

Invitation to the Annual General Meeting**BRAIN Biotech AG****18 March 2025****Agenda at a glance**

1. Submission of the adopted separate annual financial statements and of the approved consolidated financial statements of BRAIN Biotech AG for the fiscal year ending 30 September 2024, the separate management report and the Group management report for the fiscal year from 1 October 2023 until 30 September 2024 with the explanatory reports relating to disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB), as well as the report by the Supervisory Board for the fiscal year from 1 October 2023 to 30 September 2024
2. Resolution concerning the ratification of the actions of the Management Board for the fiscal year from 1 October 2023 to 30 September 2024
3. Resolution concerning the ratification of the actions of the Supervisory Board for the fiscal year from 1 October 2023 to 30 September 2024
4. Election of the auditor of the separate financial statements and of the auditor of the consolidated financial statements for the fiscal year from 1 October 2024 to 30 September 2025
5. Elections to the Supervisory Board
 - a) Dr. Anna C. Eichhorn, Frankfurt am Main, CEO of humatrix AG,
 - b) Mr. Stephen Catling, Cambridge, United Kingdom, Managing Director of SJ Catling Ltd.,
6. Resolution concerning the cancellation of the authorization resolution of the Annual General Meeting of 8 March 2023 concerning the issuance of a stock option plan, concerning the reduction of the Conditional Capital 2023 / II, furthermore concerning the authorization to issue a new stock option plan under issuance of stock options with subscription rights to shares in BRAIN Biotech AG, concerning the creation of a Conditional Capital 2025 / I, as well as concerning the amendments to the bylaws required for this purpose
7. Resolution concerning the extension of the authorization to hold virtual Shareholders' General Meetings and concerning the corresponding amendment to Section 18 (5) of the Company's bylaws
8. Resolution concerning the approval of the Compensation Report

BRAIN Biotech AG**Zwingenberg**

WKN 520394

ISIN DE0005203947

Invitation to the Annual General Meeting

We hereby invite the shareholders to the Annual General Meeting to be held on Tuesday, 18 March 2025, at 10.00 a.m. in the Melibokushalle, Melibokusstrasse 10, 64673 Zwingenberg, Germany.

A.

Agenda

- 1. Submission of the adopted separate annual financial statements and of the approved consolidated financial statements of BRAIN Biotech AG for the fiscal year ending 30 September 2024, the separate management report and the Group management report for the fiscal year from 1 October 2023 until 30 September 2024 with the explanatory reports relating to disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB), as well as the report by the Supervisory Board for the fiscal year from 1 October 2023 to 30 September 2024**

The aforementioned documents can be viewed and downloaded from the Company's website at <https://www.https://www.brain-biotech-group.com/en/investors/annual-general-meeting>. They will also be available and discussed during the Annual General Meeting (AGM). These documents serve to inform the AGM about the past fiscal year as well as about the position of both the Company and the Group. Legislation does not require a resolution on this agenda item as the Supervisory Board has approved the separate annual financial statements, which have already been adopted as a consequence.

- 2. Resolution concerning the ratification of the actions of the Management Board for the fiscal year from 1 October 2023 to 30 September 2024**

The Management and Supervisory boards propose that the actions of the Management Board members holding office during the fiscal year from 1 October 2023 to 30 September 2024 be ratified for this period.

3. Resolution concerning the ratification of the actions of the Supervisory Board for the fiscal year from 1 October 2023 to 30 September 2024

The Management and Supervisory boards propose that the actions of the Supervisory Board members holding office during the fiscal year from 1 October 2023 to 30 September 2024 be ratified for this period.

4. Election of the auditor of the separate financial statements and of the auditor of the consolidated financial statements for the fiscal year from 1 October 2024 to 30 September 2025

Pursuant to the recommendation of its Audit Committee, the Supervisory Board proposes electing

Baker Tilly GmbH & Co KG Wirtschaftsprüfungsgesellschaft,

to be the auditor of both the separate financial statements and the consolidated financial statements for the fiscal year from 1 October 2024 to 30 September 2025.

For the aforementioned audit services, the Audit Committee, pursuant to Article 16 (2) of EU Directive No. 537/2014 of the European Parliament and of the Council dated 16 April 2014 concerning specific requirements made of the auditing of financial statements of public-interest entities, and replacing resolution 2005/909/EC of the Commission, has recommended that the Supervisory Board renew the audit mandate of Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft. The Audit Committee has stated that its recommendation is free from undue influence by third parties and that no restrictive clause in the meaning of Article 16 (6) of the afore mentioned Regulation (EU) No 537/2014 of 16 April 2014 has been imposed upon it.

5. Elections to the Supervisory Board

The terms of office of Supervisory Board Deputy Chair Dr. Anna C. Eichhorn and of Supervisory Board member Mr. Stephen Catling are to end as of the conclusion of the AGM on 18 March 2025. For this reason new elections by the AGM are required to fill these Supervisory Board positions.

Pursuant to Section 96 (1) of the German Stock Corporation Act (AktG), the Company's Supervisory Board consists of the shareholders' Supervisory Board members, and pursuant to Section 95 AktG and Section 9 (1) of the Company's bylaws, it consists of six members elected by the AGM. The AGM is not tied to nominations.

Pursuant to the recommendation of its Audit Committee, the Supervisory Board proposes electing

a) Dr. Anna C. Eichhorn, Frankfurt am Main, CEO of humatrix AG,

b) Mr. Stephen Catling, Cambridge, United Kingdom, Managing Director of SJ Catling Ltd.,

as members of the Company's Supervisory Board with effect as of the conclusion of the AGM on 18 March 2025 until the end of the AGM that ratifies the actions of the Supervisory Board for the fiscal year from 1 October 2027 to 30 September 2028.

It is intended that Dr. Anna C. Eichhorn be nominated as a candidate for the position of Deputy Chair of the Supervisory Board if she is elected.

It is intended that the Supervisory Board elections will be implemented as individual elections.

