



Brockhaus Technologies AG

Frankfurt am Main

ISIN DE000A2GSU42 (WKN A2GSU4)

Invitation to the Annual General Meeting

We are pleased to invite our shareholders to our

Annual General Meeting,

which will be held on

Thursday, June 20, 2024

at 10:00 a.m. (CEST),

at the premises of SPARK Europe GmbH, Junghofstraße 16, 60311 Frankfurt am Main.

I.

Agenda

- 1. Presentation of the adopted annual financial statements of Brockhaus Technologies AG and the approved consolidated financial statements as of December 31, 2023, of the combined management report of Brockhaus Technologies AG and the Group (with the explanatory report on the disclosures required by sections 289a and 315a of the German Commercial Code (HGB)), and of the report of the Supervisory Board on fiscal year 2023**

The documents referred to above may be inspected before the Annual General Meeting is convened at the Company's website at <https://ir.brockhaus-technologies.com/hv>, where they will also be accessible during the Annual General Meeting.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. The annual financial statements

have thus been adopted in accordance with section 172 sentence 1 of the AktG (German Stock Corporation Act). In accordance with the legal provisions, no resolution by the Annual General Meeting on Item 1 of the Agenda is therefore required.

2. Appropriation of the net retained profits

The Executive Board and Supervisory Board propose that Brockhaus Technologies AG's net retained profits of EUR 20,732,744.59 from fiscal year 2023 be appropriated as follows:

| | |
|--|-------------------|
| Net retained profits: | EUR 20,732,744.59 |
| Distribution of a dividend of EUR 0.22 per dividend-entitled share for fiscal year 2023: | EUR 2,298,486.52 |
| Profit to be carried forward: | EUR 18,434,258.07 |

The resolution on the appropriation of the net retained profits includes the 499,971 treasury shares held by the Company as of the date on which the annual financial statements were prepared and which, in accordance with section 71b of the AktG, are not dividend-entitled. If the number of no-par value dividend-entitled shares for fiscal year 2023 changes before the Annual General Meeting, a revised proposal will be put to the vote at the Annual General Meeting. Such revised proposal will continue to provide for a dividend of EUR 0.22 per no-par value dividend-entitled share and duly adjusted amounts for the total dividend payout and the profit to be carried forward.

In accordance with section 58 (4) sentence 2 of the AktG, payment of the dividend is due on the third business day following the Annual General Meeting, i.e. June 25, 2024.

3. Formal approval of the actions of the members of the Executive Board for fiscal year 2023

The Executive Board and the Supervisory Board recommend that the actions of the members of the Executive Board in office in fiscal year 2023 be formally approved for fiscal year 2023.

4. Formal approval of the actions of the members of the Supervisory Board for fiscal year 2023

The Executive Board and the Supervisory Board recommend that the actions of the members of the Supervisory Board in office in fiscal year 2023 be formally approved for

fiscal year 2023.

5. Election of the auditor of the consolidated financial statements and the annual financial statements for fiscal year 2024 and for any potential review of the half-yearly financial report of the Group as of June 30, 2024, and of any potential review of additional interim financial information prepared prior to the 2025 Annual General Meeting

In line with the recommendation of its Audit Committee, the Supervisory Board proposes

- 5.1 the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Frankfurt am Main branch, as auditor and the auditor of the consolidated financial statement for fiscal year 2024;
- 5.2 the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Frankfurt am Main branch, as the auditor for any potential review of the half-yearly report of the Group as of June 30, 2024, and of any potential review of additional interim financial information (sections 115 (7) and 117 of the German Securities Trading Act (WpHG)) that is prepared prior to the 2025 Annual General Meeting.

In accordance with subparagraph 3 of Article 16 (2) of Regulation (EU) No. 537/2014, the Audit Committee declares that its recommendation is free from influence by any third party and that no contractual obligation has been imposed upon it that would have restricted the choice as regards the appointment of a particular auditor within the meaning of Article 16 (6) of Regulation (EU) No. 537/2014.

6. Approval of the remuneration report for fiscal year 2023

Under section 162 of the AktG, the Executive Board and Supervisory Board must prepare a remuneration report every year. The remuneration report must be audited by the auditor in order to determine whether the statutory disclosures under section 162 (1) and (2) of the AktG have been made, and it must then be presented to the Annual General Meeting for approval in accordance with section 120a (4) of the AktG.

The remuneration report for fiscal year 2023 is reproduced in this invitation together with the auditor's report under II., Information on Agenda Item 6, and can be viewed at the Company's website at <https://ir.brockhaus-technologies.com/hv>.

The Executive Board and the Supervisory Board propose that the remuneration report for fiscal year 2023 prepared and reviewed in accordance with section 162 of the AktG

be approved.

7. Creation of new Authorized Capital 2024/I subject to the exclusion of subscription rights, cancellation of Authorized Capital 2020 and corresponding amendments to the Articles of Association

Article 5 (5) of the Company's Articles of Association currently provides for authorized capital under which the Executive Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by up to EUR 4,398,200.00 by issuing new no-par value registered shares on a cash or non-cash basis once or repeatedly on or before July 8, 2025 (Authorized Capital 2020).

