power IV Single Member Private Company (IKE), Marousi, Greece	100.0
ILIAKO POWER IX SINGLE MEMBER PRIVATE COMPANY (IKE), Marousi, Greece	100.0
Iliako Power V Single Member Private Company (IKE), Marousi, Greece	100.0
Iliako Power VI Single Member Private Company (IKE), Marousi, Greece	100.0
Iliako Power VII Single Member Private Company (IKE), Marousi, Greece	100.0
ILIAKO POWER VIII SINGLE MEMBER PRIVATE COMPANY (IKE), Marousi, Greece	100.0
ILIAKO POWER X Monoprosopi I.K.E., Marousi, Greece	100.0
IMMOBILIARE AGRICOLA RIVOLTO S.R.L., Rivolto, Italy	100.0
Infraestructuras Comunes Gerenas, S.L., Barcelona, Spain	100.0
Infrastruktur Altenglan Ulmet GmbH & Co. KG, Gräfelfing, Germany	100.0
Intelligent Challenge S.L.U., Barcelona, Spain	100.0
Interlubes GmbH, Würzburg, Germany	100.0
Javelina Energy Storage LLC, Carlsbad, USA	100.0
Ketziner Beteiligungsgesellschaft mbH, Niederer Fläming, Germany	100.0

Name and principal place of business	Share in capital in %
Koyash Solar Energy S.R.L., Bucharest, Romania	100.0
Kushiro Kitazono PV Plant G.K., Tokyo, Japan	100.0
La Couture Energies SARL, Paris, France	100.0
Le Péroux Energies SAS, Paris, France	100.0
Lecot Energies SAS, Paris, France	100.0
Les Éoliennes Citoyennes de Botsay SAS, Paris, France	100.0
Les Grangéoles Energies, Paris, France	100.0
Les Platayres Energies SARL, Paris, France	100.0
Les Poncets Energies SAS, Paris, France	100.0
Les Vastres Energies SAS, Paris, France	100.0
LIGHT RAYS SPAIN S.L., Barcelona, Spain	100.0
Lilium Rinnovabili S.r.l., Milan, Italy	100.0
Lincoln Park DG LLC, Carlsbad, USA	100.0
Lincoln Park DG Real Estate LLC, Carlsbad, USA	100.0
Loganberry Energy Storage LLC, Carlsbad, USA	100.0
Londigny Energies SARL, Paris, France	100.0
LOW RELIEF BUSINESS S.L., Barcelona, Spain	100.0
Luenga Solar S.L.U., Barcelona, Spain	100.0
Lume Energy Storage Project LLC, Carlsbad, USA	100.0
Magnolia Rinnovabili S.r.l., Milan, Italy	100.0
Magyar "Agrár-Ház" Kft., Ikrény, Hungary	100.0
Mailley Chazelot Energies SAS, Paris, France	100.0
Maine Anjou Energies SAS, Paris, France	100.0
Malva Rinnovabili S.r.l., Milan, Italy	100.0
Manzanita Reliability Project LLC, Carlsbad, USA	100.0
Marugame Tamuraike Floating Solar GK, Tokyo, Japan	100.0
Matias Solar Energy S.R.L., Bucharest, Romania	100.0
Matur Solar Energy UAB, Vilnius, Lithuania	100.0
MD-Betriebs-GmbH, Munich, Germany	90.0
Meadow Farm Battery Limited, London, UK	100.0
Meerlicht B.V., Leeuwarden, Netherlands	100.0
Minihy Tréguier Energies SAS, Paris, France	100.0
Monarch Energy Storage LLC, Carlsbad, USA	100.0
Montaut Noisetiers Energies SAS, Paris, France	100.0
Montmorillon Energies SAS, Paris, France	100.0
MTP Projekt Verwaltung Oberland GmbH, Günzburg, Germany	51.0
Natural Wind Energy Co., Ltd., Bangkok, Thailand	100.0
Natural Wind Energy Holding Co., Ltd., Bangkok, Thailand	30.0
New Universeline Systems S.L., Barcelona, Spain	70.0
NOB-Betriebs-GmbH, Munich, Germany	90.0
North Catskill DG LLC, Carlsbad, USA	100.0
North Catskill DG Real Estate LLC, Carlsbad, USA	100.0
North Farm Mannington Solar Limited, London, UK	100.0
Nurlat Solar Energy S.R.L., Bucharest, Romania	100.0
Oakdale Battery Storage, LLC, Carlsbad, USA	100.0
Olivine Energy Storage LLC, Carlsbad, USA	100.0
Orist Energies SAS, Paris, France	100.0
Parc solaire du Mouna SAS, Paris, France	100.0
PATIS Beteiligungsgesellschaft mbH, Düsseldorf, Germany	100.0
Pèle Joue Energies SAS, Paris, France	100.0
Pelletsone GmbH, Lichtenegg, Austria	100.0
Pié Desgroies Energies SAS, Paris, France	100.0
Potential Calculation Systems, S.L., Barcelona, Spain	100.0
Power Ventures 2 Single Member P.C., Marousi, Greece	100.0
Prechac Energies SAS, Paris, France	100.0
Preferred Organizational Systems, S.L., Barcelona, Spain	100.0

Name and principal place of business	Share in capital in %
Protectionist Galleries Systems S.L.U., Barcelona, Spain	100.0
PT. Bumiraya Suria Abadi, Jakarta, Indonesia	49.0
Quick Opening Systems, S.L.U., Barcelona, Spain	100.0
Radiant Burst Systems S.L., Barcelona, Spain	100.0
Raiffeisen Trgovina d.o.o., Lenart, Slovenia	100.0
Rapid Reaction Systems, S.L.U., Barcelona, Spain	100.0
Red Pine Energy Storage LLC, Carlsbad, USA	100.0
Referenced Productive Systems, S.L., Barcelona, Spain	100.0
Renertech Management GmbH, Gräfelfing, Germany	100.0
Renton Sistemas Aplicados, S.L., Barcelona, Spain	100.0
Rochetaillée Energies SAS, Paris, France	100.0
ROCKY CLIFF CORPORATION S.L., Barcelona, Spain	100.0
Rodeo Hybrid LLC, Carlsbad, USA	100.0
Rosalind Reliability Project LLC, Carlsbad, USA	100.0
Royal Ingredients Group Canada Ltd., Vancouver, Canada	100.0
Royal Natural Foods B.V., Alkmaar, Netherlands	100.0
Royal Organic Ingredients USA Inc., Chicago, USA	100.0
RWA Ukrajina tov, Kyiv, Ukraine	100.0
Saatzucht Edelhof GmbH, Zwettl, Austria	100.0
Saatzucht Gleisdorf Gesellschaft m.b.H., Gleisdorf, Austria	66.7
SAINT GEORGE MAGNESIA LIGHT SINGLE MEMBER PRIVATE COMPANY, Marousi, Greece	100.0
Saint Jory Energies SAS, Paris, France	100.0
Saint Menges Energies, Paris, France	100.0
Saint Yaguen Energies SAS, Paris, France	100.0
Saint-Bonnet-de-Bellac Energies SAS, Paris, France	100.0
Saint-Bonnet-des-Quarts Energies SAS, Paris, France	100.0
Saint-Couat Energies SAS, Paris, France	100.0
Saints Geosmes Energies SAS, Paris, France	100.0
Salavat Solar Energy UAB, Vilnius, Lithuania	100.0
Salm Energies SARL, Paris, France	100.0
Salsigne Villardonnel Energies SAS, Paris, France	100.0
Samcheok Eco Wind Co., Ltd., Seoul, South Korea	100.0
SanHae Green Energy Co., Ltd., Seoul, South Korea	95.0
Saubens Energies SAS, Paris, France	100.0
Sea Breeze Huge S.L., Barcelona, Spain	100.0
Sendling Solar Energy S.R.L., Bucharest, Romania	100.0
Senita Energy Storage LLC, Carlsbad, USA	100.0
Shin-Ri Solar Power Co., Ltd., Seoul, South Korea	100.0
Side Recovery Systems, S.L.U., Barcelona, Spain	100.0
Siebte sp. z o.o., Warsaw, Poland	100.0
Silverchain Gestión S.L., Barcelona, Spain	100.0
Smakkerup Energi- og Naturpark ApS, Copenhagen, Denmark	100.0
Sofie-Amaliegaard Energi- og Naturpark ApS, Copenhagen, Denmark	100.0
Sokolata Hybrid Project LLC, Carlsbad, USA	100.0
Solaire de Haute Voie SAS, Paris, France	100.0
Solar Plant Energ- og Naturpark ApS, Copenhagen, Denmark	100.0
Solarna elektrana Končanica d.o.o., Zagreb, Croatia	100.0
Solarpark 13 sp. z o.o., Warsaw, Poland	100.0
Solarpark 15 sp. z o.o., Warsaw, Poland	100.0
Solarpark 19 sp. z o.o., Warsaw, Poland	100.0
Solarpark 22 sp. z o.o., Warsaw, Poland	100.0
Solarpark 23 sp. z o.o., Warsaw, Poland	100.0
Solarpark 24 sp. z o.o., Warsaw, Poland	100.0
Solarpark 25 sp. z o.o., Warsaw, Poland	100.0
Solarpark 26 sp. z o.o., Warsaw, Poland	100.0
Solarpark 27 sp. z o.o., Warsaw, Poland	100.0

Name and principal place of business	Share in capital in %
Solarpark 6 sp. z o.o., Warsaw, Poland	100.0
Solarpark Biała Nyska sp. z o.o., Warsaw, Poland	100.0
Solarpark Białokury sp. z o.o., Warsaw, Poland	100.0
Solarpark Bielin sp. z o.o., Warsaw, Poland	99.0
Solarpark Brojce sp. z o.o., Warsaw, Poland	100.0
Solarpark Czarnów sp. z o.o., Warsaw, Poland	100.0
Solarpark Dobrich Limited EOOD, Sofia, Bulgaria	100.0
Solarpark Dolice Sp. z o.o., Warsaw, Poland	100.0
Solarpark Horus GmbH, Gräfelfing, Germany	100.0
Solarpark Horus Sp. z o.o., Warsaw, Poland	100.0
Solarpark Kotla sp. z o.o., Warsaw, Poland	100.0
Solarpark Kyffhäuserland GmbH & Co. KG, Kyffhäuserland	100.0
Solarpark Lugh GmbH, Gräfelfing, Germany	100.0
Solarpark Lugh Sp. z o.o., Warsaw, Poland	100.0
Solarpark Malina GmbH, Gräfelfing, Germany	100.0
Solarpark Mitra GmbH, Gräfelfing, Germany	100.0
Solarpark Mitra Sp. z o.o., Warsaw, Poland	100.0
Solarpark Mrągowo sp. z o.o., Warsaw, Poland	100.0
Solarpark Myślęta sp. z o.o., Warsaw, Poland	100.0
Solarpark Pałck sp. z o.o., Warsaw, Poland	100.0
Solarpark Paluzy sp. z o.o., Warsaw, Poland	99.0
Solarpark Polanów sp. z o.o., Warsaw, Poland	100.0
Solarpark Staroźreby sp. z o.o., Warsaw, Poland	100.0
Solarpark Sunna GmbH, Gräfelfing, Germany	100.0
Solarpark Sunna Sp. z o.o., Warsaw, Poland	100.0
Solarpark Tucana GmbH & Co. KG, Gräfelfing, Germany	100.0
Solarpark Tuchola sp. z o.o., Warsaw, Poland	100.0
Solarpark Ulhówek sp. z o.o., Warsaw, Poland	100.0
Solarpark Wega GmbH & Co. KG, Gräfelfing, Germany	100.0
Solarpark Zagrodno sp. z o.o., Warsaw, Poland	100.0
Soulanges Energies SAS, Paris, France	51.0
Sourdough Energy Storage LLC, Carlsbad, USA	100.0
Spitzlberg GmbH & Co. KG, Augsburg, Germany	51.0
Springmount Solar Farm Limited, Dublin, Ireland	100.0
SPV Solarpark 104. GmbH & Co. KG, Gräfelfing, Germany, Germany	100.0
SPV Solarpark 107. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 108. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 109. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 111. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 113. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 114. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 115. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 116. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 117. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 119. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 120. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 121. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 122. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 123. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 124. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 125. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 126. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 127. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 128. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 129. GmbH & Co. KG, Gräfelfing, Germany	100.0
SPV Solarpark 130. GmbH & Co. KG, Gräfelfing, Germany	100.0

Name and principal place of business	Share in capital in %
SPV Solarpark 131. GmbH & Co. KG, Gräfelfing, Germany	100.0
St Johns Reliability Project LLC, Carlsbad, USA	100.0
Stabilizers and Developments S.L.U., Barcelona, Spain	100.0
Sunshine Latin GmbH & Co. KG, Munich, Germany	100.0
Sunstrike Hybrid LLC, Carlsbad, USA	100.0
Takamatsu Mimayaike Floating Solar GK, Tokyo, Japan	100.0
Takamatsu Narazuike Floating Solar GK, Tokyo, Japan	100.0
Takamatsu Odaike Floating Solar GK, Tokyo, Japan	100.0
Talgat Solar Energy S.R.L., Bucharest, Romania	100.0
Tazaca Energy Storage LLC, Carlsbad, USA	100.0
Ténarèze Energies SAS, Paris, France	100.0
Time Clever Entertainment S.L.U., Barcelona, Spain	100.0
Tithini Aiolika Parka Single Member P.C., Marousi, Greece	100.0
Titus Canyon Solar II LLC, Carlsbad, USA	100.0
Traditional Mechanism Systems S.L.U., Barcelona, Spain	100.0
Trainou Energies SAS, Paris, France	100.0
Trémont sur Saulx Energies SAS, Paris, France	100.0
Troutdale Reliability Project LLC, Carlsbad, USA	100.0
Trufa Energies SAS, Paris, France	100.0
Tuilé Energies SAS, Paris, France	100.0
Umspannwerk Erkeln GmbH & Co. KG, Gräfelfing, Germany	100.0
Villamayor Solar S.L., Barcelona, Spain	100.0
Vivier Energies SAS, Paris, France	100.0
Waratah Solar S.R.L., Bucharest, Romania	100.0
Wasigny Mesmont Energies SAS, Paris, France	100.0
Watt Development Solar 2, S.L., Barcelona, Spain	100.0
Wessex Grain Ltd., Manchester, UK	100.0
WHG LIEGENSCHAFTSVERWALTUNG BETRIEBS GMBH, Klagenfurt, Austria	100.0
Whispering Bells Solar Hybrid LLC, Carlsbad, USA	100.0
White Gate Industrial Park SRL, Bucharest, Romania,	100.0
White Pear Reliability Project LLC, Carlsbad, USA	100.0
WILD WORLD CLOUDS, S.L., Barcelona, Spain	100.0
Wimmera Plains Energy Facility Stage 2 Pty Ltd, Melbourne, Australia	100.0
Windkraft Beteiligungsgesellschaft mbH, Düsseldorf, Germany	100.0
Windpark Achtmaal B.V., Leeuwarden, Netherlands	100.0
Windpark Bad Berleburg GmbH & Co. KG, Gräfelfing, Germany	50.0
Windpark Beckumer Feld GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Berka GmbH & Co. KG, Gräfelfing, Germany	50.0
Windpark Damscheid GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Dirmstein GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Dollenkamp GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Dörrenbacher Wald GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Gillersheim GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Gronau Leine GmbH & Co. KG, Eime, Germany	100.0
Windpark Großer Riese GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Haiderbachhöhe GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Immensen GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Kortgene B.V., Leeuwarden, Netherlands	100.0
Windpark Kotla Sp. z o.o., Warsaw, Poland	100.0
Windpark Langenbrand II GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Langenlonsheim GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Moringen Nord GmbH & Co. KG, Gräfelfing, Germany	50.0
Windpark Niederalbertsdorf GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Olsberg GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Prezelle GmbH & Co. KG, Gräfelfing, Germany	50.0
Windpark Rucphen B.V., Leeuwarden, Netherlands	100.0