The nominations take into consideration the targets that the Supervisory Board has approved for its composition, and aim to satisfy the competency profile developed for the plenary board. The targets and the competency profile are published in the corporate governance declaration for the 2023/24 fiscal year, which are included in the 2023/24 annual report and which form part of the documents submitted in relation to agenda item 1.

To a large extent, all of the proposed candidates possess the experience and expertise required to exercise the Supervisory Board mandate, as well as the necessary sector, specialist, and corporate knowledge. All of the candidates are familiar both with the business area in which the Company operates and with the capital market environment. The Supervisory Board has satisfied itself that the candidates can devote the expected requisite amount of time to the mandate.

The Supervisory Board will propose a candidate to fill the vacancy left by Prof. Dr. Treffenfeldt, who held the position until the beginning of the financial year, in due course.

Supplementary disclosures and information about the proposed candidates, especially information pursuant to Section 125 (1) Sentence 5 AktG, the candidates' CVs as well as further information relating to the recommendations of the German Corporate Governance Code are reproduced in Section B of this invitation and can also be viewed on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

6. Resolution concerning the cancellation of the authorization resolution of the Annual General Meeting of 8 March 2023 concerning the issuance of a stock option plan, concerning the reduction of the Conditional Capital 2023 / II, furthermore concerning the authorization to issue a new stock option plan under issuance of stock options with subscription rights to shares in BRAIN Biotech AG, concerning the creation of a Conditional Capital 2025 / I, as well as concerning the amendments to the bylaws required for this purpose

The Company's AGM on 8 March 2023 authorized the Management Board under agenda item 9, with Supervisory Board assent, to set up a stock option plan and to issue up to a total of 888,148 stock options with subscription rights to shares in the Company with a term of up to six years to members of the Management Board as well as to selected executives and other top performers at the Company. The Conditional Capital 2023 / II approved to cover the stock options to be issued was entered in the Commercial Register on 12 June 2023. Pursuant to the aforementioned resolution of the AGM of 8 March 2023, a stock option plan was set up, on

the basis of which a total of 772,148 stock options were issued to members of the Management Board and to executives of the Company.

The Management and Supervisory boards are in agreement that stock options form an elementary component of incentives for the Company's executives and significantly strengthen executives' loyalty to the Company. The Company depends on its top performers collaborating with the highest level of motivation and loyalty in order to tangibly and sustainably improve the results of its operations and the Company's value. As a consequence, the issuance of stock options to the Management Board and to other executives of the Company also lies within the well-understood interest of all shareholders.

Due to an amendment to the German Stock Corporation Act (AktG), it is now possible to issue a greater number of stock options than was previously possible on the basis of an AGM authorization resolution. The Management and Supervisory boards are in agreement that the greater scope of stock option plans permitted by law should be utilized. This enables the Company to ensure the incentivisation and retention of the Company's managers, and in the future also managers at affiliated companies of the BRAIN Group, in line with the interests of the shareholders. For this reason, the current stock option plan is not to be continued. Rather, it is to be replaced by a new stock option plan in order to fully utilize the statutory framework for stock option plans.

The number of stock options allocated to Management Board members (Vorstand) is to be limited to a total of 10% of the share capital in accordance with the following proposed resolution, whereby all stock options already allocated to current and former members of the Management Board are to be included in the aforementioned 10%.

Differing criteria for the exercise of subscription rights are to apply to Management Board members under the Conditional Capital 2023 / II and Conditional Capital 2025 / I proposed below compared to other managers at the Company or managers at the BRAIN Group's affiliated companies.

Given the past share price performance and the previously allocated stock options, a significant portion of the previously allocated stock options can only be expected to be exercised if the share price increases significantly compared to the share price level at the time when this convening document was prepared. The issue values of older stock options issued to Management Board members are listed in previous annual reports and remuneration reports.

The 772,148 stock options currently issued on the basis of the authorization resolution of 8 March 2023 may not be affected in their validity and effectiveness by the introduction of a new stock option plan. As a consequence, Conditional Capital 2023 / II must remain in place in the scope of the stock options actually issued; however, it may be reduced to reflect this scope. For this reason, Conditional Capital 2023 / II is to be reduced to € 772,148.00. As a consequence, the holders of the stock options issued on the basis of the authorization of 8 March 2023 are not impaired in relation to their rights associated with the stock options, and also continue to be protected after a reduction of the Conditional Capital 2023 / II.

The Management and Supervisory boards propose that the following resolution be passed:

1. Cancellation of the currently existing authorization to issue stock options, reduction of Conditional Capital 2023 / II, and the amendment of the bylaws required for this purpose
 - a) To the extent that it has not been exercised, the authorization passed under agenda item 9 of the AGM of 8 March 2023 to issue stock options with subscription rights to shares in BRAIN Biotech AG shall be cancelled with effect from the date of entry in the Company's commercial register of the new Conditional Capital 2025 / I regulated below and the corresponding amendment to the bylaws.
 - b) Conditional Capital 2023 / I shall be reduced by € 116,000.00, from € 888,148.00 to € 772,148.00, with effect from the date of entry in the Company's commercial register of the new Conditional Capital 2025 / I regulated below, and the corresponding amendment to the bylaws.
 - c) Section 5 (6) of the bylaws shall be amended with effect from the date of entry of the new Conditional Capital 2025 / I regulated below and the corresponding amendment to the bylaws in the Company's commercial register and shall in future read as follows:

“The Company's share capital shall be conditionally increased by up to € 772,148.00 through issuing up to 772,148 new no-par-value registered shares. The conditional capital shall serve exclusively to service subscription rights from stock options that have been granted to members of the Company's Management Board as well as to other employees of the Company in senior positions on the basis of the authorization issued by the AGM resolution of 8 March 2023. The conditional capital increase shall be implemented only to the extent that the holders of issued subscription rights utilize them, and the Company does not grant treasury shares or cash settlement to satisfy these subscription rights. The new shares shall participate in profits from the beginning of the fiscal year for which a resolution concerning the appropriation of unappropriated net profit has not yet been passed at the time the subscription rights are exercised (Conditional Capital 2023 / II). The Management Board shall be authorized, with Supervisory Board assent, to determine the further details of the implementation of the conditional capital increase.”