The existing authorization expires on July 8, 2025. In order to maintain the Company's scope for action, to allow it to react flexibly to financing requirements in the future and to strengthen its equity base at short notice if necessary, the existing Authorized Capital 2020 is to be replaced by new Authorized Capital 2024/I, which likewise provides for the possibility of excluding subscription rights in certain cases – particularly under the (simplified) conditions pursuant to sections 203 (1) sentence 1, 186 (3) sentence 4 of the AktG.

The Executive Board's written report in accordance with section 203 (2) sentence 2 and section 186 (4) sentence 2 of the AktG setting out the reasons for the Executive Board's authorization to exclude subscription rights is available on the Internet at <https://ir.brockhaus-technologies.com/hv> from the day on which the Annual General Meeting is convened and will also be available during the Annual General Meeting for inspection by the shareholders.

The Executive Board and the Supervisory Board propose the adoption of the following resolution:

7.1 Contingent cancellation of existing Authorized Capital 2020

The existing authorization of July 9, 2020 to increase the Company's share capital by up to EUR 4,398,200.00 (Authorized Capital 2020) in accordance with Article 5 (5) of the Articles of Association is canceled subject to the condition precedent that the proposed amendment to the Articles of Association under item 7.3 is duly entered in the commercial register.

7.2 Creation of new Authorized Capital 2024/I to increase the Company's share capital on a cash or non-cash basis subject to the possibility of excluding

subscription rights

The Executive Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital by a total of up to EUR 3,284,291.00 once or repeatedly on or before June 19, 2027, by issuing new no-par value registered shares on a cash and/or non-cash basis in full or in partial amounts (Authorized Capital 2024/I). The new shares shall generally be offered to shareholders for subscription (including indirect subscription in accordance with section 186 (5) sentence 1 of the AktG).

However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights in whole or in part in the following cases in particular:

- (i) to exclude fractional amounts from the subscription rights;
- (ii) to grant in the case of non-cash capital increases shares for the purpose of acquiring companies, parts of companies, interests in companies or other assets or rights, provided that the shares that are issued subject to the exclusion of subscription rights do not exceed 10% of the company's share capital, both when the resolution takes effect and when the authorization is exercised;
- (iii) if, in the case of cash capital increases, the issue price of the new shares is not significantly less than the stock market price of the existing shares at the time the issue price is determined and the shares issued subject to the exclusion of subscription rights in accordance with section 186 (3) sentence 4 of the AktG do not exceed a total of 10% of the share capital, both when the resolution takes effect and when the authorization is exercised. This limit of 10% of the share capital includes shares (i) which are issued or sold during the term of the authorization subject to the exclusion of the shareholders' subscription rights in direct application of section 186 (3) sentence 4 of the AktG with any corresponding modifications or (ii) which are or may be issued to honor bonds and/or profit-participation rights with conversion and/or option rights or obligations provided that these financial instruments are issued after this authorization takes effect subject to the exclusion of the shareholders' subscription rights in accordance with section 186 (3) sentence 4 of the AktG.
- (iv) if, in the case of cash capital increases, it is necessary to grant subscription

rights to holders of bonds and/or profit-participation rights with conversion and/or option rights or obligations issued by the Company or Group companies in which the Company directly or indirectly holds a majority interest to receive new shares in the company in an amount to which they would be entitled as shareholders after the exercise of the option or conversion rights or the settlement of the option or conversion obligations or the exercise of any alternative authorization on the part of the Company;

- (v) to grant a scrip dividend in which shareholders are given the option of contributing their dividend entitlements to the Company (either in full or in part) as a non-cash contribution in return for the award of new shares in the Company from its authorized capital.

The total proportionate amount of the share capital that may be accounted for by shares that are issued subject to the exclusion of the shareholders' subscription rights in accordance with (ii) to (v) is limited to a total of 20% of the Company's share capital. This limit of 20% is calculated on the basis of the amount of the Company's share capital as of the date on which a resolution is passed at the Annual General Meeting on this authorization or – if lower – on the date on which the anticipated authorization is exercised. Treasury shares that are used during the term of this authorization subject to the exclusion of subscription rights, as well as shares that are issued to honor conversion or option rights or obligations under bonds and/or profit-participation rights that were issued during the term of this authorization subject to the exclusion of shareholders' subscription rights are also included in the aforementioned limit of 20%.

The Executive Board is authorized, with the approval of the Supervisory Board, to determine further aspects of the share rights, the details of the capital increase and the terms and conditions for the issue of shares, particularly the issue amount.

The Supervisory Board is authorized to amend the Articles of Association to reflect the scope of the share capital issued under Authorized Capital 2024/I.

7.3 Revised version of Article 5 (5) of the Articles of Association

Article 5 (5) of the Company's Articles of Association is revised and reworded as follows:

“5. The Executive Board is authorized, with the approval of the Supervisory Board,

to increase the Company's share capital by a total of up to EUR 3,284,291.00 once or repeatedly on or before June 19, 2027, by issuing new no-par value registered shares on a cash and/or non-cash basis in full or in partial amounts (Authorized Capital 2024/I). The new shares shall generally be offered to shareholders for subscription (including indirect subscription in accordance with section 186 (5) sentence 1 of the AktG.