Name and principal place of business	Share in capital in %
Windpark SBG V GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Seershausen GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Sien II GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Sint-Antoinedijk B.V., Leeuwarden, Netherlands	100.0
Windpark Ulmet GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Vorbeck-Kambs GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Wimmelburg 3 GmbH & Co. KG, Gräfelfing, Germany	100.0
Windpark Wülfinghausen GmbH & Co. KG, Gräfelfing, Germany	100.0
Wohnen am Lerchenberg Verwaltungs GmbH, Borna, Germany	100.0
Woodlands Mannington Solar Limited, London, UK	100.0
WP Seershausen Infrastruktur GmbH & Co. KG, Gräfelfing, Germany	100.0
Yaguarundi Solar II S.A.S. E.S.P., Bogotá, D.C., Colombia	100.0
Yeongdeok Gosil Wind Co., Ltd., Seoul, South Korea	100.0
Ygos Energies SAS, Paris, France	100.0
ZL Holding B.V., Leeuwarden, Netherlands	100.0
Zonlocatie 5 B.V., Leeuwarden, Netherlands	100.0
Zonlocatie 6 B.V., Leeuwarden, Netherlands	100.0
Zonlocatie 7 B.V., Leeuwarden, Netherlands	100.0
Zonlocatie 8 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV25 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV28 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV30 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV31 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV32 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV33 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV34 B.V., Leeuwarden, Netherlands	100.0
Zonnepark PV35 B.V., Leeuwarden, Netherlands	100.0
Zonnepark ZL 1 B.V., Leeuwarden, Netherlands	100.0
Zonnepark ZL 2 B.V., Leeuwarden, Netherlands	100.0
Zonnepark ZL 3 B.V., Leeuwarden, Netherlands	100.0
Zonnepark ZL 4 B.V., Leeuwarden, Netherlands	100.0
Zonnepark ZL 5 B.V., Leeuwarden, Netherlands	100.0
Zonneparken Nederland IPP B.V., Leeuwarden, Netherlands	100.0
Zuiderzee Zon B.V., Leeuwarden, Netherlands	100.0
Joint ventures included under the equity method	
Amadeus Wind Holdings, LLC, Wilmington, USA	33.3
Baltanás Cereales y Abonos, S.L., Baltanás, Spain	50.0
BAUWERKE Bauträger GmbH, Nürnberg, Germany	51.0
BHBW Holdings (Pty) Ltd, Lynnwood Manor, South Africa	50.0
Buchan Offshore Wind Limited, Glasgow, UK	33.3
Dagan Protech, SL, Ciudad Real, Spain	50.0
FTW Bayreuth GmbH, Weidenberg, Germany	50.0
Growers Direct Limited, Wakefield, UK	50.0
Hafen Vierow - Gesellschaft mit beschränkter Haftung, Brünzow, Germany	50.0
Pennavel SAS, Paris, France	50.0
Reset Holdings Limited, Hong Kong, China	50.0
Tornio Karhakkamaa Tuuli GP Oy, Helsinki, Finland	50.0
Tornio Karhakkamaa Tuuli Ky, Helsinki, Finland	50.0
Transhispania Agraria, S.L., Torquemada, Spain	28.3
VIELA Export GmbH, Brünzow; Germany	50.0
Wawata General Partner Limited, Nelson, New Zealand	50.0
Wind + Mehr GmbH, Hanover, Germany	50.0
Associated companies included under the equity method	
AUSTRIA JUICE GmbH, Allhartsberg, Austria	50.0

Name and principal place of business	Share in capital in %
Big Blue Agriculture Ltd, Tzaneen, South Africa	35.0
Deutsche Raiffeisen-Warenzentrale GmbH, Frankfurt am Main, Germany	32.8
Gestión Rueda Promotores, SL, Zaragoza, Spain	33.7
Grandview Brokerage LLC, Seattle, USA	39.4
LWM Austria GmbH, Hollabrunn, Austria	25.0
OLF Deutschland GmbH, Hamburg, Germany	25.0
Tjiko GmbH, Flintsbach a. Inn; Germany	69.4
WUN Pellets GmbH, Wunsiedel, Germany	30.0
Associates and joint ventures of secondary importance not included under the equity method	
Agromed Biological (Xuzhou) Co. Ltd., Jiangsu, China	20.0
ARGE WWS Obst GbR, Markdorf, Germany	50.0
BAS Steinbau GmbH, Ravensburg, Germany	50.0
BAUWERKE Liegenschaften GmbH, Nürnberg, Germany	51.0
Blitz H23-114 GmbH, Munich, Germany	
Bonus Holsystem für Verpackungen GmbH, Kufstein, Austria	26.0
Bonus Holsystem für Verpackungen GmbH & Co.KG, Kufstein, Austria	26.0
Chemag Agrarchemikalien GmbH, Frankfurt am Main, Germany	33.3
Cross Cargo Logistics GmbH, Ardagger Stift, Austria	25.1
cut X GmbH, Dorfen, Germany	
EBULUM GmbH & Co. Objekt Baunatal KG, Pullach im Isartal, Germany	94.0
eFriends Energy GmbH, Nappersdorf, Austria	26.2
HGD Haus und Garten Deutschland Handelskooperation GmbH, Karlsruhe, Germany	50.0
Infraestructuras de Íllora, S.L., Barcelona, Spain	40.0
InterSaatzucht GmbH, Hohenkammer, Germany	36.0
ISTROPOL SOLARY a.s., Horné Mýto, Slovakia	29.8
Kärntner Saatbau e.Gen., Klagenfurt, Austria	27.9
LLT - Lannacher Lager- und Transport GesmbH, Korneuburg, Austria	50.0
Logistikzentrum Röthlein GmbH & Co. KG, Gräfelfing, Germany	94.0
MoSagri B.V., Breda, Netherlands	25.0
MoSagri LDA, Bairro Namalungo, Lumbo, Mozambique	25.0
REMABO Ressourcen Management GmbH, Innsbruck, Austria	26.0
RLH Agrar GmbH, Emskirchen, Germany	18.9
Röthlein Logistik GmbH, Röthlein, Germany	50.0
TFC ME General Trading LLC, Dubai, United Arab Emirates	
Veproline GmbH, Göttlesbrunn-Arbesthal, Austria	50.0
Windpark A73-Heumen B.V., Utrecht, Netherlands	50.0
Participation in large corporations	
Südstärke Gesellschaft mit beschränkter Haftung, Schrobenhausen, Germany	6.5

1 Profit and loss transfer agreement

Affirmation by the Legally Authorised Representatives

We hereby affirm that, to the best of our knowledge and in accordance with the generally accepted accounting principles, the consolidated financial statements give a true and fair view of the net assets, financial position and the result of operations of the Group, and the consolidated management report on the Group presents a true and fair description of the development of the Group's business, including its performance, and of the material risks and opportunities inherent in the prospective development of the Group.

Munich, 7 July 2025

BayWa Aktiengesellschaft

Board of Management
Dr. Frank Hiller
Michael Baur
Prof. Dr. Matthias J. Rapp
Dr. Marlen Wienert

Independent Auditor's Report

To BayWa Aktiengesellschaft, Munich

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE GROUP MANAGEMENT REPORT

Audit Opinions

We have audited the consolidated financial statements of BayWa Aktiengesellschaft, Munich, and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 31 December 2024, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the financial year from 1 January to 31 December 2024, and notes to the consolidated financial statements, including material accounting policy information. In addition, we have audited the group management report of BayWa Aktiengesellschaft for the financial year from 1 January to 31 December 2024. In accordance with the German legal requirements, we have not audited the content of the sections "Key features of the internal control and risk management system" and "Sustainability at BayWa" of the group management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) (the IFRS Accounting Standards) as adopted by the EU and the additional requirements of German commercial law pursuant to § [Article] 315e Abs. [paragraph] 1 HGB [Handelsgesetzbuch: German Commercial Code] and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as at 31 December 2024, and of its financial performance for the financial year from 1 January to 31 December 2024, and
- the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the group management report does not cover the content of the sections of the group management report referred to above.

Pursuant to § 322 Abs. 3 Satz [sentence] 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

Basis for the Audit Opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as "EU Audit Regulation") in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the group management report.

Material Uncertainty Related to Going Concern

We draw attention to the disclosures in section „Preliminary remarks" of the notes to the consolidated financial statements as well as the disclosures in section „Remarks on the situation regarding the reorganisation of the BayWa Group", subsection „Risk to BayWa as a going concern and potential for reorganisation confirmed" of the group management report, where the executive directors describe that the

Group's ability to continue as a going concern depends on the successful implementation of the measures described in the restructuring plan according to StaRUG [Gesetz über den Stabilisierungs- und Restrukturierungsrahmen für Unternehmen: Act on the Stabilisation and Restructuring Framework for Companies] as well as the restructuring opinion and, in this respect in particular on the increase in profitability as part of a strategic realignment, considering the sale of additional non-core investments and assets, as well as the execution of the planned capital increase, and on the compliance with the code of conduct (so called undertakings and covenants) agreed upon in the refinancing processes. As stated in section „Preliminary remarks" of the notes to the consolidated financial statements and in section „Remarks on the situation regarding the reorganisation of the BayWa Group", subsection „Risk to BayWa as a going concern and potential for reorganisation confirmed" of the group management report, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and that represents a risk that the Group's ability to continue as a going concern is threatened pursuant to § 322 Abs. 2 Satz 3 HGB.

In accordance with Article 10 (2) (c) ii) of the EU Audit Regulation, we summarize our audit response regarding this risk as follows: As part of our audit, we assessed the agreements made in the restructuring plan according to StaRUG. We also evaluated the assumptions made in the restructuring opinion and verified whether the described measures were appropriately derived from these assumptions. Furthermore, we considered the written assessments of the company's advisors regarding the successful implementation of the restructuring plan and restructuring opinion, respectively, and also assessed the professional qualifications of the restructuring expert. Additionally, through inquiry and documents, we verified the progress of the initiated measures to increase profitability as well as disposal of non-core investments and assets. We also assessed the group-wide corporate and financial planning prepared by the company and its premises and evaluated the status of the implementation of measures to timely procure additional financial resources to maintain minimum liquidity as well as to comply with the further code of conduct as per the refinancing agreements.

Our audit opinions on the consolidated financial statements and the group management report are not modified in respect of this matter.

Key Audit Matters in the Audit of the Consolidated Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from 1 January to 31 December 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters. In addition to the matter described in the section "Material Uncertainty Related to Going Concern", we have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

In our view, the matters of most significance in our audit were as follows:
❶ Recoverability of goodwill and non-current non-financial assets
❷ Accounting for goods and contracts acquired and sold exclusively for trading purposes
❸ Revenue recognition from project business in wind and solar parks

Our presentation of these key audit matters has been structured in each case as follows:
① Matter and issue
② Audit approach and findings
③ Reference to further information

Hereinafter we present the key audit matters:

❶ Recoverability of goodwill and non-current non-financial assets

① In the company's consolidated financial statements, non-current non-financial assets are reported under the balance sheet items "Intangible assets", "Property, plant and equipment" and "Investments accounted for using the equity method" in the amount of € 3.3 billion in total (30.32% of total assets). While goodwill, which is included in the balance sheet item "Intangible assets" in the amount of €174.8 million, is tested for impairment once a year or when there are indications of impairment ("impairment test"), an impairment test must only be carried out for the other non-current non-financial assets if there are indications (triggering events) that an impairment may exist. In the course of the company's restructuring and the associated fact that its market capitalisation has fallen below its book value of equity, the company carried out impairment tests for all cash-generating units or groups of cash-generating units in the Group in the financial year. The impairment tests were carried out at the level of cash-generating units or, in the case of goodwill, at the level of groups of cash-generating units. As part of the impairment test, the carrying amount of the respective cash-generating unit is compared with the corresponding recoverable amount. The recoverable amount is calculated as the higher of the fair value less costs to sell and the value in use. The valuation is generally based on the present value of future cash flows of the respective cash-generating unit or group of cash-generating units. The present values are calculated using discounted cash flow models. In the BayWa Group, the medium-term plan of the Group for the years 2025 to 2028, which was drawn up in collaboration between restructuring experts and the executive directors, forms the starting point. This is then extrapolated using assumptions about long-term growth rates. For wind and solar parks, planning is based on longer operating times in line with operating expectations. Expectations regarding future market developments (in particular electricity price curves) and assumptions regarding the development of macroeconomic factors are also taken into account. Discounting is carried out using the weighted average cost of capital of the respective cash-generating unit or, in the case of goodwill, at the level of groups of cash-generating units.

It was determined that the recoverable amount is below the carrying amount for a total of 183 cash-generating units or, in the case of goodwill, at the level of groups of cash-generating units and therefore, a general need for impairment exists. Impairment losses totalled €549.7 million.

In accordance with IAS 36.105, the lower limit for the carrying amount of the respective asset is the highest of the fair value less costs to sell and its value in use (if determinable) or zero when allocating the impairment loss. In this regard, the company has determined the fair value and (if determinable) the value in use for non-financial assets for cash-generating units or groups of cash-generating units for which impairment is required. This relates in particular to land and buildings, technical silos, technical equipment and machinery, as well as rights of use in accordance with IFRS 16.

The market values of land and buildings were determined by BayWa and compared with the carrying amount. For valuation of the technical silos, the company used the asset value method applying a cost-to-capacity approach. The valuation was based on technical parameters such as capacity, construction, insulation, equipment and supplementary systems. The replacement value of the technical silos was determined on this basis and reduced by any value-reducing discounts, taking into account their actual age and technical condition. Standard market disposal costs were then deducted in order to determine the fair value less disposal costs.