2. Authorization to issue stock options with subscription rights to shares in BRAIN Biotech AG, creation of a new Conditional Capital 2025 / I, and the necessary amendments to the bylaws
 - a) With effect from the date of registration of the new Conditional Capital 2025 / I regulated below and the corresponding amendment to the bylaws in the Company's commercial register, the Management Board shall be authorized, with Supervisory Board assent, to issue up to 2,300,746 stock options with subscription rights to shares in BRAIN Biotech AG with a term of up to six (6) years by 17 March 2030 as part of a stock option plan and in compliance with the following provisions, with the proviso that each stock option grant the right to subscribe to one share. As far as issuing stock options to members of the Management Board of BRAIN Biotech AG is concerned, this authorization shall be valid for the Supervisory Board alone. The stock options can also be assumed by a credit institution with the obligation to transfer them to beneficiaries who shall be solely entitled to exercise the subscription rights, as instructed by BRAIN Biotech AG.

The following additional provisions must be adhered to when issuing subscription rights:

(1) Beneficiaries

Subscription rights may only be issued to members of the Management Board and selected executives and other top performers of BRAIN Biotech AG, as well as to management board members and selected executives at affiliated companies of BRAIN Biotech AG. The selection of persons and the determination of the number of subscription rights to be issued in each case shall be the responsibility of the Company's Management Board; to the extent that subscription rights are allocated to members of the Management Board of BRAIN Biotech AG, the Supervisory Board shall be responsible for determining such allocations.

The following can be issued:

- to the members of the Management Board of BRAIN Biotech AG, a maximum total of up to 1,180,675 subscription rights;
- to selected executives and other top performers at BRAIN Biotech AG, a maximum total of up to 224,014 subscription rights;
- to the members of the management boards of affiliated companies, a maximum total of up to 336,021 subscription rights;
- to selected executives and other top performers at affiliated companies, a maximum total of up to 560,036 subscription rights.

At the time when the stock options are issued, the beneficiaries must be members of the Management Board of BRAIN Biotech AG or be in a non-terminated employment relationship with BRAIN Biotech AG, or be members of the management board of an affiliated company of BRAIN Biotech AG or be in a non-terminated employment relationship with an affiliated company of BRAIN Biotech AG.

For members of the Management Board of BRAIN Biotech AG, the Supervisory Board must agree a limitation ("cap") for extraordinary, unforeseen developments.

The reference value for a stock option shall be the simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the issue of the respective stock option.

The following must be reported annually in the notes to the annual financial statements:

- the issue of stock options to Management Board members, stating the names of the beneficiaries and the number of stock options granted;
- the number of subscription rights from stock options exercised by members of the Management Board during the fiscal year elapsed, whereby the exercise prices paid

and the number of stock options held by members of the Management Board at the time of the annual financial statements must be stated.

(2) Subscription right

Each stock option shall grant the holder the right to subscribe to one no-par-value registered share in BRAIN Biotech AG after the expiry of the vesting period and within an exercise period against payment of the exercise price, provided that the performance targets have been met. The new shares shall participate in profits from the start of the fiscal year for which a resolution concerning the appropriation of unappropriated net profit has not yet been passed at the time when the subscription rights are exercised.

The subscription conditions can provide that the Company may also grant treasury shares to the beneficiaries to satisfy the subscription right rather than new shares from conditional capital; to the extent that a decision is to be made to grant treasury shares to members of the Management Board of BRAIN Biotech AG, this decision shall be taken solely by the Supervisory Board. Moreover, the subscription conditions may grant the Company the right to make an optional cash settlement to satisfy the subscription right; to the extent that a decision is to be made in favor of a cash settlement for Management Board members, such a decision shall be the sole responsibility of the Supervisory Board.

(3) Purchasing periods

The stock options may be issued during the term of the authorization at up to three points in time during a fiscal year, whereby an issue must occur in at least three fiscal years during the term of the authorization. No more than 50% of the total volume of stock options may be issued within a fiscal year. An issue shall not be permitted during the following periods:

- in the period from one month prior to the publication of a quarterly report, a half-yearly financial report, or a set of annual financial statements, up to and including the first banking day following the publication of the respective financial report;
- in the period between the day of convening the AGM of BRAIN Biotech AG and including the first banking day after the respective AGM.

The date of issue shall be the date of acceptance of the subscription declaration of the beneficiary by BRAIN Biotech AG or the credit institution appointed by BRAIN Biotech AG for the settlement.

(4) Waiting period, exercise periods and option term

The subscription rights from the stock options may be exercised for the first time after the expiration of a waiting period of at least four (4) years. The waiting period shall commence on the date when the respective stock options are issued. After the expiry of the waiting period, the subscription rights from the stock options can be exercised during the following exercise periods on any day on which commercial banks in Frankfurt am Main are open for normal banking business ("banking days"). The exercise periods shall be twenty (20) banking days each and shall commence on the following banking days (inclusive):

- on the third banking day following an annual press conference or an analysts' conference;
- on the third banking day following the publication of a quarterly report, a half-yearly financial report or annual financial statements, or, if the Company publishes preliminary figures for the past fiscal year, following the publication of such figures;
- on the third banking day after the Company's AGM.

However, an exercise shall not be possible if a banking day on which the exercise would in principle be possible occurs during one of the blackout periods listed below. The blackout periods shall commence and conclude on the following banking days which are to be included in the calculation:

- on the last banking day on which shareholders can register to attend the AGM until the second banking day after the Company's AGM;
- on the date of publication of a subscription offer for new shares or for bonds with conversion and/or warrant rights to shares in the Company in a statutory gazette until the day on which the subscription rights to shares of the Company are first officially listed "ex subscription right" on the Frankfurt Stock Exchange.