However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude the shareholders' statutory subscription rights in whole or in part, in the following cases in particular:

- (i) to exclude fractional amounts from the subscription rights;*
- (ii) to grant in the case of non-cash capital increases shares for the purpose of acquiring companies, parts of companies, interests in companies or other assets or rights, provided that the shares that are issued subject to the exclusion of subscription rights do not exceed 10% of the Company's share capital, both when the resolution takes effect and when the authorization is exercised;*
- (iii) if, in the case of cash capital increases, the issue price of the new shares is not significantly less than the stock market price of the existing shares at the time the issue price is determined and the shares issued subject to the exclusion of subscription rights in accordance with section 186 (3) sentence 4 of the AktG do not exceed a total of 10% of the share capital, both when the resolution takes effect and when the authorization is exercised. This limit of 10% of the share capital includes shares (i) which are issued or sold during the term of the authorization subject to the exclusion of the shareholders' subscription rights in direct application of section 186 (3) sentence 4 of the AktG or with any corresponding modifications or (ii) which are or may be issued to honor bonds and/or profit-participation rights with conversion and/or option rights or obligations provided that these financial instruments are issued after this authorization takes effect subject to the exclusion of the shareholders' subscription rights in accordance with section 186 (3) sentence 4 of the AktG.*
- (iv) if, in the case of cash capital increases, it is necessary to grant subscription rights to holders of bonds and/or profit-participation rights with conversion*

and/or option rights or obligations issued by the Company or Group companies in which the Company directly or indirectly holds a majority interest to receive new shares in the company in an amount to which they would be entitled as shareholders after the exercise of the option or conversion rights or the settlement of the option or conversion obligations or the exercise of any alternative authorization on the part of the Company;

- (v) to grant a scrip dividend in which shareholders are given the option of contributing their dividend entitlements to the Company (either in full or in part) as a non-cash contribution in return for the award of new shares in the company from its authorized capital.*

The total proportionate amount of the share capital that may be accounted for by shares that are issued subject to the exclusion of the shareholders' subscription rights in accordance with (ii) to (v) is limited to a total of 20% of the Company's share capital. This limit of 20% is calculated on the basis of the amount of the Company's share capital as of the date on which a resolution is passed at the Annual General Meeting on this authorization or – if lower – on the date on which the anticipated authorization is exercised. Treasury shares that are used during the term of this authorization subject to the exclusion of subscription rights, as well as shares that are issued to honor conversion or option rights or obligations under bonds and/or profit-participation rights that were issued during the term of this authorization subject to the exclusion of shareholders' subscription rights are also included in the aforementioned limit of 20%.

The Executive Board is authorized, with the approval of the Supervisory Board, to determine further aspects of the share rights, the details of the capital increase and the terms and conditions for the issue of shares, particularly the issue amount.

The Supervisory Board is authorized to amend the Articles of Association to reflect the scope of the share capital issued under Authorized Capital 2024/I."

- 8. Cancellation of the authorization to issue share options dated June 27, 2019, and the reduction of Contingent Capital 2019, new authorization to issue share options to employees of the Company as well as to members of the management and employees of affiliated companies (Share Option Program 2024), the creation of**

Contingent Capital 2024/I to settle Share Option Program 2024 and amendments to Articles 5 (7) and (8) of the Articles of Association

Motivated employees are one of the key prerequisites for a company's success. Share options (subscription rights for shares) can provide such motivation for employees of the Brockhaus Technologies Group, giving them an incentive to increase the company's share price and, along with it, its enterprise value. This also enables the company to offer its employees attractive terms and conditions. A medium to long-term remuneration component, such as the award of share options, thus helps the company to attract and retain talented employees.

The Company passed resolutions to issue share options on June 27, 2019. Contingent Capital 2019 (Article 5 (7) of the Articles of Association), which was created to settle these earlier share options, is no longer required in full as the share option program has not been utilized in full and some of the share options issued can no longer be exercised. For this reason, it is to be reduced to an amount that is necessary to settle share options that have not yet expired.

At the same time, the Executive Board and the Supervisory Board consider it necessary to continue supplementing the remuneration of employees of the Company as well as the management and employees of its affiliated companies by issuing share options. Accordingly, a new 2024 share option program is to be introduced. Among other things, this requires the creation of corresponding new contingent capital.

The shareholders have no subscription rights for the shares issued under the 2024 share option program. A written report by the Executive Board on the 2024 share option program is available on the Internet at <http://ir.brockhaus-technologies.com/hv> and will also be available during the Annual General Meeting for inspection by shareholders.

The Executive Board and the Supervisory Board propose the adoption of the following resolution:

8.1 Precautionary cancellation of the authorization to issue share options dated June 27, 2019, reduction in Contingent Capital 2019 and a corresponding amendment to Article 5 (7) of the Articles of Association

- a) The authorization granted to the Executive Board and the Supervisory Board at the Annual General Meeting on June 27, 2019, under agenda item 6 to issue share options in a 2019 share option program, under which share

options are granted to members of the Executive Board, is canceled as a precautionary measure to the extent that it has not yet been exercised. This does not affect the share options issued under the authorization.

- b) Contingent Capital 2019 currently in an amount of EUR 425,200.00 is reduced to EUR 350,200.00 with the result that only up to 350,200 new registered shares can be issued.
- c) Article 5 (7) sentence 1 of the Articles of Association is reworded as follows:

The Company's share capital is increased by up to EUR 350,200.00 on a contingent basis through the issue of up to 350,200 new registered shares (Contingent Capital 2019/I)."