Technical machinery and equipment were analysed by the company on the basis of a rough assessment of the key value drivers, in particular the useful lives, the development of relevant price indices, the technological status of the equipment and its marketability. In addition, the product class-specific producer price index was used to derive potential increases in value as a result of higher replacement costs.

The recoverability of the recognised rights of use was also assessed on the basis of fair value less disposal costs. Key contractual parameters such as the start of the lease, the term, the agreed rent and the interest rate used for discounting were applied. The company considered standard market rent indices and property-specific research when updating rental payments. A simplified discounted cash flow model was used to determine the fair value, which included a discount for estimated disposal costs in addition to inflation-adjusted rental payments.

The result of this valuation depends on the estimates of the executive directors with regard to the future cash flows of the respective cash-generating unit or groups of cash-generating units, the discount rate used, the growth rate and other assumptions, and is therefore subject to a respective uncertainty. Furthermore, the parameters and procedures for determining the lower limit for the carrying amount of the assets were subject to estimates by the executive directors on the basis of approved valuation methods. Against this background and due to the complexity of the valuation, these matters were of particular significance in the context of our audit.

② As part of our audit, we assessed, among other things, the methodology used to test the impairment of goodwill and non-current non-financial assets. After comparing the future cash flows used in the calculation with the Group's medium-term planning prepared by the restructuring experts and the executive directors, we assessed the appropriateness of the calculation, in particular by reconciling it with general and industry-specific market expectations. We also assessed the appropriate recognition of the costs of Group functions. In the knowledge that even relatively small changes in the discounting rate applied can have a material effect on the value calculated in this way, we focused our testing in particular on the parameters used to determine the discount rate applied, and assessed the calculation model. . In order to account for the existing forecast uncertainties, we have evaluated the sensitivity analyses prepared by the company and also carried out our own sensitivity analyses for the cash-generating units or groups of cash-generating units with low headroom (carrying amount compared to recoverable amount).

Together with our valuation specialists, we assessed the fair values less costs to sell determined by the company or (if applicable) the values in use of the land and buildings, technical silos, technical equipment and machinery, and rights of use in accordance with IFRS 16.

We initially carried out a headroom analysis for selected land and buildings on the basis of the market values submitted by the company. We determined the difference between the carrying amount (amortised cost) and the estimated fair value. To assess these market values, key valuation indicators were then analysed, including, in particular, prices per square metre, net rents, capitalisation factors and net initial yields.

In addition, we compared the set rents with standard market comparative data for the respective location and usage category and assessedthe appropriateness of the considered management costs. On this basis, we calculated our own internal rates of return (IRR) on the basis of the stated market values and compared these with published market expectations as at the reporting date.

In cases with anomalies, such as particularly low IRRs or low headrooms, we conducted our own indicative valuations using standard market rents and capitalisation factors.

For the valuation of the technical silos, we evaluated the documentation provided by the company. We evaluated both the technical documentation and the valuation approaches and validated the key input parameters.

In the case of technical machinery and equipment, we assessed whether the useful lives recognised were realistic in comparison to standard market benchmarks. We examined the indices used for timeliness and relevance.

We were provided with key contractual parameters such as the start of the lease, the term, the agreed rent and the interest rate used for discounting to determine the impairment of the recognised right-of-use assets. We compared and evaluated this information with the contract documents. We also evaluated the rent indices used to update the rental payments and the property-specific research.

The valuation parameters and assumptions applied by the executive directors are generally in line with our expectations and are within the ranges that we consider to be justifiable.

③ The company's disclosures on the impairment tests are contained in section A.7 of the notes to the consolidated financial statements.

❷ Accounting for goods and contracts acquired and sold exclusively for trading purposes

① In the Cefetra Group segment and in parts of the Agri Trade & Service segment, BayWa Aktiengesellschaft acts as a broker or trader and sells goods as a commodity trader. Inventories are primarily acquired with the intention of selling them in the near future and generating a profit from fluctuations in price or traders' margin. The purchase and sales contracts entered into in this connection are measured at fair value through profit or loss in accordance with the requirements of IFRS 9 in conjunction with IFRS 13. The inventories acquired in this connection are measured at fair value through profit or loss less costs to sell in accordance with IAS 2.5 and IAS 2.3(b) in conjunction with IFRS 13 if the requirements are met in certain subunits. The subunit BayWa Aktiengesellschaft within the Agri Trade & Service segment applies cash flow hedge accounting. In this case, the effects from the measurement of the physical contracts entered into are only recognized directly in other comprehensive income and are recognized in profit or loss when the hedged transactions are realized. In the case of physical settlement of sales contracts, revenue is recognized at fair value in accordance with IFRS 15. In certain circumstances, contracts are not settled physically and instead the purchase and sales contracts are offset with the same business partner without physical settlement. The gain/loss of these "washouts" is presented as a net figure under cost of materials at the BayWa Aktiengesellschaft Group's trading companies (when applying IAS 2.5 and IAS 2.3(b) in conjunction with IFRS 13) or under other operating expenses/other operating income at the other companies.

The measurement of contracts and inventories at fair value in accordance with the requirements of IFRS 13 is complex and involves judgments to be made about the presentation and measurement of the resulting effects. Against this background, accounting relating to trading contracts was of particular significance for our audit.

② As part of our audit, we first familiarized ourselves with the instructions and accounting policies as well as the processes, systems and control measures relating to the management and accounting of the trading business. We then assessed the design and effectiveness of accounting-related internal controls in relation to the trading business. We also assessed the price curves used to measure the contracts, in particular by using observable market data, confirmations from brokers or external service providers, and internal company evaluations. In a next step, we verified that the price curves were correctly used and that the measurements were mathematically accurate. Furthermore, for the subunits concerned, we also assessed whether the requirements for the application of hedge accounting in accordance with IFRS 9 and the recognition of inventories at fair value less costs to sell in accordance with IAS 2.5 and IAS 2.3(b) were met and the principles were applied properly.

We were able to satisfy ourselves that the estimates and assumptions made by the executive directors in connection with the measurement of trading transactions were appropriately made and documented. Furthermore, we were able to verify that the requirements for applying hedge accounting in accordance with IFRS 9 and the measurement of inventories at fair value less costs to sell in accordance with IAS 2.5 and IAS 2.3(b) in conjunction with IFRS 13 had been met at the subunits concerned.

③ The Company's disclosures relating to the accounting treatment of goods and contracts acquired and sold exclusively for trading purposes are contained in the sections A.3. and A.5 of the notes to the consolidated financial statements.

❸ Revenue recognition from project business in wind and solar parks

① A significant part of the business activities of the Renewable Energies segment (revenue of €4,117.8 million) relates to the planning, construction and sale of wind and solar parks. Project companies are generally established for this purpose. The wind or solar parks are constructed in the project companies on the basis of a general contractor agreement between the project company and another Group subsidiary (the project developer). The sale of wind or solar parks is effected through the sale of all shares in the project companies. This is accounted for in accordance with the requirements of IFRS 15 because the sale of the project companies corresponds economically to the sale of the wind or solar parks constructed in the project companies. In some cases, the project companies are sold before all obligations under the general contractor agreement have been met by the project developer. With the sale of the shares, the project company is transferred to a third party.

The sale of shares leads to a "catch-up effect", meaning that revenue is recognized based on the percentage of completion at that time under the general contractor agreement. With regard to the recognition of any outstanding performance obligation under the general contractor agreement, revenue is recognized from now on in accordance with the percentage of completion in accordance with the criteria of IFRS 15.35(b) and/or (c). The BayWa Group uses the input-oriented cost-to-cost method to determine the percentage of completion.

The assessment of revenue recognition of project business for wind farms and solar parks has to be evaluated on the basis of complex contracts. In addition, the executive directors must make discretionary judgments when applying IFRS 15 to the sale of the project companies and the proper calculation of the percentage of completion (including the calculation of the costs still to be incurred and the risks that still need to be considered). Against this background, the recognition of revenue relating to project business for wind and solar parks was of particular significance for our audit.

② As part of our audit, we first familiarised ourselves with the instructions, policies, accounting memoranda and control measures relating to the management and accounting of project business in the Renewable Energies segment. In particular, we obtained an understanding of the material contractual agreements underlying the sales of the project companies (in particular with regard to the general contractor agreements, construction management contracts and the project companies' share disposal agreements) and how they are accounted for. We then assessed the design and effectiveness of the accounting-related internal controls in relation to project companies. We also verified the consistency and continuity of the methods used to recognise revenue. We subjected selected sales of project companies to tests of details. In this context, we assessed on the basis of the contractual agreements, the accounting memoranda prepared by the Company and other project documents and supporting documentation, among other things, whether the conditions for revenue recognition in accordance with IFRS 15 were met. In doing so, we analysed and assessed the agreements in particular with regard to the five steps under IFRS 15: identifying the contract with the customer; identifying performance obligations; determining transaction price; allocating the transaction price to performance obligations; and satisfaction of performance obligations. With regard to the satisfaction of the respective performance obligations, we assessed in particular the transfer of control of the wind or solar parks to the purchaser of the project company. In the event of a transfer of control, we then determined whether the input-oriented cost-to-cost methods were used when recognizing revenue over time. In doing so, we paid particular attention to the correct measurement of the percentage of completion using the cost of sales and the calculation of planned costs and the monitoring of target/actual deviations.

We were able to satisfy ourselves that the estimates and assumptions made by the executive directors in connection with the recognition of revenue of project business transactions for wind and solar parks were sufficiently documented and substantiated.

③ The Company's disclosures relating to revenue recognition of project business for wind and solar parks are contained in the sections A.3 and A.5 of the notes to the consolidated financial statements.

Other Information

The executive directors are responsible for the other information. The other information comprises the sections "Key features of the internal control and risk management system" and "Sustainability at BayWa" as non-audited parts of the group management report.

The other information comprises further

- the group statement on corporate governance pursuant to § 315d HGB
- the separate non-financial report to comply with §§ 289b to 289e HGB and with §§ 315b to 315c HGB
- all remaining parts of the Financial Report – excluding cross-references to external information – with the exception of the audited consolidated financial statements, the audited group management report and our auditor's report

Our audit opinions on the consolidated financial statements and on the group management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information mentioned above and, in so doing, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, with the group management report disclosures audited in terms of content or with our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

Responsibilities of the Executive Directors and the Supervisory Board for the Consolidated Financial Statements and the Group Management Report

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e Abs. 1 HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the group management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report.

The supervisory board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the group management report.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and of the group management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) relevant to the audit of the group management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of the internal control and these arrangements and measures (systems), respectively.

- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e Abs. 1 HGB.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming audit opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinions.
- Evaluate the consistency of the group management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other Legal and Regulatory Requirements

Report on the Assurance on the Electronic Rendering of the Consolidated Financial Statements and the Group Management Report Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB

Assurance Opinion

We have performed assurance work in accordance with § 317 Abs. 3a HGB to obtain reasonable assurance as to whether the rendering of the consolidated financial statements and the group management report (hereinafter the "ESEF documents") contained in the electronic file BayWa AG_KA+KLB_ESEF-2024-12-31.zip and prepared for publication purposes complies in all material respects with the requirements of § 328 Abs. 1 HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the consolidated financial statements and the group management report into the ESEF format and therefore relates neither to the information contained within these renderings nor to any other information contained in the electronic file identified above.

In our opinion, the rendering of the consolidated financial statements and the group management report contained in the electronic file identified above and prepared for publication purposes complies in all material respects with the requirements of § 328 Abs. 1 HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinion on the accompanying consolidated financial statements and the accompanying group management report for the financial year from 1 January to 31 December 2024 contained in the "Report on the Audit of the Consolidated Financial Statements and on the Group Management Report" above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the electronic file identified above.

Basis for the Assurance Opinion

We conducted our assurance work on the rendering of the consolidated financial statements and the group management report contained in the electronic file identified above in accordance with § 317 Abs. 3a HGB and the IDW Assurance Standard: Assurance Work on the Electronic Rendering of Financial Statements and Management Reports, Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB (IDW AsS 410 (06.2022)) and the International Standard on Assurance Engagements 3000 (Revised). Our responsibility in accordance therewith is further described in the "Group Auditor's Responsibilities for the Assurance Work on the ESEF Documents" section. Our audit firm applies the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09.2022)).

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the Company are responsible for the preparation of the ESEF documents including the electronic rendering of the consolidated financial statements and the group management report in accordance with § 328 Abs. 1 Satz 4 Nr. [number] 1 HGB and for the tagging of the consolidated financial statements in accordance with § 328 Abs. 1 Satz 4 Nr. 2 HGB.

In addition, the executive directors of the Company are responsible for such internal control as they have considered necessary to enable the preparation of ESEF documents that are free from material non-compliance with the requirements of § 328 Abs. 1 HGB for the electronic reporting format, whether due to fraud or error.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Group Auditor's Responsibilities for the Assurance Work on the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material non-compliance with the requirements of § 328 Abs. 1 HGB, whether due to fraud or error. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

- Identify and assess the risks of material non-compliance with the requirements of § 328 Abs. 1 HGB, whether due to fraud or error, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- Obtain an understanding of internal control relevant to the assurance work on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- Evaluate the technical validity of the ESEF documents, i.e., whether the electronic file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815 in the version in force at the date of the consolidated financial statements on the technical specification for this electronic file.
- Evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited consolidated financial statements and to the audited group management report.
- Evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Articles 4 and 6 of the Delegated Regulation (EU) 2019/815, in the version in force at the date of the consolidated financial statements, enables an appropriate and complete machine-readable XBRL copy of the XHTML rendering.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as group auditor by the annual general meeting on 11 June 2024. We were engaged by the supervisory board on 8 November 2024. We have been the group auditor of the BayWa Aktiengesellschaft, Munich, without interruption since the financial year 2021.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

REFERENCE TO AN OTHER MATTER– USE OF THE AUDITOR'S REPORT

Our auditor's report must always be read together with the audited consolidated financial statements and the audited group management report as well as the assured ESEF documents. The consolidated financial statements and the group management report converted to the ESEF format – including the versions to be filed in the company register – are merely electronic renderings of the audited consolidated financial statements and the audited group management report and do not take their place. In particular, the "Report on the Assurance on the Electronic Rendering of the Consolidated Financial Statements and the Group Management Report Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB" and our assurance opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.

German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is Dietmar Eglauer.