Including the waiting period, the subscription rights can be exercised within a maximum of six (6) years from the issue date of the respective stock options. A shorter exercise period can be specified in the subscription conditions. Statutory restrictions, especially restrictions pursuant to the German Securities Trading Act (WpHG) and the Market Abuse Regulation (EU) No. 596/2014 (MAR), shall be hereby unaffected.

(5) Exercise price

The exercise price for one no-par-value share shall correspond to the simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the issue of the respective stock option. In all instances, the minimum exercise price shall be the lowest issue price in the meaning of Section 9 (1) of the German Stock Corporation Act (AktG).

(6) Performance targets

The stock options and the resultant subscription rights can be exercised only if the performance targets have been achieved.

- For members of the Management Board, the performance targets shall be met if and to the extent that the following cumulative conditions are met within a performance measurement period of three (3) fiscal years after the respective issue of stock options and in accordance with the further terms and conditions of subscription as well as the further specifications of the Supervisory Board:

- Appreciation in the value of the R&D development pipeline and of the product business

The value of the R&D development pipeline and of the product business of BRAIN Biotech AG has been increased.

- Share price performance

(i) Absolute share price performance

The simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the end of the respective performance period

exceeds

the simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the beginning of the same performance measurement period, taking into account any dividend payments per share accumulated in the period between these two dates by at least

- (a) 10% p.a. if the share price at the time of issue of the stock options is lower than the first price at the time of listing as part of the IPO;
- (b) 6% p.a. if the share price at the time of issue of the stock options is equal to or higher than the first price at the time of listing as part of the IPO.

(ii) Relative share price performance

The performance of the BRAIN Biotech AG share price, measured as the difference between

the simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the end of the respective performance period

and the

simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the end of the respective performance period

exceeds the index price performance of the DAX 100 price index and the NASDAQ Biotechnology Index in the same performance measurement period.

- Meeting ESG targets

The Management Board met defined ESG targets during the performance measurement period.

- For selected executives and other top performers at BRAIN Biotech AG as well as for management board members and executives at affiliated companies of BRAIN Biotech AG, the performance target is achieved if and to the extent that the following cumulative conditions are met within a performance measurement period of three (3) fiscal years after the respective issue of stock options commences, and in accordance with the further provisions of the subscription conditions:

- (i) Absolute share price performance

The simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the end of the respective performance period

exceeds

the simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the beginning of the same performance measurement period, taking into account any dividend payments per share accumulated in the period between these two dates by at least

- (a) 10% p.a. if the share price at the time of issue of the stock options is lower than the first price at the time of listing as part of the IPO;
- (b) 6% p.a. if the share price at the time of issue of the stock options is equal to or higher than the first price at the time of listing as part of the IPO.

- (ii) Relative share price performance

The performance of the BRAIN Biotech AG share price, measured as the difference between

the simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the end of the respective performance period

and the

simple (not turnover-weighted) arithmetic mean, commercially rounded to two decimal places, of the closing prices of the no-par-value shares of BRAIN Biotech AG as determined in the XETRA trading system (or a comparable successor system) of the FWB Frankfurter Wertpapierbörse (the Frankfurt Stock Exchange) in the closing auction during the last thirty (30) trading days prior to the end of the respective performance period

exceeds the index price performance of the DAX 100 price index and the NASDAQ Biotechnology Index in the same performance measurement period.

(7) Dilution protection

If the Company increases its share capital during the term of the stock options by issuing new shares or issues bonds with conversion or warrant rights while granting direct or indirect subscription rights to its shareholders, and the conversion or warrant price per share determined in this connection lies below the subscription rights' exercise price, the Company's Management Board shall be authorized, with Supervisory Board assent, or, insofar as members of the Company's Management Board are affected, the Supervisory Board shall be authorized, to treat the beneficiaries equally in financial terms. This equivalence can be achieved by reducing the exercise price or by adjusting the number of subscription rights, or by a combination of both such measures. However, the beneficiaries shall not be entitled to financial equality in this respect.

In the event of a capital increase from Company funds by issuing new shares, the conditional capital shall be increased in the same ratio as the share capital pursuant to Section 218 of the German Stock Corporation Act (AktG). The beneficiaries' entitlement to subscribe for new shares by exercising their subscription rights shall increase in the same proportion, and the exercise price per share shall be reduced in the same proportion. If the capital increase is realized from Company funds without issuing new shares pursuant to Section 207 (2) Sentence (2) AktG, the subscription right and the exercise price shall be unchanged. In the event of a capital reduction, the exercise price or the subscription right ratio shall not be adjusted if the total number of shares is unchanged by the capital reduction, or if the reduction is associated with a capital repayment or a purchase of treasury shares against payment. In the event of a capital reduction by way of share consolidation without capital repayment, and in the event of an increase in the number of shares without capital change (share split), the number of shares that can be purchased for one subscription right each at the exercise price shall be reduced or increased in proportion to the capital reduction or share split; the exercise

price for one share shall be adjusted in the same proportion. If an adjustment is made pursuant to the above paragraphs, fractional parts of shares shall not be granted on exercise of the subscription right; no cash settlement shall be made in this respect.

(8) Non-transferability and expiry of subscription rights

The stock options shall be non-transferable.

The subscription conditions can provide for special regulations with regard to the exercisability and expiration of the stock options in the event that the holder of the respective stock options is no longer a member of the Management Board or no longer employed by BRAIN Biotech AG . Furthermore, the subscription conditions can include special provisions for the decease or retirement of the holder of the respective stock options. As far as members of the Management Board of BRAIN Biotech AG are concerned, the Supervisory Board is responsible for determining such special regulations.