Other than this, there are no changes to Article 5 (7) of the Articles of Association.

8.2 Authorization to grant share options

The Executive Board is authorized, with the approval of the Supervisory Board, to issue up to 550,000 subscription rights ("share options") for a maximum term of six years from the issue date, entitling the holder to subscribe to a total of up to 550,000 registered shares in the Company with a notional interest in the share capital of EUR 1.00 each ("**BKHT shares**") in accordance with the following provisions ("**the 2024 share option program**"). The shareholders have no subscription rights.

The following provisions apply to the issue and exercise of the share options under the 2024 share option program:

- a) Group of beneficiaries/allocation of subscription rights

Share options may only be awarded to employees of the Company, members of the management of affiliated companies of the Company in Germany and abroad and employees of affiliated companies in Germany and abroad (hereinafter referred to individually as "**option holders**"). The Executive Board is responsible, with the approval of the Supervisory Board, for determining the selection criteria, the exact group of option holders and the scope of the share options awarded to them, in a corresponding resolution.

The total number of share options under the 2024 share option program (550,000) is distributed among the entitled groups of persons as follows:

- Employees of the Company (Group A) receive a maximum total of up to 250,000 (say: two hundred and fifty thousand) share options (approx. 45.45%);
- Members of the management of affiliated companies in Germany and abroad (Group B) receive a maximum total of up to 200,000 (say: two hundred thousand) share options (approx. 36.36%);
- Employees of affiliated companies of the Company in Germany and abroad (Group C) receive a maximum total of up to 100,000 (say: one hundred thousand) share options (approx. 18.18%);

Eligibility in one group of persons excludes eligibility in any other group of persons. Where a person belongs to more than one group, the Executive Board is responsible, with the approval of the Supervisory Board, for determining the group to which such person is allocated.

Where subscription rights are no longer attached to share options due to the departure of the option holders from the Company or its affiliated companies or for any other reasons within the authorization period, these will become available, so that a corresponding number of share options may be re-issued.

b) Issue of share options

The share options are awarded free of charge for the option holder.

Share options can be awarded to option holders within the acquisition periods pursuant to c) from the entry in the commercial register of Contingent Capital 2024/I authorized for the 2024 share option program until June 19, 2029. The share options can be issued in one or more tranches. To simplify matters, the terms and conditions of the 2024 share option program may stipulate that the date on which the issue agreement is signed on behalf of the Company is deemed to be the date on which the share options are issued ("**issue date**").

c) Acquisition periods

Share options can be issued to the option holders

- within a period of four weeks after publication of an annual or half-yearly financial report or a quarterly statement of the Company, or
- within a period of four weeks after an Annual General Meeting of the Company.

In addition, the restrictions provided for in general legislation (e.g. Market Abuse Regulation (EU) No. 596/2014), which may prevent the issue of share options in individual cases, must be observed. If it is not possible to issue share options within an acquisition period due to general legal restrictions, it may be determined in accordance with k) that the relevant acquisition period does not end until 10 trading days after the restriction ceases to apply.

“**Trading day**” for the purposes of the 2024 share option program refers to the days on which BKHT shares are traded on the Frankfurt Stock Exchange. If BKHT shares are no longer traded on the Frankfurt Stock Exchange, the Executive Board, with the approval of the Supervisory Board, is authorized to determine as a replacement another, comparable stock exchange on which the BKHT shares are traded. If the Company is no longer listed of a stock exchange on the exercise date, the days on which shares are traded on the Frankfurt Stock Exchange will be applied.

- d) Vesting period for first-time exercise, exercise periods and maximum term

The share options may be exercised for the first time after a vesting period of four years from the respective issue date, whereby section 193 (2) no. 4 of the AktG must be observed (“**vesting period**”).

After the expiry of the vesting period, the share options can only be exercised in the following periods (“**exercise periods**”):

Share options may be exercised after expiry of the vesting period from the beginning of the 9th trading day up to and including the 18th trading day following the date of publication of (i) the annual financial statements or (ii) the half-year financial statements of the Company. The first day of the aforementioned period, i.e. the 9th trading day after the publication of the relevant annual financial statements, is deemed in all cases to be the “**exercise date**”. The Executive Board is authorized, with the approval of the

Supervisory Board, to provide for the constructive exercise of the option in the option terms and conditions, provided that the prerequisites for exercising the option are met.

In addition, the restrictions arising from general legislation (e.g. Market Abuse Regulation (EU) No. 596/2014), which may prevent the exercise of share options in individual cases, must be observed.

The share options have a total maximum term of six years from the issue date ("**maximum term**") and expire without compensation in any case, unless they have already expired for other reasons.

e) Exercise price; determination of share value, value date

The price to be paid for the acquisition of a BKHT share through the exercise of a share option ("**exercise price**") corresponds to the share value on the issue date, unless any changes result from j). Under no circumstances may the exercise price be any less than the proportion of the share capital attributable to one share (currently EUR 1.00) (no sub-par issue).

The following principles apply to the determination of the share value on a specific day or date (the "**value date**") and thus also to the determination of the share value on the issue date.

(i) The share value equals the average closing auction price (arithmetic mean) of the Company's shares in the XETRA electronic trading system of Deutsche Börse AG in Frankfurt am Main (or a comparable system) on the last 20 trading days prior to the value date.

