

Regarding Item 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).”