(9) Further regulations

The Management Board shall be authorized, with Supervisory Board assent, to determine the further details of the subscription conditions as well as the issue and structure of the subscription rights; insofar as members of the Company's Management Board are affected, the Supervisory board shall be responsible for determining such further details.

b) Creation of Conditional Capital 2025 / I

The Company's share capital shall be conditionally increased by up to € 2,300,746.00 through issuing up to 2,300,746 new no-par-value registered shares. The conditional capital shall serve exclusively to service subscription rights from stock options that are granted to members of the Company's Management Board and other employees of the Company in senior positions as well as to the management board members and employees of the Company's associated companies on the basis of the authorization issued by the AGM resolution of 18 March 2025. The conditional capital increase shall be implemented only to the extent that the holders of issued subscription rights utilize them, and the Company does not grant treasury shares or cash settlement to satisfy these subscription rights. The new shares shall participate in profits from the beginning of the fiscal year for which a resolution on the appropriation of unappropriated net profit has not yet been passed at the time the subscription rights are exercised (Conditional Capital 2025 / I). The Management Board shall be authorized, with Supervisory Board assent, to determine the further details of the implementation of the conditional capital increase.

c) After Section 5 (6) of the bylaws, a new Section 5 (7) shall be inserted with the following wording:

"The Company's share capital shall be conditionally increased by up to € 2,300,746.00 through issuing up to 2,300,746 new no-par-value registered shares. The conditional capital shall serve exclusively to service subscription rights from stock options that are granted to members of the Company's Management Board and other employees of the

Company in senior positions as well as to the management board members and employees of the Company's affiliated companies on the basis of the authorization issued by the AGM resolution of 18 March 2025. The conditional capital increase shall be implemented only to the extent that the holders of issued subscription rights utilize them, and the Company does not grant treasury shares or cash settlement to satisfy these subscription rights. The new shares shall participate in profits from the beginning of the fiscal year for which a resolution concerning the appropriation of unappropriated net profit has not yet been passed at the time the subscription rights are exercised (Conditional Capital 2025 / I). The Management Board shall be authorized, with Supervisory Board assent, to determine the further details of the implementation of the conditional capital increase."

- d) The wording of the provision previously contained in Section 5 (7) of the bylaws shall be adopted unchanged in a new Section 5 (8) of the bylaws, which is to be inserted. The new Section 5 (8) of the bylaws, which is to be inserted, shall be worded as follows:

"When new shares are issued, the commencement of profit participation can be determined by way of divergence from Section 60 of the German Stock Corporation Act (AktG)."

7. Resolution concerning the extension of the authorization to hold virtual Shareholders' General Meetings and concerning the corresponding amendment to Section 18 (5) of the Company's bylaws

Pursuant to Section 118a of the German Stock Corporation Act (AktG), the bylaws may authorize the Management Board to provide for a Shareholders' General Meeting to be held without the physical attendance of shareholders or their authorized representatives at the venue of the Shareholders' General Meeting (so-called virtual Shareholders' General Meeting). A corresponding provision in the bylaws must be limited in time, with a maximum period of five years from the date of entry of the corresponding amendment to the bylaws in the Company's commercial register.

The AGM on 10 March 2021 passed a resolution under agenda item 11 to amend Section 18 of the bylaws. and authorized the Management Board to hold virtual Shareholders' General Meetings. The Annual General Meeting on 8 March 2023 had, under agenda item 11, limited the authorization granted in March 2021 in accordance with the legal situation in 2023 which is still applicable, namely until 31 March 2025. This authorization is now to be extended and updated. The Management and Supervisory boards are of the opinion that the virtual Shareholders' General Meeting format as such has proven itself in principle, and that the option of holding virtual Shareholders' General Meetings in the future should be retained in order to enable the Company during the coming years to alternate between in-person meetings (as at the last AGM in March 2024 and the AGM on 18 March 2025) and virtual meetings.

The virtual Shareholders' General Meeting in the legislatively intended format adequately safeguards the rights of shareholders and, in particular, provides for direct interaction between shareholders on the one hand and the management on the other during the meeting

via video and electronic communication channels, as an approximation of the conventional face-to-face Shareholders' General Meeting. The possibility of direct communication during the virtual Shareholders' General Meeting is also expressly regarded as a preferred format for responding to shareholders' questions.

However, there may be Shareholders' General Meetings with agenda items where interaction with shareholders and their authorized representatives present in person is more appropriate than virtual interaction. For this reason, as far as future meetings are concerned, it remains the case that it appears expedient not to stipulate directly in the bylaws that a virtual Shareholders' General Meeting should be held, but to authorize the Management Board to decide in advance of each Shareholders' General Meeting whether the meeting should be held as a virtual meeting or as a meeting that shareholders attend in person. In the case of the virtual Shareholders' General Meeting, the Supervisory Board members are to be permitted to participate in the Shareholders' General Meeting by means of video and audio transmission, whereby the attendance of the Supervisory Board members at the venue of the virtual Shareholders' General Meeting is to be considered the rule.

The Management Board will decide in each case whether to utilize the authorization and hold a Shareholders' General Meeting as a virtual Shareholders' General Meeting. The Management Board will take into consideration the relevant specific circumstances of the individual case and exercise discretion in reaching a decision in the best interests of the Company and its shareholders. In making its decision, the Management Board will also take into consideration the appropriate safeguarding of shareholders' participation rights and the Supervisory Board's considerations regarding the form of implementation. The virtual format is considered by the legislator to represent an equivalent alternative to a physically attended meeting.

For this reason, the Management and Supervisory boards propose that Section 18 (5) of the bylaws be amended as follows:

"The Management Board is authorized to provide that one or more Annual General Meetings of the Company held up to and including 31 March 2027 may be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). In the event of a virtual Annual General Meeting, members of the Supervisory Board are permitted to participate in the Annual General Meeting by means of video and audio transmission."