Munich, 8 July 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Michael Reuther Wirtschaftsprüfer [German public auditor]	Dietmar Eglauer Wirtschaftsprüfer [German public auditor]

Report of the Supervisory Board

In the financial year 2024, the Supervisory Board of BayWa AG fulfilled its duties in accordance with the law, the Articles of Association, the German Corporate Governance Code and the rules of procedure and has dealt with the financing, reorganisation and restructuring situation triggered by the liquidity crisis in the middle of the financial year 2024 in particular.

In agreement with the Executive Board, the primary objective of the Supervisory Board since the middle of the 2024 financial year has been to save the company and the Group and to prepare for its long-term reorganisation. In the meantime, the Supervisory Board also dealt intensively with the orientation of the reorganisation and BayWa's core operating areas remaining after the reorganisation: Agri Trade & Service, Agricultural Equipment, Heating & Mobility and Building Materials.

The Board of Management, the Chief Restructuring Officer and the expert advisors gradually called in informed the Supervisory Board as promptly as possible about the following matters: the liquidity status and the securing of liquidity, the financing situation and the necessary bridge financing from the banks financing BayWa AG, including the necessary collateral agreements, the necessary financing measures of BayWa AG's anchor shareholders, the respective restructuring plans and the first two drafts of the restructuring opinion, as well as the status of the restructuring negotiations, including key restructuring measures and key points. Based on this information, the Supervisory Board monitored the Executive Board's management of the company during the 2024 financial year within the often tight timeframe, advised the Executive Board on the management of the company and consulted with the Executive Board at plenary meetings and in the committees, particularly on the most pressing issues affecting the company and the Group. Where measures required approval, the Supervisory Board examined these on the basis of the information provided and passed the resolutions required for the rescue.

At the end of the third quarter, the Supervisory Board also decided to investigate the causes of the liquidity crisis and the significant business transactions that led to it. Another focus of the Supervisory Board's work in the second half of the financial year 2024 was on reviewing the composition of the Board of Management, in particular the Chairman of the Board of Management and the Chief Financial Officer, as well as the Restructuring department and the allocation of responsibilities in the core operating areas of Agri Trade & Service, Agricultural Equipment, Heating & Mobility and Construction, which will remain after the reorganisation.

Outside of the meetings, the Chairman of the Supervisory Board was in close contact with the Executive Board, primarily with the Chairman of the Executive Board and the Chief Restructuring Officer. He planned the Supervisory Board's work with them and, in particular, prepared the most pressing issues for the plenary meetings within the always tight time frames. Cooperation within the Supervisory Board and between the Supervisory Board and the Executive Board was particularly intensive in the second half of the year, but was also always constructive and based on trust during this difficult phase of the 2024 reporting year.

The Supervisory Board deals with the specific objectives for its composition and the development of a competence profile based on competence criteria and associated definitions for these criteria in order to ensure the targeted and effective fulfilment of specific requirements in future due to the current situation of the company and the upcoming restructuring phase.

The Supervisory Board held a total of 40 meetings in the 2024 financial year, of which 4 were ordinary Supervisory Board meetings and 36 were extraordinary meetings, whereby the main topics of the extraordinary meetings were also included in the agendas of ordinary meetings. The Supervisory Board passed four circular resolutions and one circular resolution of the shareholder bank within the meaning of Section 104 AktG.

The six ordinary committees and the two ad hoc Supervisory Board committees implemented at the end of September met for a total of 18 meetings. The Executive Board also often reported directly to the committees. The committees reported to the Supervisory Board and prepared resolutions of recommendation for it.

Focal points of the ordinary meetings of the full Supervisory Board

The Supervisory Board held four ordinary meetings in 2024, each of which also contained extraordinary agenda items, in the first half of the year relating to alleged compliance violations and in the second half of the year relating to the liquidity crisis and its follow-up topics.

The regular meeting of the full Supervisory Board on **27 March 2024** was the balance sheet meeting. The Supervisory Board therefore dealt with the annual and consolidated financial statements of BayWa AG for the financial year 2023, the audit reports on the annual and consolidated financial statements for 2023 as well as the reports on the audits of the Management Report and the Group Management Report 2023, the Sustainability Report, the Corporate Governance Report and the Corporate Governance Statement. On the recommendation of the Audit Committee, and after discussion with the auditor PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (PwC), the Supervisory Board approved the annual and consolidated financial statements for the financial year 2023 and therefore adopted the annual financial statements. In addition, the Supervisory Board appointed PwC to audit the annual and consolidated financial statements for the financial year 2024. The meeting also dealt with the Supervisory Board's proposed resolutions to the Annual General Meeting on 11 June 2024, including the recommendation of the Nomination Committee to propose the election of Gregor Scheller to the Supervisory Board as an independent candidate within the meaning of the German Corporate Governance Code. At the recommendation of the Executive Board Committee, the Supervisory Board set the variable remuneration components for Executive Board members Marcus Pöllinger, Andreas Helber and Dr. Marlen Wienert for the 2023 financial year in line with the respective target achievement levels and resolved the target agreements for their short-term variable remuneration components for the 2024 financial year. At the recommendation of the Board of Management Committee, the Supervisory Board decided to temporarily deviate from the Board of Management remuneration system and, due to the extraordinary development in the financial year 2023, to set the respective share of the bonus bank for all members of the Board of Management at zero euros for the financial year 2023 in the interests of the long-term well-being of the company and that the remuneration for individual particularly costly mandates will not be offset against their remuneration paid by BayWa AG. Furthermore, the Supervisory Board resolved to issue a loan collateralisation guarantee for the Cefetra Group Segment on the recommendation of the Credit and Investment Committee. Furthermore, the Supervisory Board discussed the final report on the investigation of suspected compliance violations that were resolved in extraordinary meetings (see the sub-section Special audit; BaFin initial audit in the section Focal points of the extraordinary meetings of the full Supervisory Board) and adopted a resolution to the effect that the investigations did not reveal any compliance violations. The Supervisory Board also discussed a review with regard to the termination agreement with Prof. Klaus Josef Lutz.

The Supervisory Board meeting on **May 8, 2024** focused on the Management Board's report on the operating result and the business performance of the segments in the first quarter of 2024, questioning the liquidity situation, which was reported as sufficient, and requesting the development of measures to secure liquidity. In addition, the Supervisory Board passed resolutions on the annual declaration of compliance and the commissioning of the audit of the effectiveness of the termination agreement of Prof. Klaus Josef Lutz and elected Gregor Scheller as Chairman of the Supervisory Board.

At the ordinary plenary meeting on **7 August 2024**, the Supervisory Board dealt with the business development of the segments in the first half of the year, the extraordinary topic of the current liquidity and financial status triggered by the liquidity crisis and the initial measures planned to stabilise the BayWa Group, including at the level of the subsidiaries Cefetra Group B.V., Rotterdam, Netherlands, and BayWa r.e. AG, Munich, and the press and communication work in the crisis situation. The Supervisory Board dealt with the explanations on the risk management system, the current status of the action for annulment of the 2024 Annual General Meeting and the concept for reorganising its committee work. The expert opinion prepared by a law firm on the cancellation agreement with former Supervisory Board member Prof. Klaus Josef Lutz was approved by resolution. The Supervisory Board also decided to commission a remuneration consultant to revise the Executive Board remuneration system.

At the ordinary meeting of the full Supervisory Board on **13 November 2024,** the Supervisory Board dealt extensively with the business development of the Group and the segments during the first three quarters of 2024, the operating outlook and the current key financial figures, the current status of the restructuring opinion for BayWa AG in accordance with IDW S 6 and the supplementary perspective on the restructuring opinion prepared by management consultants Bain & Company. The Supervisory Board also discussed the crisis situation at BayWa r.e. AG on the basis of the report by its Chief Executive Officer and Chief Restructuring Officer. Finally, the Supervisory Board discussed the Group's sustainability work as presented by the Corporate Sustainability department.

Focal points of the extraordinary meetings of the full Supervisory Board

The Supervisory Board held 36 extraordinary meetings in the 2024 financial year, 32 of which were held in the second half of the year.

First half of 2024

Compliance analysis

At the extraordinary meetings on 19 January 2024, 5 February 2024 and 12 March 2024, the Supervisory Board focused on the process to clarify the facts in connection with the allegations of a potential compliance breach against the then Chairman of the Executive Board Marcus Pöllinger.

Instead of the Supervisory Board training scheduled for 19 January 2024, the full Supervisory Board discussed the alleged compliance breach on this day on the basis of the report by the Executive Board Committee from its extraordinary meeting on 16 January 2024 and decided to commission an independent law firm to investigate the matter.

At the meetings in February and March 2024, the Supervisory Board discussed the status report by the law firm on the investigation of the alleged compliance breach and the report by the Audit Committee in this context.

Second half of 2024

The extraordinary meetings in the second half of the year were characterised by the crisis situation of the company and the Group. At several meetings, the Supervisory Board dealt intensively with the topics of liquidity status and safeguarding as well as (short-term) liquidity planning, the financing situation and bridging financing, the reorganisation concept and expert opinion on reorganisation as well as restructuring agreements, possible StaRUG proceedings and initial restructuring measures to ensure the continuation of business operations. The topics are presented individually below.

Liquidity status and safeguarding, liquidity planning

At the extraordinary meetings of the Supervisory Board on 9, 11, 13, 15, 16/17, 23 and 26 July and 5 August 2024, the Supervisory Board dealt very intensively with the company's business development in addition to the corresponding agenda items at the ordinary meetings on 7 August 2024 and 13 November 2024. In addition to corresponding agenda items at the ordinary meetings on 7 August 2024 and 13 November 2024 (see the section on the focal points of the ordinary meetings of the full Supervisory Board), the Supervisory Board dealt very intensively with the restructuring of the company, which was carried out by the Executive Board with the involvement of the expert management consultants Alix Partners (restructuring), Roland Berger (restructuring concept/assessment) and Rothschild (financing) as well as the specialised law firms Jones Day (restructuring and financing) and Gleiss Lutz (insolvency law support) - the current, critical liquidity situation of the company and the Group, particularly in the context of the control required under insolvency law, and the respective options as well as the planned and initiated measures to secure liquidity. At the extraordinary meetings of the full Supervisory Board over the course of the second half of the year, the Executive Board reported on the current liquidity situation, short-term liquidity planning and its safeguarding at regular intervals, and the Supervisory Board held in-depth discussions.

Financing situation and financing agreements

The conclusion and extension of agreements for the bridge financing of BayWa AG and important subsidiaries in the Group was another focus of the Supervisory Board's activities from the end of July 2024. At the meetings on 23, 26 and 31 July and 12 August 2024 in particular, the Supervisory Board intensively discussed the conclusion of bridge financing agreements, including standstill agreements, with the core banks financing BayWa AG and the important subsidiaries, which had become necessary at very short notice in the immediate crisis situation, and important flanking and short-term financing measures by the anchor shareholders on the basis of the reports by the Board of Management on the status of discussions with financing partners, and approved these accordingly on 12 August 2024.

During the remainder of the second half of the year, the Supervisory Board continuously monitored the extension of the short-term financing measures from July/August 2024. The plenary meetings on 10, 16, 26, 29 and 30 September 2024 were the necessary extension of the bridge financing until the end of 2024, which the Supervisory Board also approved by resolution on 30 September. At the meetings on 16 and 30 September 2024, the Supervisory Board also approved the provision of initial collateral in favour of the financing banks. On 30 September 2024, the Supervisory Board also decided to implement a restructuring committee to closely monitor the restructuring concept.

Discussing the continuation and supplementary extension of the financing for 2025 ultimately became a focus of the Supervisory Board's work again in the meetings from the end of November 2024. At the meetings on 21 November, 9, 12 and 18 December 2024 in particular, the Supervisory Board discussed the continuation of the financing and the standstill agreements beyond the end of 2024. The Supervisory Board granted its approval as part of the resolution on the restructuring agreement on 18 December 2024.

Reorganisation concept and expert opinion

In parallel with the continued financing of BayWa AG and the Group, the Supervisory Board dealt with the restructuring concept and the respective draft versions at the extraordinary meetings on 23 July, 12 August, 10, 24 and 26 September, 27 November and 3 December 2024 and, in this respect, intensively supplemented the corresponding agenda items of the ordinary meetings on 7 August 2024 and 13 November 2024. November 2024 (see the section on focal points of the ordinary meetings of the full Supervisory Board) on the basis of the respective reports of the Executive Board and the restructuring expert Roland Berger with the restructuring concept and the respective draft versions of the restructuring opinion in accordance with IDW S 6 as well as the explanations with the supplementary perspective prepared by the management consultancy Bain & Company. At the meetings on 12 August 2024, 26 September and 3 December 2024, the Supervisory Board approved the planned and updated restructuring concept.

Restructuring agreements and cornerstones

As a further component of the restructuring programme, the Supervisory Board dealt with the necessary restructuring agreements and planned restructuring milestones. The drafts of the restructuring agreement and the lock-up agreement, including the key points of the restructuring, were the subject of intensive discussions by the Supervisory Board at its extraordinary meetings on 12 August, 1 and 3 October, 21 November and 9, 12 and 18 December 2024. The Supervisory Board approved the lock-up agreement on 3 October 2024 and, to the extent necessary for the disbursement of the additional bridge financing for the fourth quarter, on 1 October 2024.

Another focus of the discussion at the meeting on 3 October 2024 was the discussion of any StaRUG proceedings that may become necessary with regard to individual Schuldschein and commercial paper creditors who had not yet agreed to the standstill agreements. The Supervisory Board then passed a resolution to approve the filing of a restructuring notification should this become necessary in the opinion of the Management Board.

At the meeting on 18 December 2024, the Supervisory Board approved the restructuring agreement in the version dated 11 December 2024, the final draft of the restructuring opinion in the version dated 11 December 2024 and the restructuring, standstill and heads of terms agreements relating to BayWa r. e. AG in the version dated 9 December 2024.

First restructuring measures

The Supervisory Board also closely monitored the processes of the first restructuring measures as another important element in securing the liquidity of the company and the Group. These included the sale of the shares in BRB Holding GmbH, which the Supervisory Board discussed at its meeting on 5 August 2024 on the basis of reports by the Executive Board and expert opinions, in particular on the valuation of the investment held for sale, and which it approved at the subsequent meeting on 12 August 2024. On the other hand, the sale of the shares in the Austrian company RWA AG and the shares in BayWa Austria Holding GmbH towards the end of the year was the next project to be dealt with intensively and realised in the near future. At its meeting on 23 December 2024, the Supervisory Board discussed the options for disposals on the basis of the Executive Board's reports. The Supervisory Board continued its discussions at the following meeting on 27 December 2024 on the basis of expert reports, in particular on the valuation of the investments held for sale, and ultimately approved the conclusion of the agreement to sell the shares in RWA AG and the option agreement for the shares in BayWa Austria Holding GmbH at this meeting.