(ii) If the Company is no longer listed on a stock exchange on a value date, the share value on this value date corresponds to the amount at which a BKHT share was valued in the last capital measure carried out by the company prior to the value date and placed with third parties who did not previously hold any shares in the Company ("**placement price**"). If different placement prices have been set for a capital measure, the higher amount applies. If BKHT shares are delisted without any capital measure being carried out as described above, the share value equals the value of the most recent statutory compensation for shareholders, particularly the delisting compensation offered pursuant to section 39

(3) of the Stock Exchange Act or, in the case of a squeeze-out pursuant to section 39a of the Securities Acquisition and Transfer Act, the appropriate compensation pursuant to section 39a (1) of the Securities Acquisition and Transfer Act. If there is no statutory entitlement to compensation, the most recently determined stock market price is decisive.

The admission of the Company's shares to trading on an organized market within the meaning of section 2 (11) of the WpHG is deemed to be a stock exchange listing.

f) Performance target

The share options can only be exercised if and to the extent that the following performance target ("**performance target**") has been achieved:

The share value on the Exercise Date (Valuation Date) plus the sum of any dividends paid out since the Issue Date for each share of the Company is at least 15% above the share value on the Issue Date (Valuation Date). The achievement of the Performance Goal, therefore, requires an increase in value of at least 15%, which must especially be taken into account when determining the share value on the Exercise Date by the issuance of new shares (free shares) especially after a stock split or a capital increase using corporate funds, in the meantime.

g) Further prerequisites for the exercise of share options, forfeiture, non-transferability

An option holder may only exercise vested share options. Provided no expiry event occurs beforehand, the share options awarded to an option holder vest at a fraction of 1/48 for each month that has elapsed from the issue date (fractions are rounded up to a whole number), with the consequence that all share options issued on an issue date vest after the expiry of the vesting period. A forfeiture event particularly occurs if the employment contract expires for any reason. The Executive Board, with the approval of the Supervisory Board, is authorized in accordance with k) to stipulate further rules in the option terms and conditions in special cases regarding personal exercise requirements, particularly regarding the reasons for forfeiture or exceptions thereto.

The share options are not transferable, except by way of inheritance.

h) Possibility for imposing caps

The Executive Board, with the approval of the Supervisory Board, can provide in the terms and conditions of the 2024 share option program for a cap in the event of any extraordinary developments.

i) Settlement of the share options

Each share option exercised in accordance with the terms and conditions of the 2024 share option program entitles the holder to subscribe to one BKHT share in return for payment of the exercise price on the basis of Contingent Capital 2024/I, which is to be created for this purpose. The new shares will be dividend-entitled from the beginning of the previous financial year – provided that they arise through the exercise of options before the commencement of the Company's Annual General Meeting – or otherwise from the beginning of the financial year in which they arise through the exercise of options.

Prior to an exercise period, the Executive Board, with the approval of the Supervisory Board, is authorized to determine that, in lieu of the delivery and issue of new BKHT shares on the basis of Conditional Capital 2024/I, either a corresponding number of BKHT shares held by the Company as treasury shares may be delivered or a corresponding cash payment made in full discharge of the applicable obligations (jointly “**alternative fulfillment**”). Alternative fulfillment can be determined generally, for several exercise periods or in individual cases; the holders of the share options should be informed of this determination in good time.

If alternative fulfillment takes the form of a cash settlement, such cash settlement equals the difference between the exercise price and the share value on the exercise date, less any taxes and duties.

The acquisition of treasury shares for alternative fulfillment must comply with the statutory requirements; no authorization pursuant to section 71 (1) no. 8 of the AktG is granted by virtue of this resolution.

j) Adjustment in the event of capital measures/dilution protection, effect of dividends

The terms and conditions of the 2024 share option program may provide for the exercise price and, thus, also the performance target to be adjusted in the following cases in order to achieve an economically equivalent status for the option holders (“**dilution protection**”):

- Capital increase from Company funds
- Capital decrease
- Share consolidation or split

Fractional amounts are not delivered and not settled. However, if an option holder exercises multiple share options, fractions of shares are combined. If the Company carries out capital or structural measures other than those mentioned in j) during the term of the share options, the Executive Board, with the approval of the Supervisory Board, may place the beneficiaries on an equal economic footing.

If dividend payments are made by the Company (in cash or in any other form, e.g. in shares) from the issue date, the exercise price is reduced by the total dividend payments per share up to the exercise date.

This does not prejudice the effect of section 9 (1) of the AktG in all cases.

k) Regulation of further details

The further details of the 2024 share option program are determined by the Executive Board, with the approval of the Supervisory Board, in the terms and conditions of the 2024 share option program. Unless already governed in the provisions set out above, such other regulations include but are not limited to:

- the procedure for issuing/awarding and exercising share options as well as other procedural rules, particularly with regard to the technical execution of the issue of the shares in the Company or the payment of cash after the exercise of the option and the award of treasury shares in the Company;
- additional individualized performance targets;
- the determination of additional exercise periods in the event of a

takeover of the Company or any of its affiliated companies, restructuring of the Company or the Group, the conclusion of an intercompany agreement and in comparable special cases;

- Special rules on further personal prerequisites for the exercise of share options or relating to forfeiture or vesting, in particular the occurrence of a vesting or a forfeiture event in the event of death, disability or occupational incapacity, retirement, termination by mutual agreement, termination, temporary employment contracts and in other special cases (including a change of control at the Company); also in the event that the status as an affiliated company is terminated by the Company (e.g. through the sale of the investment);
- Possibility for or prohibition of pledging or otherwise encumbering the share options;
- Regulations on taxes and other duties.