The currently valid bylaws are available on the Company's website at

<https://www.https://www.brain-biotech-group.com/en/investors/corporate-governance/articles-of-association-and-rules-of-procedure-of-the-supervisory-board/>

8. Resolution concerning the approval of the Compensation Report

Pursuant to Section 162 of the German Stock Corporation Act (AktG), the Management and Supervisory boards are required to prepare an annual report on the compensation granted and owed to each individual current or former member of the Management and Supervisory

boards in the past fiscal year (Compensation Report), and to submit this Compensation Report to the AGM for approval in accordance with Section 120a (4) AktG.

The Compensation Report prepared by the Management and Supervisory boards for the 2023/24 fiscal year was audited by the auditors pursuant to the requirements of Section 162 (3) AktG. The auditor's report is attached to the Compensation Report.

The Compensation Report together with the auditor's report is available on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

The Management and Supervisory boards propose that the Compensation Report for the 2023/24 fiscal year, prepared and audited in accordance with Section 162 AktG, be approved.

B.

Further documents for the Annual General Meeting

Supplementary disclosures and information about agenda item 5 (Supervisory Board elections)

a) Dr. Anna C. Eichhorn

Member of the BRAIN Biotech AG Supervisory Board since March 9, 2017;

Vice Chairwoman since March, 5, 2020; appointed until the end of AGM in FY 2024/25

- Member of the nomination committee (chair)
- Key areas of expertise: Entrepreneurship; New business areas; Sector; Internationality

Born in 1972

Nationality: German

Education

- Foundation course in chemistry and biology
- 1998 degree in biochemistry from Johann Wolfgang Goethe University, Frankfurt/Main, Germany
- 2003 academic degree of Disputation

Professional Career

- 2001 – today: Co-Founder humatrix AG, Frankfurt/Main - today in Pfungstadt, Germany (not listed)
Chief Technology Officer (CTO)
Since 2012: Chief Executive Officer (CEO)
- 2014 – today: House of Pharma & Healthcare Association, Frankfurt/Main, Germany - Management Board Member
- 2007 – today: Initiative gesundheitswirtschaft-rhein-main Association, Frankfurt/Main, Germany - Deputy Chief Executive Officer (CEO)
- 2006 – 2016: European Journal of Clinical Pharmacology (EJCP), Germany - Scientific consultant
- 2023 – today: Charlotte Fresenius University of Applied Sciences in Wiesbaden, Germany - lecturer

Further memberships of statutory Supervisory Boards in Germany:

None

Further memberships in comparable German and foreign Supervisory Boards:

Member of the Supervisory Board of the Frankfurter Innovationszentrum Biotechnologie GmbH (FiZ), Frankfurt/Main, Germany

In the Supervisory Board's opinion, Dr. Eichhorn is to be regarded as independent in the meaning of the German Corporate Governance Code (C.6, C.7 und C.9).

b) Stephen Catling

Member of the Supervisory Board of BRAIN Biotech AG since October 14, 2020; appointed until the end of AGM in FY 2024/25

- Member of the personnel committee
- Key areas of expertise: Entrepreneurship; New business areas; Sector; Internationality; M&A

Born in 1965

Nationality: British

Education

- Study Food Science and Technology at Reading University, UK; Graduated in 1987 (BSc, First class, Honors)

Professional Career

- 1987 - 1991: Kraft General Foods: European Product Development Manager (based in Germany)
- 1991 - 2003: Danisco A/S (today Dupont): Sales & Marketing Manager UK; Business Unit Manager Textural Ingredients (based in Denmark); Managing Director and Sales Director UK; Divisional Chief Executive Officer (CEO) Flavours
- 2003 - 2014: Associated British Foods (ABF) plc, UK: Divisional Chief Executive Officer (CEO) ABF Ingredients
- 2014 - today: SJ Catling Ltd., UK: Managing Director focus on the use of equity capital for start-ups, mergers and acquisitions, consulting to the food, nutrition and bio ingredients industries

Further memberships in statutory supervisory boards in Germany:

None

Other memberships in comparable domestic and foreign supervisory bodies:

- Chairman of the Board of the Cambridgeshire Community Foundation in the UK
- Chairman of the Board of Condimentum UK Ltd
- Chairman of the Board of Arborea UK/Portugal

- Non-Executive Director of Oceanium Ltd UK
None of these companies is listed on a stock exchange.

In the Supervisory Board's opinion, Mr. Catling is to be regarded as independent in the meaning of the German Corporate Governance Code (C.6, C.7 und C.9).

The information provided above about the candidates nominated for election can also be viewed on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

C.

Further information about the convening of the AGM

1. Preconditions for AGM participation and the exercising of voting rights

Those shareholders are entitled to participate in the AGM and to exercise their voting rights who are registered in the share register and have registered on time for the AGM. Pursuant to Section 18 (2) of the Company's bylaws, such registration must be formulated in textual form in either German or English, and be submitted to the Company at least six days before the AGM, whereby the date of the AGM and the date of receipt are not to be included in the calculation, in other words, **at the latest by**

Tuesday, 11 March 2025, 24:00 hours

at the following address:

BRAIN Biotech AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

Email: BRAIN@linkmarketservices.eu

or electronically using the password-protected Internet service on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

Shareholders wishing to utilize the option of registering through this Internet service require personal access data. These access data can be found in the documents posted to shareholders. Shareholders registering for electronic correspondence will receive access data by email. Shareholders who wish to register via the Internet require for this purpose their shareholder number and the corresponding access password. Those shareholders who have already registered their personally selected password in the Internet service must use their personally selected access password. All other shareholders entered in the share register will receive their shareholder number and an access password with the convening letter to the AGM.

As far as the Company is concerned, pursuant to Section 67 (2) Sentence 1 AktG, only those parties shall be deemed to be shareholders that are registered as shareholders in the share register. The status of the share register on the AGM date is consequently the determining factor for the right to participate as well as for the number of voting rights attributable to parties entitled to participate in the AGM. Please note that, pursuant to Section 18 (4) of the bylaws, no transfers can be made in the share register from the end of the last registration day (Tuesday, 11 March 2025; so-called Technical Record Date) until the end of the AGM (so-called Transfer Stop). The status of the share register on the AGM date consequently corresponds to its status on Tuesday, 11 March 2025, 24:00 hours.