BayWa r.e. AG

At the extraordinary meeting of the Supervisory Board on 11 July 2024, the Supervisory Board discussed the strategic realignment of BayWa r.e. AG as part of the Romeo project and approved the continuation of the transaction process and the signing of a non-binding memorandum of understanding.

At the extraordinary meeting on 10 September 2024 (as well as at the ordinary meeting on 13 November 2024, see the section on the focal points of the ordinary meetings of the full Supervisory Board), the Board of Management of BayWa r.e. AG reported on the abandonment of the Romeo project, the difficult situation of the company and the focus on core markets under the first restructuring concept.

Special audit; BaFin authorisation audit

The Supervisory Board dealt intensively with the need to analyse the causes of the crisis situation. At its meeting on 23 August 2024, the plenary session discussed a forensic investigation following the presentation of two consulting firms and ultimately mandated FTI to investigate the possible causes of the liquidity crisis and the main business transactions that (co-)caused it by way of a resolution by circular resolution. At the meeting on 6 September 2024, the Supervisory Board resolved to mandate the law firm P+P Pöllath + Partners Rechtsanwälte und Steuerberater mbB to provide legal advice to the Supervisory Board independently of the company in connection with the liquidity, reorganisation and restructuring situation of BayWa AG, including the legal assessment of the factual analysis to be carried out by FTI. The latter took over the mandate from the previously mandated law firm Clifford Chance LLP. On 30 September 2024, the Supervisory Board implemented a Special Audit Committee as an ad hoc committee to closely monitor the special audit and prepare any resolutions that may be required by the Supervisory Board. At the same time, the Supervisory Board decided to mandate the law firm KNAUER PARTNERSCHAFT VON RECHTSANWÄLTEN mbB to provide criminal law support and safeguard the activities of the Supervisory Board.

At the meeting on 8 November and 9 December 2024, the Supervisory Board discussed the current status and next steps of the BaFin approval audit on the basis of the report by the Chief Financial Officer and Audit Committee Chairman.

Committees of the Supervisory Board and focal points of meetings

In the 2024 financial year in particular, the Supervisory Board prepared and followed up a large part of its work in the executive committees and in two new, temporary committees. It had six permanent committees in the 2024 financial year and two ad hoc committees from the end of September 2024. Unless more competences were expressly and permissibly delegated, they exclusively prepared the topics and resolutions to be dealt with in plenary sessions. The Supervisory Board was kept informed at its meetings about the work of the committees and their resolutions by the respective chairmen.

In the 2024 financial year, the **Audit Committee** consisted of the following Supervisory Board members: Wilhelm Oberhofer (Committee Chairman), Wolfgang Altmüller (Deputy Committee Chairman until 13 November 2024), Ingrid Halbritter, Michael Höllerer (Deputy Committee Chairman since 3 December 2024; member until then), Michael Kuffner, Prof. Klaus Josef Lutz (until 19 January 2024) and Gregor Scheller (since 8 May 2024).

At the extraordinary meeting of the Audit Committee on **4 March 2024**, it discussed the interim report by the law firm on the clarification of the facts of the compliance allegations against Marcus Pöllinger and decided to recommend to the Supervisory Board that no further investigative measures be commissioned and to agree with the statements of the law firm.

At its ordinary meeting on **26 March 2024**, the Audit Committee discussed the business development of the Group in 2023, the key financial figures of BayWa AG and the Group, the annual and consolidated financial statements for 2023, including the Management Report of BayWa AG and the Group Management Report, as well as the associated audit reports, including on the non-audit services provided by the auditor, in the presence of the auditor, and adopted the resolutions recommending that the Supervisory Board adopt and approve the annual financial statements and consolidated financial statements of BayWa AG for 2023, as well as the resolution on the appropriation of profit and propose PwC for election as auditor for the financial year 2024. and to propose to the Annual General Meeting of Shareholders the resolution on the appropriation of profit and the election of PwC as auditor for the financial year 2024.

The regular meeting of the Audit Committee on **12 November 2024** in the presence of the auditor dealt intensively with the Group's business development in the first three quarters of 2024, the preparation of the 2024 audit of the annual financial statements, in particular the determination of the focal points of the audit in light of the prevailing crisis situation, the resolution on the issuing of audit engagements and the cooperation with the auditor. The non-audit services of the auditor, the EMIR audit report and the audit meeting with the auditor were also discussed at the meeting. The Audit Committee also discussed the reported results of the impairment tests carried out and the status of the BaFin's initial audit of the 2023 consolidated financial statements. In addition, the Audit Committee dealt with the work in the areas of audit, compliance and risk management, including the internal control system, and provided various recommendations. The auditor's declaration of independence was also presented and the involvement of PwC's Enforcement department in the BaFin approval audit was discussed.

At the extraordinary meeting of the Audit Committee on **17 December 2024**, it dealt with the BaFin approval audit and the independence of its monitoring by PwC's Enforcement department. The current status of the 2024 annual financial statements, consolidated financial statements and sustainability audit was also discussed at the meeting.

Outside of the regular meetings, Wolfgang Altmüller and Wilhelm Oberhofer discussed the progress of the main audit for the financial year 2023 and the preliminary audit for the financial year 2024 with the auditor. Wilhelm Oberhofer and Wolfgang Altmüller from the Supervisory Board attended the meeting in spring, and Wilhelm Oberhofer and Michael Höllerer attended the meetings in autumn 2024.

In 2024, the members of the **Executive Board Committee**, which is responsible for personnel matters relating to Executive Board members, were Prof. Klaus Josef Lutz (Committee Chairman until 19 January 2024), Gregor Scheller (Committee Chairman since 11 June 2024, member from 8 May 2024 to 11 June 2024), Wolfgang Altmüller (until 13 November 2024), Michael Höllerer (Committee Chairman and member from 5 February 2024 to 8 May 2024; member again since 8 November 2024) and Bernhard Loy. Temporary committee members for the purposes of succession planning on the Executive Board were Michael Kuffner (since 8 November 2024) and Joachim Rukwied (since 3 December 2024).

At the extraordinary meeting on **16 January 2024**, the Executive Board Committee dealt with the suspicion of a potential compliance violation by Marcus Pöllinger.

At the meeting on **26 March 2024**, the Executive Board Committee dealt with the target achievement of the Executive Board members in the 2023 financial year and the temporary deviation from the Executive Board remuneration system with regard to long-term variable remuneration in 2023, the remuneration report for the 2023 financial year and the target agreements for Executive Board members Marcus Pöllinger, Andreas Helber and Dr. Marlen Wienert for the 2024 financial year. The Board of Management Committee passed corresponding resolutions of recommendation to the Supervisory Board on the aforementioned agenda items. The committee also reviewed and approved the mandates of all Executive Board members.

At the meeting on **25 September 2024**, the Executive Board Committee dealt with a possible successor to the Executive Board, discussed the need to adjust the existing remuneration system, obtained comprehensive information on the possibility of reducing Executive Board remuneration due to a deterioration in the situation, discussed the topic in detail and passed a corresponding recommendation resolution to the Supervisory Board.

At the meeting on **15 October 2024**, the Executive Board Committee discussed the conclusion and content of the termination agreements with Marcus Pöllinger and Andreas Helber. The conclusion of an interim Management Board service contract with Reinhard Wolf and the associated deviation from the remuneration system were also discussed. The Board of Management Committee passed corresponding resolutions of recommendation to the Supervisory Board on the aforementioned agenda items. The committee also discussed the appointment of Michael Baur as a member of the Management Board, including the deviation from the remuneration system and the contractual arrangements. Finally, the committee dealt with the rules of procedure for the Executive Board and the future allocation of responsibilities.

Moreover, the committee monitors and supervises the company's strategic orientation as well as the implementation of current company projects. Its members in 2024 were Prof. Klaus Josef Lutz (committee chairman until 19 January 2024), Gregor Scheller (member from 8 May 2024 to 11 June 2024 and committee chairman since 11 June 2024), Michael Göschelbauer, Jürgen Hahnemann, Michael Kuffner, Bernhard Loy, Wilhelm Oberhofer and Joachim Rukwied.

At the meeting on **26 March 2024**, the committee was informed about ongoing projects, with the focus of the meeting being the timetable for the sale process of BayWa r.e.AG's solar trade activities. The committee also prepared the Supervisory Board meeting to be held the next day.

On **12 November 2024**, the Strategy Committee was informed by the Chief Restructuring Officer of BayWa r.e. AG about the restructuring concept and liquidity planning of BayWa r.e. AG.

The **Lending and Investment Committee** deals with the financing measures requiring approval by the Supervisory Board and supervises the investment activities. In 2024, it consisted of the Supervisory Board members Prof. Klaus Josef Lutz (Committee Chairman until 19 January 2024), Gregor Scheller (Committee Chairman since 11 June 2024 and member from 8 May 2024 to 11 June 2024), Michael Göschelbauer, Jürgen Hahnemann, Ingrid Halbritter, Monika Hohlmeier, Thomas Stuber and Monique Surges.

At the meeting on **26 March 2024**, the committee dealt with loans, financing and the investment budgets for the financial years 2023 and 2024. The committee also dealt with the assumption of a loan collateralisation guarantee for the Cefetra Group Segment and passed a corresponding recommendation resolution to the Supervisory Board.

At the meeting on **12 November 2024**, the Credit and Investment Committee received a report on the current financing situation from the Chief Financial Officer and was informed about the ten largest lenders and the maturities in 2024 and 2025. The CFO also reported on the current status of the maturities and conditions of the loans granted to the portfolio companies and presented the investment requirements and investment planning for 2025. The Committee also had the Chief Restructuring Officer and advisors explain the pending and planned financing agreements.

The **Nomination Committee** is tasked with preparing the proposals of the Supervisory Board for the election of shareholder representatives to the Supervisory Board by the Annual General Meeting. The members in 2024 were Prof. Klaus Josef Lutz (committee chairman until 19 January 2024), Gregor Scheller (committee chairman since 11 June 2024 and member from 8 May 2024 to 11 June 2024), Michael Göschelbauer, Michael Höllerer (member and committee chairman from 5 February 2024 to 8 May 2024) and Wilhelm Oberhofer.

At the meeting on **26 March 2024**, the members of the Nomination Committee dealt with the by-election of a shareholder representative to the Supervisory Board and passed a resolution recommending to the Supervisory Board that Gregor Scheller be proposed as a candidate for election to the Supervisory Board of BayWa AG at the Annual General Meeting on 11 June 2024 and that the candidate standing for election qualify as independent within the meaning of Section C.7. of the German Corporate Governance Code.

Under the German Codetermination Act (MitbestG), the Mediation Committee, anchored in the law, only meets if, during the voting process on the appointment or dismissal of a member of the Board of Management, the required two-thirds majority of the votes by the Supervisory Board is not attained in the first round of voting. It was composed of the Chairman of the Supervisory Board, one further shareholder representative and two employee representatives. In 2024, these were Prof. Klaus Josef Lutz (Committee Chairman until 19 January 2024), Gregor Scheller (Committee Chairman since 11 June 2024), Monika Hohlmeier, Michael Kuffner and Bernhard Loy. The Lending and Investment Committee held no meetings in the reporting year.

The Supervisory Board established a **restructuring committee** with effect from 30 September 2024. The latter supported the development of the company's reorganisation concept, particularly with regard to the measures and recommendations listed in the reorganisation report. The committee reported on its activities and the status of the reorganisation to the full Supervisory Board at regular intervals. It is composed of the Chairman of the Supervisory Board, three shareholder representatives and three employee representatives. The members of the committee in the reporting year were Gregor Scheller (Chairman), Bernhard Loy (Deputy Chairman), Wolfgang Altmüller (until 13 November 2024), Jürgen Hahnemann, Ingrid Halbritter and Michael Höllerer.

The committee was constituted on **30 October 2024** and discussed the status of its evaluation of the draft restructuring opinion with the consultants from Bain & Company.

At the meetings on **5 November 2024** and **7 December 2024**, the consultants from Bain & Company presented their supplementary perspective on the first and second drafts of Roland Berger's restructuring opinion to the committee. The committee intensively discussed the content of the expert opinions and their impact on the BayWa Group's remaining activities after the reorganisation, particularly in its core areas.

At the meeting on **18 December 2024**, the Restructuring Committee discussed Bain & Company's opinion on the final restructuring opinion and the restructuring concept. The Reorganisation Committee passed a resolution recommending this to the Supervisory Board.

With effect from 30 September 2024, the Supervisory Board also implemented a **Special Audit Committee**. It is composed of the Chairman of the Supervisory Board, three shareholder representatives and three employee representatives. The members of the committee in the reporting year were Wilhelm Oberhofer (Chairman), Michael Kuffner (Deputy Chairman), Michael Göschelbauer, Bernhard Loy, Gregor Scheller and Thomas Stuber.

The committee was constituted on **26 November 2024**. At the meeting, FTI's forensic advisors and legal advisors reported on the initial status of the special investigation by the Supervisory Board.

Best result in the history of the company in the financial year 2024

The attendance rate of the members at the meetings of the Supervisory Board and of its committees stood at 92% and between 94% and 100% respectively.

The attendance of the members at the meetings of the Supervisory Board and of its committees in 2024 is disclosed individually as follows:

	Supervisory Board meeting		Lending and Investment Committee		Strategy Committee		Audit Committee		Board of Management Committee		Nomination Committee		Restructuring Committee		Special Audit Committee	
Number of meetings / attendance in %	number	in %	number	in %	number	in %	number	in %	number	in %	number	in %	number	in %	number	in %
Prof. Klaus Josef Lutz Chairman (until 19/01/2024)	1/1	100							1/1	100						
Gregor Scheller Chairman (since 19/03/2024)	37/38	97	1/1	100	1/1	100	2/2	100	4/4	100			4/4	100	1/1	100
Bernhard Loy Vice Chairman	40/40	100			2/2	100			6/6	100			4/4	100	1/1	100
Wolfgang Altmüller Vice Chairman (until 13/11/2024)	31/32	97					3/3	100	6/6	100			2/2	100		
Mag. Michael Höllerer Vice Chairman (since 03/12/2024)	36/40	90					4/4	100	2/2	100	1/1	100	4/4	100		
Michael Göschelbauer	37/40	93	2/2	100	2/2	100					1/1	100			1/1	100
Thomas Gürlebeck	33/40	83														
Jürgen Hahnemann	40/40	100	2/2	100	2/2	100							4/4	100		
Ingrid Halbritter	39/40	98	2/2	100			4/4	100					4/4	100		
Jaana Hampel	30/40	76														
Monika Hohlmeier	39/40	98	1/2	50												
Michael Kuffner	39/40	98					4/4	100	1/1	100					1/1	100
Wilhelm Oberhofer	34/40	85	2/2	100			4/4	100			1/1	100			1/1	100
Joachim Rukwied	31/40	78	2/2	100												
Thomas Stuber	40/40	100	2/2	100											1/1	100
Monique Surges	36/40	90	2/2	100												
Maria-Magdalena Waschbichler	38/40	95														
		93		**94**		**100**		**100**		**100**		**100**		**100**		**100**

Conflicts of interest

Members of the Board of Management and of the Supervisory Board report any conflicts of interest without delay to the Supervisory Board. As a precautionary measure, Supervisory Board members Wilhelm Oberhofer and Wolfgang Altmüller abstained from voting on the lock-up agreement and the restructuring agreement at the meeting on 3 October 2024 and Wilhelm Oberhofer abstained from voting on the updated restructuring agreement at the meeting on 18 December 2024 due to a potential conflict of interest.