If the employees of affiliated companies are offered share options, the specific details are determined by the Company's Executive Board with the approval of the Supervisory Board in agreement with the respective governing bodies of the affiliated companies responsible for determining the remuneration of such employees.

l) Reporting obligations of the Executive Board

The Executive Board and the Supervisory Board will report on the share options granted and the utilization of share options for each fiscal year in accordance with the applicable statutory provisions in the notes to the annual financial statements, in the notes to the consolidated financial statements or in the annual report.

8.3 Creation of Contingent Capital 2024/I

The Company's share capital is increased by up to EUR 550,000.00 on a contingent basis through the issue of up to 550,000 new registered shares (Contingent Capital 2024/I). The sole purpose of the contingent capital increase is to grant rights to the holders of share options under the 2024 share option program in accordance with the authorization granted at the Annual General Meeting on June 20, 2024. The contingent capital increase will only be executed to the extent

that the holders of share options issued under the 2024 share option program exercise their right to subscribe to shares in the Company and the Company does not deliver any treasury shares or grant any cash settlement to fulfill the share options. The new shares under Contingent Capital 2024/I will be dividend-entitled from the beginning of the previous financial year – provided that they arise through the exercise of options before the commencement of the Company's Annual General Meeting – or otherwise from the beginning of the financial year in which they arise through the exercise of options.

8.4 Amendment of Article 5 (8) of the Articles of Association pertaining to Contingent Capital 2024/I

Article 5 (8) of the Articles of Association is reworded as follows:

“8. The Company's share capital is increased by up to EUR 550,000.00 (say: five hundred and fifty thousand euros) on a contingent basis through the issue of up to 550,000 (say: five hundred and fifty thousand) new registered shares (Contingent Capital 2024/I).

The sole purpose of the contingent capital increase is to grant rights to the holders of share options under the 2024 share option program which the Executive Board is permitted to issue in accordance with the authorization granted at the Annual General Meeting on June 20, 2024. The contingent capital increase will only be executed to the extent that the holders of share options awarded on the basis of the authorization granted at the Annual General Meeting on June 20, 2024, exercise these share options and the Company does not settle the share options by delivering treasury shares or making a cash payment.

The new shares under Contingent Capital 2024/I will be dividend-entitled from the beginning of the previous financial year – provided that they arise through the exercise of options before the commencement of the Company's Annual General Meeting – or otherwise from the beginning of the financial year in which they arise through the exercise of options.

The Company's Executive Board is authorized, with the approval of the Supervisory Board, to determine the specific details of the procedure for issuing new share capital on a contingent basis.

The Supervisory Board is authorized to amend the Articles of Association to reflect the scope of the share capital issued under Authorized Capital 2024/I.”

9. Cancellation of existing authorization and grant of new authorization to issue convertible and/or warrant bonds with authorization to exclude subscription rights, cancellation of Contingent Capital 2020 and creation of new Contingent Capital 2024/II and corresponding amendments to Article 5 (9) of the Articles of Association

Adequate capital resources and flexible financing options form an essential basis for the Company's further development and for a successful presence on the capital market. The issue of convertible bonds and/or bonds with warrants enables the Company to take advantage of attractive financing opportunities on comparatively favorable terms, depending on the market situation and financing requirements. The authorization granted at the Annual General Meeting on July 9, 2020 for this purpose expires on July 8, 2025, and therefore before the 2025 Annual General Meeting. The Executive Board has not made use of this authorization to issue bonds.

In order to ensure that the Company continues to have the necessary flexibility in financing its activities, new authorization to issue convertible bonds/bonds with warrants and to exclude subscription rights as well as new Contingent Capital 2024/II is now to be granted in good time before the existing authorization expires. An issue of profit-participation rights is not part of this authorization.

The existing authorization of July 9, 2020, and Contingent Capital 2020 are to be canceled.

The Executive Board's written report in accordance with section 221 (4) sentence 2 in connection with section 186 (4) sentence 2 of the AktG setting out the reasons for the Executive Board's authorization to exclude subscription rights is available on the Internet at <https://ir.brockhaus-technologies.com/hv> from the day on which the Annual General Meeting is convened and will also be available during the Annual General Meeting for inspection by the shareholders.

The Executive Board and the Supervisory Board propose the adoption of the following resolution:

9.1 Contingent cancellation of the existing authorization of July 9, 2020, and of Contingent Capital 2020

The authorization granted at the Annual General Meeting on July 9, 2020, to issue bonds with warrants and/or convertible bonds and the associated Contingent Capital 2020 pursuant to Article 5 (9) of the Articles of Association is canceled subject to the condition precedent that the proposed new version of Article 5 (9) of the Articles of Association is duly entered in the commercial register as proposed in item 9.4 of this agenda.