Shareholders can dispose of their shares despite the Transfer Stop. However, purchasers of shares whose transfer applications do not reach the Company until after 11 March 2025 can only exercise participation rights and voting rights deriving from such shares if the shareholder who is still entered in the share register and properly registered for the AGM authorizes them, or they themselves have authorized the exercise of rights. All purchasers of the Company's shares who are not yet entered in the share register are consequently requested to submit transfer applications as quickly as possible.

2. Procedure for voting by authorized representative

Shareholders not wishing to participate in the AGM themselves can have their votes be exercised at the AGM by an authorized representative, such as a bank, shareholder association, or another person of their choice. In this case, too, entry in the share register and timely registration for the AGM according to the provisions above are required.

Issuing powers of attorney that are not issued to a bank, shareholder association, or other intermediaries in the meaning of Section 135 AktG, or other persons equivalent to those as set out in Section 135 AktG, their revocation, and the proof of authorization to the Company, shall require textual form as the form prescribed by law for listed companies. The statement issuing the power of attorney can be made to the authorized representative or to the Company. Proof of power of attorney issued to the authorized representative may be furnished to the Company by sending the proof to the Company. The revocation of a power of attorney already issued may also be declared directly to the Company by the aforementioned means of transmission. The regulations contained in Section 135 AktG are hereby unaffected.

The Company provides the following address for the statement of issuing a power of attorney to the Company, the revocation of a power of attorney already issued, and the conveying of the proof of the power of attorney by post or email, with receipt at the latest by Monday, 17 March 2025, 18:00 hours:

BRAIN Biotech AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: BRAIN@linkmarketservices.eu

Similarly, the password-protected Internet service on the Company's website at <https://www.brain-biotech-group.com/en/investors/annual-general-meeting> is available for this

purpose until Monday, 17 March 2025, 18:00 hours. If the power of attorney is issued by a statement to the Company, separate proof of issuing the power of attorney is dispensed with.

The use of the password-protected Internet service by the authorized representative requires that the authorized representative receives the corresponding access data. Once the party issuing power of attorney has been determined, the Company will send the authorized representatives their own access data either by post or by email. For the purpose of transmission, if a power of attorney is issued by declaration to the Company using the form provided by the Company, a postal address of the authorized representative may be provided and, if the password-protected Internet service for issuing a power of attorney is used, either a postal address of the authorized representative or an email address of the authorized representative may be provided. If no postal address or email address of the authorized representative is provided by the party issuing the power of attorney, the authorized representative's access data will be sent by post to the address of the party issuing the power of attorney. If you provide a postal address, please take into consideration the usual processing and mailing times for the forwarding of access data.

A form that can be utilized to issue a power of attorney will be sent to shareholders receiving the invitation letter by post together with the invitation letter. In addition, the form is reproduced on the AGM ticket and can also be downloaded from the Company's website at <https://www.brain-biotech-group.com/en/investors/annual-general-meeting>. If a shareholder authorizes more than one authorized representative, the Company is entitled to reject one or several such authorized representatives.

Special rules may apply to the issuing of a power of attorney to banks, shareholders' associations, other intermediaries in the meaning of Section 135 AktG, and other persons and institutions deemed equivalent in Section 135 AktG, as well as to the revocation and proof of such power of attorney. In such a case, shareholders are requested to consult with the person or institution to be authorized in good time concerning the form and procedure for issuing powers of attorney. Banks, shareholders' associations, and other intermediaries in the meaning of Section 135 AktG as well as other persons deemed equivalent in Section 135 AktG are not entitled to cast votes for shares not owned by them, but recorded under their names in the Company's share register, unless they have the shareholder's authority.

3. Procedure for voting by the Company's designated proxies

The Company offers its shareholders the opportunity to authorize the Company's designated proxies to exercise their votes already before the AGM. Shareholders who wish to authorize the Company's designated proxies must be entered in the share register, and register on time for the AGM. If authorized, Company's designated proxies exercise voting rights exclusively on the basis of instructions issued to them. Without instructions from the shareholder, Company's designated proxies are not authorized to exercise voting rights. A form for issuing power of attorney authorizations and instructions to the Company's designated proxies will be posted together with the invitation letter to shareholders that also receive invitation letters by post. In addition, the form is reproduced on the AGM ticket and can also be downloaded from the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

or can be completed and submitted electronically via the password-protected Internet service. Powers of attorney and instructions for the Company's designated proxies must be submitted to the Company in textual form if the submission is not made through the password-protected Internet service.

Shareholders wishing to authorize the Company's designated proxies before the AGM are requested to submit powers of attorney along with instructions, irrespective of timely registration according to the aforementioned provisions, at the latest by **Monday, 17 March 2025, 18:00 hours (receipt)** by post or email to the following address

BRAIN Biotech AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: BRAIN@linkmarketservices.eu

or electronically using the password-protected Internet service by Monday, 17 March 2025, 18:00 hours (receipt) on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

The same applies to the amendment and revocation of granted powers of attorney and instructions to be given by these means.

The authorization of the Company's designated proxies shall not exclude personal attendance at the AGM. If a shareholder wishes to attend in person, or through another authorized representative, and exercise his or her shareholder rights despite having already authorized the Company's designated proxies, personal attendance or attendance through an authorized representative shall be deemed to comprise a revocation of the power of attorney authorization granted to the Company's designated proxies. The forms provided for the authorization provide for corresponding declarations. In addition, we offer shareholders who are entered in the share register in accordance with the above provisions and who have registered in good time for and attend the AGM the opportunity to authorize the Company's designated proxies to exercise their voting rights at the AGM until the start of voting.