Corporate Governance

The Supervisory Board deals with corporate governance issues on an ongoing basis, in particular with measures to adapt its work in the special situation and to further fulfil the principles, recommendations and suggestions of the German Corporate Governance Code. More information on Corporate Governance can be found in the Statement on Corporate Governance. Details concerning the amount and structure of remuneration received by the Supervisory Board and the Board of Management can be found in the Remuneration Report.

The Board of Management and Supervisory Board of BayWa AG issued the declaration pursuant to Section 161 of the German Stock Corporation Act (AktG) on the recommendations of the German Corporate Governance Code in the version dated 28 April 2022 (published in the Federal Gazette on 27 June 2022) on 8 May 2024 and 16 May 2025.

The Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG) is published on the company's website under Corporate Governance, as well as in the Corporate Governance Report in the Statement on Corporate Governance pursuant to Section 289f of the German Commercial Code (HGB). This can be found and accessed on the company's website under Corporate Governance - Corporate Governance Report (www.baywa.com/ueber-uns/corporate-governance/corporate-governance).

The Supervisory Board attended a training course on the duties of the Supervisory Board on 7 May 2024.

Audit of the separate financial statements and the consolidated financial statements

The separate financial statements of BayWa AG and the consolidated financial statements of the Group for the financial year 2024, as well as the related management reports, have been audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (PwC), and both were issued an unqualified audit opinion.

At its meeting on 08 July 2025, the Supervisory Board carefully examined the separate financial statements and the management report of BayWa AG, drawn up by the Board of Management in accordance with the German Commercial Code, and the consolidated financial statements and the Group management report of BayWa AG for the financial year 2024 prepared in accordance with the IFRS and the additionally applicable standards set out under Section 315e of the German Commercial Code (HGB), and discussed them in detail in the presence of the external auditor and the Board of Management. The Audit Committees key audit areas for the reporting year 2024 were also discussed in detail. All audit reports and documentation pertaining to the financial statements were made available to all Supervisory Board members in good time. The Supervisory Board concurred with the findings of the financial statements audit at its meeting on 8 July 2024. The audit reports and the documentation on the financial statements were previously the subject of in-depth deliberation by the Audit Committee at its meetings on 3 July and 8 July 2025. At its meeting on 8 July 2025, the Audit Committee discussed the annual and consolidated financial statements, the management report and Group management report as well as the audit reports in the presence of the auditor. In accordance with the conclusive findings of the review by the Audit Committee and Supervisory Board, no objections were raised against the financial statements. The Supervisory Board therefore ratified the separate financial statements of BayWa AG and the consolidated financial statements of the BayWa Group on 8 July 2025, and the financial statements were thereby adopted.

Audit of the summarised separate non-financial report

At its meeting on 8 July 2025, the Supervisory Board carefully examined the Sustainability Report 2024 and discussed it in detail in the presence of the auditor and the Board of Management. In addition to the summarised separate non-financial report itself, the auditor's report on the summarised separate non-financial report was also discussed in detail. The combined separate non-financial report and the auditor's report on this were previously discussed in detail by the Audit Committee at its meeting on 8 July 2025.

Based on the audit procedures performed and audit evidence obtained, nothing has come to the auditor's attention that causes them to believe that BayWa AG's separate consolidated non-financial report for the period from 1 January to 31 December 2024 has not been prepared, in all material aspects, in accordance with Sections 315c in connection with Sections 289c to 289e of the German Commercial Code (HGB) and the EU Taxonomy Regulation, as well as the enacted delegated acts, and the explanations by the executive directors made in the consolidated non-financial report in the "EU Taxonomy" sub-section "Strategy and Governance". The auditor has not issued an audit opinion on the external document sources or expert opinions cited in the consolidated non-financial report.

The audit opinion does not refer to the external sources of documentation or expert opinions mentioned in the summarised non-financial report, which are marked as unaudited in the summarised separate non-financial report.

Both reports were made available to all Supervisory Board members in good time prior to the meeting. The Supervisory Board concurred with the auditor's audit opinion at the meeting on 08 July 2025 and released the Sustainability Report 2024 for publication.

Changes to the Supervisory Board and to the Board of Management

Management Board matters

The Supervisory Board discussed the composition of the Executive Board in detail at several meetings in the second half of 2024 and passed corresponding resolutions. This resulted in the following changes:

With the approval of the Supervisory Board on 10 September 2024, Michael Baur was initially appointed Chief Representative and Chief Restructuring Officer of BayWa AG.

Due to the deterioration in BayWa AG's situation, the Supervisory Board resolved on 7 October 2024 to appropriately reduce the respective fixed and variable remuneration of the Board of Management members Marcus Pöllinger, Andreas Helber and Dr. Marlen Wienert active in October 2024 in accordance with Section 87 of the German Stock Corporation Act (AktG).

At its meeting on 17 October 2024, the Supervisory Board appointed Michael Baur as a member of the Executive Board with effect from 1 November 2024 and decided on the departure of the then Chief Executive Officer Marcus Pöllinger as of 31 October 2024 and the then Chief Financial Officer Andreas Helber as of 31 March 2025.

The Supervisory Board resolved to conclude a service contract with the current member of the Board of Management Reinhard Wolf with effect from 1 December 2024, on the basis of which the remuneration for his Board of Management activities at BayWa AG has been paid by BayWa AG since then. The contract was subsequently terminated by mutual agreement with effect from the end of 30 June 2025, with Reinhard Wolf resigning from office at the same time.

At its meeting on 27 February 2025, the Supervisory Board appointed Dr. Frank Hiller as the new Chief Executive Officer and Prof. Dr. Matthias J. Rapp as the new Chief Financial Officer, both with effect from 1 March 2025, and approved the conclusion of corresponding Executive Board service contracts.

Supervisory Board matters

Due to the resignation of the then Chairman of the Supervisory Board Prof. Klaus Josef Lutz on 19 January 2024, the Supervisory Board dealt with the replacement in the plenary session and in the committees at the meetings on 5 February 2024 and 12 March 2024 and gave its consent to the Management Board's application for the court appointment of Gregor Scheller as an ordinary member of the Supervisory Board on the shareholder side. Following his appointment by the court, Gregor Scheller was elected Chairman of the Supervisory Board at the meeting on 7 May 2024. At the extraordinary meeting of the Supervisory Board on 11 June 2024, following the election of Gregor Scheller to the Supervisory Board by the Annual General Meeting, the Supervisory Board re-elected him as Chairman of the Supervisory Board and Chairman of the Strategy, Executive, Credit and Investment Committee and the Mediation Committee.

In October 2024, the Supervisory Board agreed to waive a percentage of the respective remuneration as a sign and pro rata contribution to the crisis.

At the meeting on 13 November 2024, Supervisory Board member Wolfgang Altmüller resigned from office. At its meeting on 23 January 2025, the Supervisory Board approved the Management Board's application for the court appointment of Dr. Bernd Köhler as a full member of the Supervisory Board on the shareholder side and elected Michael Höllerer as First Deputy Chairman of the Supervisory Board and Deputy Chairman of the Audit Committee and as a member of the Executive Board Committee on 3 December 2024, as well as Joachim Rukwied as a member of the Executive Board Committee for the search for a successor to the Executive Board.

The Supervisory Board thanks the members of the Board of Management, the employees as well as the employee representatives of BayWa AG and all Group companies for their work. BayWa AG will continue to operate in a challenging environment in the financial year 2025. The Supervisory Board wishes the Executive Board and all employees every success in this endeavour.

Munich, 8 July 2025

On behalf of the Supervisory Board

Gregor Scheller
Chairman of the Supervisory Board

Corporate Governance Report

Statement on Corporate Governance pursuant to Sections 289f and 315d of the German Commercial Code (HGB)

The Board of Management and the Supervisory Board of BayWa AG report on the management and supervision of the company in this declaration, drawn up pursuant to Sections 289f and 315d of the German Commercial Code (HGB) and Principle 23 of the German Corporate Governance Code. The statements apply to BayWa AG and the Group, unless otherwise stated below. In accordance with Section 317 (2) (6) HGB, the audit of the corporate governance statement by the auditor must be limited to whether the legally required disclosures have been made. Further information on corporate governance is also available on the company's website at www.baywa.com under the "About us" menu item in the "Corporate Governance" section.

Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG)

The current Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG) by the Board of Management and Supervisory Board of BayWa AG is dated 16 May 2025 and is available on the company's website at www.baywa.com under the "About us" menu item in the "Corporate Governance" section.

In the 2024 reporting year, the Board of Management and Supervisory Board of BayWa AG issued the following declaration on 8 May 2024 in accordance with Section 161 AktG:

Declaration by the Board of Management and the Supervisory Board of BayWa AG on the recommendations of the Government Commission on the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Board of Management and the Supervisory Board of BayWa AG submitted the most recent Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG) on 8 November 2023. The Board of Management and the Supervisory Board of BayWa AG declare that the recommendations of the "Government Commission on the German Corporate Governance Code" in the version dated 28 April 2022 (published in the Federal Gazette on 27 June 2022; hereinafter referred to as the "GCGC") have been and will be complied with unchanged, with the exception of the following:

1 Recommendation B.5

Contrary to the recommendations in Code Item B.5, the Supervisory Board has not set an age limit for members of the Board of Management and therefore makes no such disclosure in the Statement of Corporate Governance. BayWa AG does not consider the setting of a blanket age limit to be a suitable criterion for the selection of members of the Board of Management. The suitability to fulfil a position on the Board of Management depends on the experience, knowledge and skills of the person concerned. Setting an age limit would generally and inappropriately restrict the selection of suitable candidates for positions on the Board of Management. For this reason, BayWa AG does not consider fixed age limits expedient, also because such limits restrict flexibility in respect of personnel decisions.

2 Recommendation C.1 sentences 1, 4 and 5

In Code Item C.1 sentence 1, the GCGC recommends the specification of concrete objectives and a profile of skills and expertise for the composition of the Supervisory Board as a whole. Pursuant to Code Item C.1 sentence 4, proposals by the Supervisory Board to the Annual General Meeting shall take these targets into account while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Supervisory Board. Code Item C.1 sentence 5 recommends disclosing the status of implementation in the form of a qualification matrix in the Statement on Corporate Governance. BayWa AG has not established concrete objectives and has not specified a profile of skills and expertise or a qualification matrix for the Board as a whole. BayWa AG believes that potential Supervisory Board members' professional, experience-based qualifications are the primary criteria for the assumption of a Supervisory Board mandate and therefore also for the composition of the Supervisory Board as a whole.

3 **Recommendation C.2**

Contrary to the recommendations in Code Item C.2, BayWa AG has also not set an age limit for members of the Supervisory Board and therefore makes no such disclosure in the Statement of Corporate Governance. BayWa AG does not consider the setting of a blanket age limit to be a suitable criterion for the selection of members of the Supervisory Board. The suitability to fulfil a position on the Supervisory Board depends on the experience, knowledge and skills of the person concerned. Setting an age limit would generally and inappropriately restrict the selection of suitable candidates for positions on the Supervisory Board. Furthermore, the expertise of experienced and proven Supervisory Board members ought to be available to BayWa AG. For this reason, BayWa AG does not consider fixed age limits to be expedient.

4 **Recommendation C.4**

Pursuant to this recommendation, a Supervisory Board member shall not accept more than five Supervisory Board mandates at non-Group listed companies or comparable functions, with an appointment as Chairman of the Supervisory Board being counted twice. There is no sufficiently concrete definition of what constitutes a comparable function within the meaning of recommendation C.4. None of the Supervisory Board members holds more than five supervisory board mandates at non-Group listed companies. The Supervisory Board of BayWa AG includes one member who, in addition to his activities on the Supervisory Board of BayWa AG, is a member of more than five supervisory bodies. The company does not wish to forego the expertise of this Supervisory Board member. Taking into account all aspects of this situation and, in particular, the unclear definition of the term “comparable function” within the meaning of recommendation C.4, a deviation from recommendation C.4 is therefore declared as a precautionary measure.

5 **Recommendation G.7 sentence 1**

Pursuant to Recommendation G.7 sentence 1, the performance criteria covering all variable remuneration components for members of the Board of Management shall be geared mainly to strategic goals. The GCGC does not define the difference between strategic goals and operating targets. Ultimately, a clear differentiation is also not at all possible from BayWa AG's perspective. Furthermore, it is often not possible to unambiguously define clear strategic goals, leaving them largely open to interpretation. The Supervisory Board does not wish to be restricted in defining the goals and would like to avoid unnecessary debate regarding differentiation.

6 **Recommendation G.10**

Pursuant to Recommendation G.10, Board of Management members' long-term variable remuneration shall be predominantly invested in company shares by the respective Board of Management member or shall be granted predominantly as share-based remuneration. Granted long-term variable remuneration components shall be accessible to Board of Management members only after a period of four years. BayWa AG does not believe that the share price is a direct indicator of a remuneration policy geared towards sustainable and long-term performance development. The administrative effort associated with the recommendation and the insider-trading risks imposed on the members of the Board of Management make this rule impracticable. All members of the BayWa AG Board of Management receive long-term variable remuneration components over a period of three years; BayWa AG considers this period of time to be customary and appropriate.

7 **Recommendation G.12**

If a Board of Management member’s contract is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until contract termination shall, pursuant to Recommendation G.12, be based on the originally agreed targets and comparison parameters, and on the due dates or holding periods stipulated in the contract. Upon stepping down, a member of the Board of Management loses the ability to influence the success of the business. The Board of Management and company are interested in settling the contract quickly. The Board of Management employment contracts of all Board of Management members contain clauses stipulating that claims are to be paid out in full or that repayments are to be made in full when a member steps down from the Board of Management. From BayWa AG's perspective, this rule is balanced in existing contracts.

8 **Recommendation G.15**

If Board of Management members are also members of intra-Group Supervisory Boards, then the remuneration shall, pursuant to Recommendation G.15, be taken into account. Fundamentally speaking, all activities on behalf of companies affiliated with the Group are remunerated with the fixed salary of the BayWa AG Board of Management members. Board of Management members receive additional remuneration only for individual mandates requiring a particularly large investment of time and effort.