9.2 Authorization to issue convertible bonds and/or bonds with warrants and to exclude the subscription rights for such convertible or bonds with warrants

a) Authorization period, term, nominal amount, number of shares

The Executive Board is authorized, with the approval of the Supervisory Board, to issue bearer or registered convertible bonds and/or bonds with warrants (collectively "**bonds**") with a total nominal value of up to EUR 40,875,000 through June 19, 2027, in each case with or without a limited term, which grant conversion or option rights or provide for conversion or option obligations in accordance with the applicable terms and conditions of the bonds ("**bond terms and conditions**"), for a total of up to 1,090,000 no-par value registered shares in the Company with a total proportionate amount of the share capital of up to EUR 1,090,000.00.

b) Currency, contribution, issue by Group entities

The bonds may be issued in euros or in the legal currency of any OECD country up to the equivalent value in euros.

The bonds may be issued on a cash or non-cash basis. Non-cash contributions may in particular be made for the purpose of acquiring companies, equity interests in companies, parts of companies, receivables, patents and licenses or other assets if the value of the non-cash contributions is at least equal to the issue amount of the bonds.

The bonds may also be issued by entities affiliated with the Company within the meaning of sections 15 et seq. of the AktG in Germany and abroad ("**Group company**"). If they are issued by a Group company, the Executive Board is authorized, with the approval of the Supervisory Board, to assume

a guarantee for the bonds on behalf of the Company and to grant the bond holders conversion or option rights to shares in the Company or to stipulate conversion or option obligations, as well as to make other declarations and take any other actions necessary to ensure a successful issue.

c) Conversion and option right

The bonds are divided into partial bonds.

If convertible bonds are issued, the holders of bearer bonds, or otherwise the creditors of the partial bonds, receive the right or, if a conversion obligation is provided for, assume the obligation to convert their partial bonds into no-par value registered shares of the Company in accordance with the bond terms and conditions determined by the Executive Board. The conversion ratio is calculated by dividing the nominal amount or, if it is below the nominal amount of a partial bond, the issue amount by the fixed conversion price for a registered no-par value share of the Company and can be rounded up or down to a whole number; furthermore, an additional cash payment and the consolidation or compensation for non-convertible fractions may be stipulated. The bond terms and conditions may provide for a variable conversion ratio and the determination of the conversion price (subject to the minimum price determined below) within a specified range depending on future changes in the price of the Company's no-par value shares during the term of the bond. The proportionate amount of the share capital attributable to the shares to be issued upon conversion may not exceed the lower of the nominal amount or issue amount of the individual partial bond or the amount owed for a partial bond in accordance with the terms and conditions of the bond.

If bonds with warrants are issued, one or more warrants are attached to each partial bond, entitling the holder or creditor to subscribe to no-par value registered shares in the Company or, in the case of option obligations, imposing on them the obligation to subscribe to shares in the Company in accordance with the option terms and conditions to be determined by the Executive Board.

The option terms and conditions may stipulate that the option price can also be settled by delivering partial bonds and, if applicable, an additional cash

payment. The proportionate amount of the share capital attributable to the shares to be subscribed per (partial) bond with warrant may not exceed the nominal amount of this (partial) bond with warrant. If any fractional amounts arise, provision may be made for them to be aggregated for the subscription of whole shares in accordance with the option terms and conditions, if necessary by means of an additional payment. The exchange ratio can in any case be rounded up or down to a whole number. In addition, provision may be made for fractional amounts to be pooled and/or compensated for in cash; provision may also be made for an additional cash payment to be made. The proportionate amount of the share capital attributable to the shares to be subscribed per partial bond may not exceed the amount of the partial bond owed in accordance with the terms and conditions of the bond.

d) Substitution powers

The terms and conditions of the bonds may provide for the right of the Company not to grant any new no-par value shares in the event of conversion or exercise of the option but to pay a cash amount corresponding to the average closing price of the Company's shares in XETRA trading on the Frankfurt Stock Exchange (or a comparable successor system) for the number of shares otherwise to be delivered during a period to be specified in the terms and conditions of the bonds.

The average **closing price** within the meaning of this authorization is calculated as the arithmetic mean of the closing auction prices on the relevant trading days. If there is no closing auction, the closing auction price is replaced by the price determined in the last auction on a trading day and, in the absence of an auction, by the last price determined on a trading day (in each case in XETRA trading or a comparable successor system).

The bond terms and conditions may also stipulate that the bond that is linked to conversion or option rights or conversion or option obligations may, at the Company's discretion, be converted into existing shares of the Company or another listed company in lieu of new shares issued under the contingent capital, or that the option right may be settled by delivering such shares. The bond terms and conditions may also provide for a combination of these forms of settlement.

They may also provide for the right of the Company to grant the holders or creditors no-par value shares in the Company or another listed company in whole or in part in lieu of payment of the cash amount due upon final maturity of the bond that is linked to conversion or option rights (this also includes maturity due to termination).

e) Conversion and/or option obligation

The bond terms and conditions may also provide for a conditional or unconditional obligation to convert or exercise options at the end of the term or at another point in time or due to a specific event (“**final maturity**”) or establish the right of the Company to grant the holders or creditors no-par value shares in the company or another listed company in whole or in part in lieu of payment of the cash amount due upon final maturity. The bond terms and conditions may authorize the Company to settle in cash any difference between the nominal amount or, if lower, the issue amount of the convertible bond or bond with warrant and the product of the conversion or option price and the conversion ratio in whole or in part.

f) Conversion and option price

If bonds that grant conversion or option rights are issued, the option or conversion price to be determined in each case – including in the case of a variable exchange ratio or conversion price – must equal at least 80% of the average closing price of the Company’s shares in XETRA trading on the Frankfurt Stock Exchange, specifically

- if subscription rights have been excluded, on the last ten trading days prior to the date of the resolution by the Executive Board on the issue of the bonds or on the declaration of acceptance by the Company following a public invitation to submit subscription offers, or
- if a subscription right is granted, in the period from the beginning of the subscription period to the day before the announcement of the final conditions pursuant to section 186 of the AktG (inclusive).