More details about AGM participation and proxy voting will be sent to shareholders together with the invitation. Corresponding information is also available on the Company's website at:

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

4. Postal voting procedure

Pursuant to Section 19 (3) of the Company's bylaws, shareholders have the option of casting their votes by postal vote in the manner described below without attending the AGM. In this case, too, entry in the share register and timely registration for the AGM by the shareholder are required. Postal votes that cannot be allocated to a proper registration shall be invalid.

Votes cast by postal vote must be submitted in writing or by means of electronic communication and must be received by the Company by **Monday, 17 March 2025, 18:00 hours (receipt)** at the

latest, notwithstanding timely registration in accordance with the above provisions. Shareholders who wish to cast their vote by postal vote are requested to use either the form sent to them by post with the invitation, the form on the admission ticket, or the form available on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

and send the completed form by post to the following address

BRAIN Biotech AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or issue their postal vote electronically using the password-protected shareholder portal on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

In all cases, the aforementioned deadline for receipt shall apply. Postal votes already cast can be amended or cancelled in the same manner up to the aforementioned date. Further details about postal voting can be found in the form sent by post with the invitation. The information can also be downloaded from the Company's website at: <https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>.

Postal voting does not prevent participation in the AGM. If a shareholder wishes to participate in the AGM in person, or by authorized representative, and exercise his or her shareholder rights despite having already cast his or her vote by postal vote, personal participation or participation by authorized representative shall be deemed to comprise a revocation of the vote cast by postal vote. The forms to be used for postal voting provide for corresponding declarations. Authorized credit institutions, shareholders' associations, other intermediaries covered by Section 135 AktG and persons, and institutions treated as such pursuant to Section 135 AktG may also use postal voting.

5. Shareholders' rights

Motions to supplement the agenda pursuant to Section 122 (2) AktG

Pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), shareholders whose shares together reach the twentieth part of the share capital, or the proportional amount of € 500,000.00, can request that items be included in the agenda, and be published. The applicants must prove that they have held their shares for at least 90 days prior to the date on which the supplementary motion is received by the Company, and that they will hold the shares until the Management Board has reached a decision concerning the motion; the date on which the Company receives the supplementary motion shall not be included in the calculation of the aforementioned 90-day period. A reason or proposed resolution must be included with each new item. The request is to be directed in writing to the Management Board and must be submitted to the Company at least 30 days before the AGM, whereby the AGM date and receipt date shall not be included in the calculation, **in other words, at the latest by**

Saturday, 15 February 2025, 24:00 hours

at the following address:

BRAIN Biotech AG
The Management Board
Darmstädter Strasse 34-36
64673 Zwingenberg

Counter motions and nominations by shareholders pursuant to Sections 126 (1), 127 AktG

Shareholders can submit to the Company counter motions against a proposal by the Management Board and/or Supervisory Board on a particular agenda item, as well as proposals relating to the election of Supervisory Board members and auditors. Pursuant to Section 126 (1) of the German Stock Corporation Act (AktG), the Company will make counter motions including the name of the shareholder, the related explanation, and any opinion on the part of the management, accessible on the Company's website at <https://www.brain-biotech-group.com/en/investors/annual-general-meeting>, if counter motions are submitted to it with a justification of these 14 days before the AGM, whereby the AGM date and the date of receipt shall not be included in the calculation, **in other words, at the latest by**

Monday, 3 March 2025, 24:00 hours

at the following address:

BRAIN Biotech AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: BRAIN@linkmarketservices.eu

Motions submitted to other addresses shall not be taken into consideration. For shareholder nominations relating to the election of the auditors, the aforementioned regulations pursuant to Section 127 AktG apply correspondingly. Shareholders' nominations do not require a statement of reasons, however. The Company can refrain from publishing a counter motion under the preconditions specified in Section 126 (2) AktG because, for example, the counter motion would lead to an AGM resolution in breach of the law or the Company's bylaws. The explanation for a counter motion (or for a nomination if it includes an explanation) does not need to be published by the Company if it comprises a total of more than 5,000 characters. Except in the instances specified in Section 126 (2) AktG, publication of shareholders' nominations can also be waived if the nomination does not include the name, profession exercised, and place of residence of the proposed candidate, and the information listed in Section 125 (1) Sentence 5 AktG.

It is expressly pointed out that counter motions and nominations, including if they have been submitted to the Company in advance in due time, will only be taken into consideration at the AGM if they are made or submitted verbally at the AGM. The right of each shareholder to submit counter motions to the various items on the agenda or nominations during the AGM, including without prior submission to the Company, shall remain unaffected.

Right to information pursuant to Section 131 (1) AktG

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), in response to a request at the AGM, the Management Board must provide all shareholders with information about Company matters, if such information is required to objectively assess an agenda item. This obligation to provide information shall also extend to the Company's legal and business relationships to an affiliated company, as well as to the situation of the Group and the companies included in the consolidated financial statements, as the consolidated financial statements and Group management report are also submitted to the AGM in relation to agenda item 1. For the reasons specified in Section 131 (3) AktG, the Management Board can refrain from answering specific questions, because, for instance, reasonable commercial prudence would suggest that issuing such information might cause considerable disbenefit to the Company or to an affiliated company. Pursuant to Section 20 (2) of the bylaws, the AGM chair can place a suitable time restriction on shareholders' rights to pose questions and to speak, and appropriately determine the AGM timeframe, speeches on individual agenda items, as well as individual question-based and verbal contributions.

Notes and information on the corporate website

Pursuant to Section 124a of the German Stock Corporation Act (AktG), information about the AGM is available for shareholders on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

6. Total number of shares and voting rights on the AGM convening date

The Company's share capital amounts to € 21,847,495.00 on the convening date, and is divided into 21,847,495 shares which are equally voting-entitled and grant one vote each. The Company holds no treasury shares as of the AGM convening date. The total number of shares and voting rights as of the AGM convening date consequently amounts to 21,847,495.

7. Information about data protection for shareholders pursuant to the EU GDPR

Information on the processing of your personal data in connection with the Annual General Meeting and the share register can be found at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

Zwingenberg, February 2025

BRAIN Biotech AG

The Management Board