Munich, 8 May 2024

BayWa Aktiengesellschaft

The Board of Management The Supervisory Board

The declaration of conformity dated 8 May 2024 reproduced above, the current declaration of conformity dated 16 May 2025 and the declarations of conformity from previous years since 2009 are permanently available on the company's website at www.baywa.com under the "About us" menu item in the "Corporate Governance" section.

Remuneration Report and Remuneration System of the Board of Management and the Supervisory Board

The Remuneration Report and the auditor's report in accordance with Section 162 AktG, the remuneration system for the members of the Board of Management in accordance with Section 87a (1) and (2) (1) AktG and the most recent resolution of the Annual General Meeting in accordance with Section 113 (3) AktG on the remuneration of the members of the Supervisory Board are published on the company's website at www.baywa.com under the "About us" menu item in the "Corporate Governance" section.

Information on management practices

The Code of Conduct of BayWa AG forms the value system for BayWa AG. It is mandatory and applies across the Group to all employees. The Code of Conduct was updated in November 2024 and is publicly available on the company's website at www.baywa.com.

In addition, an internal control system has been set in place to ensure compliance with the law, statutory provisions and internal guidelines as well as to avoid actions detrimental to business, which includes prevention, monitoring and intervention. Employees have the option of turning to an anonymous whistle-blower system or applying to the external legal counsel mandated by BayWa AG to serve as an ombudsman in the event of occurrences within the company that do not comply with the law or grievances in cooperation with business partners and companies. Third parties also have the option of using the whistle-blower system.

In order to avoid breaches of regulations on the prohibition of insider trading pursuant to Article 14 of the Market Abuse Regulation, BayWa AG appropriately informs all persons who are deemed insiders under the legal provisions about all relevant statutory provisions governing trading in the shares of the company and, at the same time, requests in writing that they confirm in writing that they were informed about all relevant statutory provisions governing trading in the shares of the company. Those persons affiliated with the Group and external service providers that have access to insider information in accordance with their activities and authorisations are included in insider lists that comply with the provisions. The head of Corporate Legal and the Insider Trading Officer monitor the proper keeping of the insider lists.

Composition and working methods of the Board of Management, Supervisory Board and Supervisory Board committees

As a Society with its principal place of business in Munich, Germany, BayWa AG is subject to the provisions laid down under German law. The executive and supervisory bodies consisting of the Board of Management and the Supervisory Board form the dual-tier management and control structure in accordance with the provisions under German stock corporation law. The Board of Management and the Supervisory Board work closely together in the interest of the company. Their joint goal is to ensure the company's continued existence and sustained value creation.

Composition and practices of the Board of Management

The Board of Management is the company's management body. In accordance with the Articles of Association of BayWa AG, the Board of Management consists of several members, up to a maximum of nine; the specific number is determined by the Supervisory Board. As at 31 December 2024, the Board of Management of BayWa AG consisted of the following four members: Michael Baur (Chief Restructuring Officer – CRO), Andreas Helber (Chief Financial Officer), Dr. Marlen Wienert and Reinhard Wolf. There were no personnel changes to the Board of Management in the 2024 financial year. Marcus Pöllinger, the former Chairman of the company's Board of Management, left the Board of Management on 31 October 2024. Michael Baur was initially appointed as CRO and Chief Representative of the Company with effect from 10 September 2024 and as a member of the Board of Management with the responsibilities of CRO with effect from 1 November 2024.

After 31 December 2024, there were further personnel changes on the Board of Management. Dr. Frank Hiller was appointed as the new Chief Executive Officer and Prof. Dr. Matthias J. Rapp as the new Chief Financial Officer, both with effect from 1 March 2025. The previous Chief Financial Officer Andreas Helber left the Board of Management at the end of 31 March 2025 and Reinhard Wolf at the end of 30 June 2025.

The Board of Management is independently responsible for running the company, developing its strategies, agreeing them with the Supervisory Board and ensuring that they are implemented. The Board of Management is responsible for the company's annual and multi-year planning as well as for the preparation of the interim reports and the annual and consolidated financial statements. It ensures that legal provisions, official rules and regulations as well as the company's internal guidelines are observed, and it works towards the Group's compliance with them. In accordance with legal provisions, the Board of Management reports to the Supervisory Board regularly, promptly and comprehensively on all relevant issues pertaining to strategy and planning; the development of business; the assets, financial position and earnings position; the risk situation; risk management and compliance. The Supervisory Board is directly involved in all decisions of fundamental importance for the company. Furthermore, such decisions are subject to approval by the Supervisory Board. The Board of Management ensures that there is open and transparent communication within the company.

The Supervisory Board has issued rules of procedure for the Board of Management, which include division into various departments, cooperation within the Board of Management and cooperation between the Board of Management and the Supervisory Board. The Board of Management manages the company's business under its own responsibility. The principle of joint responsibility applies, meaning that the members of the Board of Management jointly bear the responsibility for the managing of the company.

In accordance with the rules of procedure, the Board of Management is divided into the Chairman's department and the various Board of Management departments, with each member of the Board of Management being assigned specific tasks for special handling. The individual Board of Management member is responsible for managing the Board of Management department assigned to him or her, without prejudice to the principle of overall responsibility. For the duration of the restructuring phase, the rules of procedure provide for a separate "Restructuring" Board of Management department, which is managed by the CRO under his own responsibility. Certain decisions, in particular on fundamental questions of organisation, business policy, long-term corporate planning and the company's investment and financial planning, and matters that require the approval of the Supervisory Board or for which the full Board of Management is responsible by law or the Articles of Association, are reserved for the full Board of Management in accordance with the rules of procedure. Moreover, a resolution must also be obtained from the entire Board of Management in respect of matters which have been submitted to the Board of Management by the Chairman or by a Board member.

The rules of procedure provide for special regulations for the duration of the restructuring phase; in particular, the CRO is solely responsible for all issues relating to the Restructuring division, even if these also relate to the division of another member of the Board of Management, to the extent permitted by law, but must consult with the other member of the Board of Management before taking or implementing significant measures. Insofar as decisions affecting the Restructuring division would be reserved for the full Board of Management under the rules of procedure, a decision by the full Board of Management is only required if the decision is of material importance, so that a decision by the full Board of Management appears necessary due to the overall responsibility of the Board of Management; otherwise, subject to mandatory statutory provisions, the CRO retains sole responsibility. In the event that the position of Chief Executive Officer is vacant and no deputy has been appointed by the Supervisory Board, the CRO generally assumes all rights and duties of the Chief Executive Officer for the duration of the vacancy during the restructuring phase, as long as the schedule of responsibilities for the Board of Management does not provide for the allocation of individual tasks of the Chief Executive Officer to other members of the Board of Management with the consent of the CRO. In accordance with the rules of procedure of the Board of Management, meetings of the Board of Management are held regularly, usually every week, but at least every fortnight. They are convened by the Chairman of the Board of Management, who also chairs the meetings. The Board of Management is quorate if all members have been invited and at least half of the Board members, including the Chairman, take part in deciding a resolution. Resolutions of the Board of Management require a simple majority of votes, unless the law or the Articles of Association require a larger majority. In the event of a tie vote, the Chairman shall have the casting vote. Upon instruction by the Chairman, resolutions can also be passed outside of meetings by way of votes cast in writing, by telephone or electronically.

The Board of Management members are subject to a comprehensive non-competition agreement during their work for the company. They are obliged to act in the interest of the company and may not pursue any personal interests in their decisions. In particular, they may not use business opportunities for the company to their own advantage. They may take on sideline activities, particularly Supervisory Board mandates outside the BayWa Group, only with the approval of the Supervisory Board's Board of Management Committee.

Composition and practices of the Supervisory Board

In accordance with the Articles of Association and the German Co-Determination Act (MitbestG), the Supervisory Board of BayWa AG consists of 16 members and is made up of an equal number of shareholder and employee representatives. The shareholder representatives on the Supervisory Board are elected by a simple majority at the Annual General Meeting, with elections to the Supervisory Board being held on an individual basis. The Supervisory Board members representing the employees are elected in accordance with the provisions of the German Co-Determination Act. The CVs of the members of the Supervisory Board and memberships to be disclosed in accordance with Section 285 No. 10 HGB can be found on the company's website at www.baywa.com under the "About us" menu item in the "Board of Management & Supervisory Board" section. The length of service on the Supervisory Board is also disclosed in the CVs.

There were some personnel changes on the Supervisory Board of BayWa AG in the 2024 financial year. Prof. Klaus Josef Lutz resigned as a member of the Supervisory Board and Chairman of the Supervisory Board on 19 January 2024. As his successor, Gregor Scheller was initially elected to the Supervisory Board by way of court appointment on 19 March 2024, for a limited period until the next Annual General Meeting, and subsequently by the Annual General Meeting on 11 June 2024, and elected Chairman of the Supervisory Board by the Supervisory Board on 8 May 2025 and again following the Annual General Meeting. At the meeting on 13 November 2024, Wolfgang Altmüller resigned as a member of the Supervisory Board and Second Deputy Chairman of the Supervisory Board. The Supervisory Board subsequently elected Michael Höllerer as Second Deputy Chairman of the Supervisory Board. After the end of the 2024 reporting year, Dr. Bernd Köhler was appointed to the Supervisory Board as the successor to Wolfgang Altmüller, who left the Board, for a limited period until the next Annual General Meeting by resolution of the Munich Local Court, Registry Court, on 10 February 2025.

The Supervisory Board monitors and advises the Board of Management on the management of the company. The Supervisory Board discusses business development and planning as well as strategy and its implementation at regular intervals. It examines the annual and consolidated financial statements, the summarised management report of the company and the Group, including the non-financial Group statement, and the proposal for the appropriation of net retained profits. It adopts the annual financial statements of BayWa AG and approves the consolidated financial statements, taking into account the results of the preliminary audit conducted by the Audit Committee and the auditor's reports. The Supervisory Board resolves on the Board of Management's proposal on the appropriation of net profit and the Supervisory Board's report to the Annual General Meeting.

The Supervisory Board is also responsible for appointing the members of the Board of Management and determining their areas of responsibility. At the proposal of the Board of Management Committee, the Supervisory Board decides on the remuneration system for Board of Management members and determines the individual remuneration of Board of Management members in accordance with the Board of Management remuneration system. It sets the targets for the variable remuneration and the respective total remuneration for the individual members of the Board of Management and reviews the appropriateness of the total remuneration as well as the remuneration system for the Board of Management on a regular basis.

The Supervisory Board has adopted rules of procedure that regulate the internal organisation, the activities of the committees and the approval requirements of the committee for decisions made by the Board of Management. The rules of procedure of the Supervisory Board are published on the company's website www.baywa.com under "About us" in the "Corporate Governance" section. Meetings of the Supervisory Board take place at least once a calendar quarter and, in addition, whenever necessary for business reasons. Meetings are convened by the Chairman or, if he is prevented from doing so, by the Vice Chairman. The Supervisory Board must also be convened if one of its members or the Board of Management requests it, stating the reasons. The Supervisory Board only has a quorum if eight members – including the Chairman – or twelve members take part in the meeting and in deciding on the resolution. Resolutions of the Supervisory Board or one of its committees passed in writing, by telegraph, telephone, electronic media or telefax are permitted if the Chairman of the Supervisory Board or, if the resolution concerns one of the committees, the Chairman of that committee or, if he is prevented from doing so, the Vice Chairman has given the requisite instruction. Decisions generally require a simple majority. In the event of a tie vote, the Chairman of the Supervisory Board has a dual voting right in the second round if votes are cast equally again. The Supervisory Board meets without members of the Board of Management to the extent that this is necessary for independent discussion and decision-making.

The Supervisory Board’s rules of procedure stipulate that the Supervisory Board regularly reviews the efficiency of its activities. The next self-assessment in accordance with recommendation D. 12 DCGK with the support of an external consultant is to be carried out in the 2025 financial year.

Composition and practices of the Supervisory Board committees

In the reporting year, the Supervisory Board of BayWa AG had six permanent committees and, from the end of September 2024, two temporary ad hoc committees. The respective committee chairmen report regularly to the Supervisory Board on the activities of the committees.

The **Audit Committee** concentrates mainly on the documentation of the independent auditor in respect of auditing the annual and consolidated financial statements and prepares them for adoption by the Supervisory Board. The committee also monitors the accounting process and the audit of the financial statements. The Audit Committee also addresses work in the areas of audit, compliance and risk management, including the internal control system. It checks the auditor’s independence and agrees on the key points of the audit and on the fees with the auditor. The members of the Audit Committee in the 2024 financial year were Wilhelm Oberhofer (Committee Chairman), Wolfgang Altmüller (Deputy Committee Chairman until 13 November 2024), Ingrid Halbritter, Michael Höllerer (Deputy Committee Chairman from 3 December 2024; member until then), Michael Kuffner, Prof. Klaus Josef Lutz (until 19 January 2024) and Gregor Scheller (from 8 May 2024).

The members of the Audit Committee as a whole are familiar with the sector in which the company operates.

According to the German Stock Corporation Act, at least one member of the Audit Committee must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing. According to the German Corporate Governance Code, expertise in the field of accounting should consist of specialised knowledge and experience in the application of accounting principles and internal control and risk management systems, and expertise in the field of auditing should consist of specialised knowledge and experience of the same. Accordingly, accounting and auditing should include sustainability reporting and the auditing thereof. The chairperson of the Audit Committee should be an expert in at least one of the two areas. All members of the Audit Committee have expertise in accounting and auditing. Due to their many years of professional experience, at least three members – Committee Chairman Wilhelm Oberhofer, as well as Michael Höllerer, Gregor Scheller and, until his departure, Wolfgang Altmüller – each have specialised knowledge in the field of accounting and auditing as defined by the German Corporate Governance Code.

Committee Chairman Wilhelm Oberhofer is an association auditor and tax advisor, and therefore has particular expertise in the field of accounting. As a long-serving member of the Board of Directors of VR Bank Kempten-Oberallgäu eG, he is not only responsible for the bank’s internal audits, but is also generally familiar with and experienced in applying special know-how associated with the application of accounting rules, internal control and risk management systems, and the auditing of financial statements, including sustainability reporting and the auditing thereof. Wolfgang Altmüller has an MBA and was additionally trained as an association auditor. As part of his professional career, he worked for several years as a trained association auditor, auditing annual financial statements, among other things, and, due to his many years as Chairman of the Board of Management of VR meine Raiffeisenbank eG and my Volksbank Raiffeisenbank eG, he has special knowledge and experience in the application of audits, accounting principles and internal control and risk management systems, including sustainability reporting. Due to his professional experience as a member of the Board of Management and Chairman of the Board of Management of VR Bank Bamberg-Forchheim, Gregor Scheller has particular expertise in the area of auditing and accounting. Michael Höllerer has particular expertise in the field of accounting and auditing due to his many years of experience in management positions in the banking sector, most recently as General Manager of Raiffeisenlandesbank Niederösterreich-Wien AG and Raiffeisen-Holding Niederösterreich-Wien, a registered cooperative with limited liability, and before that as Chief Financial Officer of Raiffeisen Bank International AG, among others.

The **Board of Management Committee** is responsible for personnel matters relating to members of the Board of Management, such as the drafting of Board of Management member contracts and the approval of sideline activities. The Board of Management Committee performs the preparatory work for the determination of the remuneration paid to the individual Board of Management members, as well as their short- and long-term targets. The committee regularly reviews the term of the contracts and prepares contract extensions and amendments if necessary. The committee discusses issues related to succession planning with the Chairman of the Board of Management on a regular basis. The permanent committee members in 2024 were Prof. Klaus Josef Lutz (member and Committee Chairman until 19 January 2024), Gregor Scheller (Committee Chairman from 11 June 2024, member from 8 May 2024 to 11 June 2024), Wolfgang Altmüller (until 13 November 2024), Michael Höllerer (Committee Chairman and member from 5 February 2024 to 8 May 2024; member again since 8 November 2024) and Bernhard Loy. Temporary committee members for the purposes of succession planning on the Board of Management were Michael Kuffner (from 8 November 2024) and Joachim Rukwied (from 3 December 2024).

The **Strategy Committee** supervises and monitors the company's strategic orientation and the implementation of current company projects. The members of the Strategy Committee in the 2024 financial year were Prof. Klaus Josef Lutz (member and Committee Chairman until 19 January 2024), Gregor Scheller (member from 8 May 2024 to 11 June 2024, Committee Chairman from 11 June 2024), Michael Göschelbauer, Jürgen Hahnemann, Michael Kuffner, Bernhard Loy, Wilhelm Oberhofer and Joachim Rukwied.

The **Credit and Investment Committee** monitors investment activities and deals with the financing measures to be approved by the Supervisory Board. The members in the 2024 financial year were Prof. Klaus Josef Lutz (member and Committee Chairman until 19 January 2024), Gregor Scheller (member since 8 May 2024, Committee Chairman from 11 June 2024), Michael Göschelbauer, Jürgen Hahnemann, Ingrid Halbritter, Monika Hohlmeier, Thomas Stuber and Monique Surges.

The **Nomination Committee** prepares the proposals of the Supervisory Board for the election of shareholder representatives to the Supervisory Board by the Annual General Meeting. The members in the 2024 financial year were Prof. Klaus Josef Lutz (member and Committee Chairman until 19 January 2024), Gregor Scheller (member since 8 May 2024 and Committee Chairman from 11 June 2024), Michael Göschelbauer, Michael Höllerer (member and Committee Chairman from 5 February 2024 to 8 May 2024) and Wilhelm Oberhofer.

Under Section 27 (3) of the German Codetermination Act (MitbestG), the **Mediation Committee**, anchored in the law, only meets if, during the voting process on the appointment or dismissal of a member of the Board of Management, the required two-thirds majority of the votes by the Supervisory Board is not attained in the first round of voting. It is composed of the Chairman of the Supervisory Board, one further shareholder representative and two employee representatives. The members in the 2024 financial year were Prof. Klaus Josef Lutz (member and Committee Chairman until 19 January 2024), Gregor Scheller (Committee Chairman from 11 June 2024), Monika Hohlmeier, Michael Kuffner and Bernhard Loy. The committee held no meetings in the reporting year.

The Supervisory Board established a **Restructuring Committee** with effect from 30 September 2024. This committee continuously monitors the restructuring of the company, particularly with regard to the measures and recommendations listed in the restructuring opinion. The committee reports to the full Supervisory Board at regular intervals on its activities and the status of the restructuring. The Restructuring Committee is composed of three shareholder representatives and three employee representatives. In the 2024 financial year, the members of the committee were Gregor Scheller (Chairman), Bernhard Loy (Deputy Chairman), Wolfgang Altmüller (until 13 November 2024), Jürgen Hahnemann, Ingrid Halbritter and Michael Höllerer.

The Supervisory Board established a **Special Audit Committee** with effect from 30 September 2024. It closely monitors the special audit and prepares any necessary resolutions by the Supervisory Board. The members of the committee in the 2024 financial year were Wilhelm Oberhofer (Chairman), Michael Kuffner (Deputy Chairman), Michael Göschelbauer, Bernhard Loy, Gregor Scheller and Thomas Stuber.

The committees' practices are set out in the Articles of Association and in the bylaws of the Supervisory Board. Furthermore, the Supervisory Board may entrust one or more of its members with special control functions.

More information on the activities of the Supervisory Board and its committees in the 2024 financial year can be found in the Report of the Supervisory Board.

Securities transactions by the Board of Management and the Supervisory Board (Directors' Dealings)

The members of the Board of Management and the Supervisory Board, and persons close to them, are required to disclose the acquisition and sale of shares in BayWa AG or financial instruments related thereto if the value of such transactions equals or exceeds an amount of €20,000 in a given calendar year. This also applies to certain employees with managerial functions (executive managers, for instance).

In 2024, one member of the Supervisory Board reported a total of one acquisition with a volume of €507,850. The notified securities transactions are published on the company's website www.baywa.com under "About us" in the "Corporate Governance" section.

Avoidance of conflicts of interest

Under the bylaws of the Board of Management, its members are obliged to disclose any conflicts of interest without delay. Under the bylaws of the Supervisory Board, its members must disclose any conflicts of interest – particularly those that could occur due to consultancy or board functions at customers, suppliers, lenders or other business partners – to the Supervisory Board without delay. Significant conflicts of interest in the person of a Supervisory Board member that are not of a temporary nature should lead to the termination of the mandate. For the 2024 financial year in particular, the Supervisory Board takes into account the fact that some of its members are also members of the executive bodies of the company's anchor shareholders. The report of the Supervisory Board provides information on any conflicts of interest that have arisen and how they were handled.

Equal participation of women and men in leadership positions

Determinations pursuant to Section 76 (4) AktG

On 27 July 2022, the Board of Management of BayWa AG set a target for the proportion of women at management level 1 below the Board of Management of 24% (7 women out of a total of 30 managers in 2022) and for the proportion of women at management level 2 of 23.5% (23 women out of 103 managers in 2022), each with an implementation deadline of 30 June 2027, in compliance with the statutory requirements pursuant to Section 76 (4) of the German Stock Corporation Act (AktG). As at 31 December 2024, management level 1 consisted of 35 managers, 5 of whom were women, corresponding to a percentage share of women of 14.29%. As at 31 December 2024, 10 out of a total of 63 managers at management level 2 were women, corresponding to 15.87%.

Information on compliance with the participation requirement when appointing the Board of Management

Pursuant to Section 76 (3a) of the German Stock Corporation Act (AktG), as long as the Board of Management of BayWa AG consists of more than three persons, at least one woman and at least one man must be members of the Board of Management of BayWa AG. BayWa AG complied with this requirement at all times in the 2024 reporting year.

Information on compliance with minimum proportions of women and men in the composition of the Supervisory Board

Pursuant to Section 96 (2) (1) of the German Stock Corporation Act (AktG), the Supervisory Board of BayWa AG is composed of at least 30% women and at least 30% men. The quota must be fulfilled by the Supervisory Board as a whole. If the shareholder or employee representative side objects to the overall fulfilment vis-à-vis the Chairman of the Supervisory Board prior to the election, the minimum share for this election must be fulfilled separately by the shareholder side and the employee side. The Supervisory Board aims, by mutual agreement, for separate compliance with the gender quota. Accordingly, the shareholder representatives objected to the overall fulfilment on the basis of a unanimously adopted resolution vis-à-vis the Chairman of the Supervisory Board pursuant to Section 96 (2) (3) AktG in connection with the election proposals for the election of shareholder representatives to the 2023 Annual General Meeting and subsequently also to the judicial addition or by-election of Gregor Scheller by the 2024 Annual General Meeting. The Supervisory Board must therefore be composed of at least two women and at least two men on both the shareholder side and the employee side in order to fulfil the minimum proportion requirement of 30% in accordance with Section 96 (2) (1) AktG. At all times in the 2024 financial year, the Supervisory Board had two female members on the shareholder side and three female members on the employee side. The minimum share requirement of 30% was therefore met by both the shareholder representatives and the employee representatives.

Diversity concept, age limit for the Board of Management and long-term succession planning

Diversity concept

In 2020, BayWa AG adopted an Inclusion & Diversity policy that also applies to the Board of Management and the Supervisory Board. A detailed diversity concept focused solely on the Board of Management and Supervisory Board has not been pursued to date in order not to restrict flexibility in personnel decisions and the number of possible candidates. However, the Supervisory Board has always taken age, gender, cultural origin, and educational and professional background into account when filling Board of Management positions and when proposing candidates to the Annual General Meeting, and has endeavoured to achieve the most diverse composition possible.

As part of the development of targets for its composition and a skills profile, the Supervisory Board resolved in April 2025 to develop a diversity concept for the Supervisory Board (see below under the separate section "Targets for the composition and skills profile, including diversity concept for the Supervisory Board"). The Supervisory Board also intends to develop a diversity concept for the Board of Management in the near future.

Age limits for members of the Board of Management

For a long time, the Supervisory Board refrained from setting age limits for members of the Board of Management in order to avoid being restricted by rigid age limits when selecting suitable candidates for Board of Management positions. In May 2025, the Supervisory Board set a standard age limit for members of the Board of Management of 65 years at the time of appointment. None of the members of the Board of Management exceeded the specified standard age limit at the time of appointment.

Long-term succession planning for the Board of Management

Together with the Board of Management and with the support of the Board of Management Committee, the Supervisory Board ensures long-term succession planning for the Board of Management. As part of the revision and modernisation of the company's governance regulations, the Supervisory Board intends to systematise long-term succession planning. With the support of the Board of Management Committee and in close consultation with the Board of Management, a qualification and requirements profile is to be drawn up in line with the company's adjusted strategic objectives. Based on this profile of qualifications and requirements, the Board of Management Committee should identify potentially suitable candidates and conduct pre-selection interviews with them in order to then make specific recommendations to the Supervisory Board.

Age limits for the Supervisory Board

For a long time, the Supervisory Board refrained from setting age limits for Supervisory Board members so as not to be restricted by rigid age limits when selecting suitable candidates. In May 2025, the Supervisory Board set a standard age limit for Supervisory Board members of 70 years at the time of election. This standard age limit of 70 years has already been observed in Supervisory Board elections since 2023

Independence

Taking into account the ownership structure, the Supervisory Board on the shareholder side endeavours to ensure that as many candidates as possible who are proposed for election at the Annual General Meeting are independent. In implementation of the German Corporate Governance Code, the shareholder representatives have set themselves the goal that the Supervisory Board should have at least five independent members on the shareholder side.

Taking into account the ownership structure, the shareholder representatives are of the opinion that five shareholder representatives fulfil the independence criteria of the German Corporate Governance Code.

In the opinion of the shareholder representatives, the members Gregor Scheller, Dr Bernd Köhler, Monique Surges, Monika Hohlmeier and Joachim Rukwied in particular are independent within the meaning of recommendation C.7 of the German Corporate Governance Code.

Objectives for the composition, skills profile and diversity concept for the Supervisory Board

The Supervisory Board addresses the specific objectives for its composition and has developed a competence profile based on competence criteria and associated definitions for these criteria in order to ensure the targeted and effective fulfilment of tasks in the Supervisory Board in the future as well as the fulfilment of tasks with specific requirements in the context of the current company situation and the upcoming restructuring phase.

Shareholders and the Annual General Meeting

The organisation and execution of BayWa AG's Annual General Meeting of Shareholders is carried out with the aim of informing all shareholders swiftly and extensively before and during the event. All shareholders listed in the share register (Aktienregister) and who have registered in due time are entitled to participate. BayWa AG offers its shareholders the possibility of having their vote exercised in accordance with their personal instructions by a voting proxy appointed by the company. The Annual General Meeting decides, among other things, on the appropriation of profit, the approval of the actions of the Board of Management and Supervisory Board as well as the nomination of the auditor. Decisions on changes to the Articles of Association and on measures that may change the share capital are exclusively reserved for the Annual General Meeting, with the exception of the use of authorised capital by the administration. The share capital of BayWa AG is divided into registered shares with restricted transferability (approximately 97%) and registered shares (approximately 3%). Transferring registered shares with restricted transferability is formally subject to the Board of Management's consent. However, in the past, approval has never been withheld. Each share of BayWa AG carries equal voting rights and confers the same dividend entitlement. The company therefore applies the "one share, one vote, one dividend" principle

Other aspects of good Corporate Governance

Communication and transparency

BayWa AG communicates regularly and promptly on the development of business, as well as on its assets, financial position and earnings position. In order to guarantee an ongoing exchange of information with the capital market, the company holds regular events as part of its investor relations activities featuring the Chief Executive Officer and Chief Financial Officer for analysts and institutional investors in the form of roadshows and individual meetings. Press releases are published and press conferences and conference calls with analysts are held every quarter on business performance. The annual results are released at an Annual Results Press Conference and at an analysts' meeting. All new information disclosed to financial analysts and similar parties in the context of the aforementioned investor relations activities is also made available to the shareholders without delay. All relevant presentations and press releases are promptly published in the Investor Relations section on the website of BayWa AG, www.baywa.com. BayWa AG places great importance on ensuring that all shareholders are treated equally with regard to information.

The dates of the main recurring publications (inter alia the consolidated financial statements) and the date of the Annual General Meeting are published in the financial calendar. Current developments are reported in press releases and, if necessary, in ad hoc releases. All information is also made accessible on the company's website at www.baywa.com under "Investor Relations".

Responsible action and risk management

The aim of risk management at BayWa AG is to identify the risks of entrepreneurial action at an early stage and evaluate them. Risk management is therefore an integral part of the company's planning and management and control processes. The internal control, risk management and audit system is developed by the Board of Management on an ongoing basis and adjusted to changes in the environment. Parts of the internal control and risk management system for the accounting processes are examined by the external auditor. More information on the structure and the processes of risk management in the context of accounting processes is included in the Group Management Report.

Munich, 7 July 2025

BayWa Aktiengesellschaft

Board of Management
Dr. Frank Hiller
Prof. Dr. Matthias J. Rapp
Michael Baur
Dr. Marlen Wienert

BayWa AG
Arabellastraße 4
81925 München