If bonds that stipulate conversion or option obligations are issued, the conversion and option price must equal the minimum price specified above or equal at least 80% of the average closing price of the Company’s shares

in XETRA trading on the Frankfurt Stock Exchange during the last ten trading days prior to the final maturity date in accordance with the bond terms and conditions.

If the bond terms and conditions pursuant to d) or e) provide for the right of the Company to grant the holders of the bonds shares in the company in whole or in part in lieu of payment of the cash amount due upon final maturity, the number of shares to be granted equals the repayment amount to be settled in shares in whole or in part at the Company's discretion. The value of a share equals the average closing price of the shares of the Company (already admitted to trading) in XETRA trading on the Frankfurt Stock Exchange during the last ten trading days prior to final maturity. The Company may pay the holders of the bonds an additional cash amount corresponding to the difference between the nominal amount or, if lower, the issue amount of the respective partial bond or the amount owed for a partial bond in accordance with the option terms and conditions and the current market value of the shares to be granted determined in this way.

This does not prejudice section 9 (1) or section 199 of the AktG.

g) Dilution protection

In the case of bonds with conversion or option rights or conversion or option obligations, the option or conversion price may, notwithstanding section 9 (1) of the AktG, be adjusted to preserve their value in the case of conversion or option rights or conversion or option obligations in accordance with the more detailed provisions of the bond terms and conditions if the Company (i) increases its share capital by granting subscription rights to its shareholders by the end of the option or conversion period or (ii) issues or guarantees further bonds and the holders of existing conversion or option rights or obligations are not entitled to conversion or option rights or obligations and the holders of existing conversion or option rights or obligations are not granted a subscription right, unless the adjustment is already governed by law or subscription rights are granted as compensation or a corresponding amount is paid in cash. The bond terms and conditions may also provide for a value-preserving adjustment of the conversion or option price for other measures or events that could lead to a dilution of the value of the conversion or option rights or obligations.

h) Subscription rights and exclusion of subscription rights

The shareholders are generally entitled to exercise subscription rights, i.e. the bonds are generally to be offered to the Company's shareholders for subscription. Pursuant to section 186 (5) sentence 1 of the AktG, the bonds may also be underwritten by one or more banks on condition that they offer them to shareholders for subscription ("**indirect subscription right**"). If bonds are issued by a Group company, the Company must ensure that the statutory subscription rights are duly granted to the Company's shareholders.

However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights in the case of cash capital increases provided that

- the bonds are issued on a cash basis and the issue price is not significantly lower than the theoretical market value of the bonds calculated using recognized financial mathematical methods. However, this only applies to bonds with a conversion and/or option right or a conversion and/or subscription obligation to shares with a pro rata amount of the share capital of up to 10% of the share capital existing at the time this authorization becomes effective or – if lower – at the time this authorization is exercised. This maximum limit of 10% of the share capital includes the pro rata amount of the share capital that is attributable to shares or to which conversion and/or option rights or conversion and/or subscription obligations from bonds relate that have been issued since the grant of this authorization subject to the exclusion of subscription rights on the basis of the authorization of the Executive Board to exclude subscription rights in direct or analogous application of section 186 (3) sentence 4 of the AktG or that have been issued as treasury shares during the term of this authorization in a manner other than via the stock exchange or by means of an offer to all shareholders in analogous application of section 186 (3) sentence 4 of the AktG;
- as far as this is necessary to prevent fractional amounts from arising as a result of the subscription ratio;

- as far as this is necessary to grant the holders of conversion and subscription rights or conversion and subscription obligations which have been granted by the Company or Group companies for shares of the company a subscription right to bonds issued in accordance with this authorization to the extent to which they would be entitled after exercising their conversion or subscription rights or after fulfilling any conversion or subscription obligations (dilution protection);
- as far as bonds are issued on a non-cash basis, in particular for the direct or indirect acquisition of companies, parts of companies and interests in companies or other assets and the exclusion of subscription rights is in the Company's overriding interests.

The authorization to exclude subscription rights from this Contingent Capital 2024/II is limited to a total amount that does not exceed 20% of the Company's share capital. This limit of 20% is calculated on the basis of the amount of the Company's share capital as of the date on which a resolution is passed at the Annual General Meeting on this authorization or – if lower – on the date on which the anticipated authorization is exercised. Treasury shares that are used during the term of this authorization subject to the exclusion of subscription rights and shares that are issued during the term of this authorization from authorized capital subject to the exclusion of subscription rights (with the exception of the issue of shares subject to the exclusion of subscription rights for fractional amounts) are also to be included in the aforementioned 20% limit.

i) Authorization to determine the specific details

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the specific details of the issue, number and characteristics of the bonds, including but not limited to the interest rate, type of interest, issue price, term and denomination as well as the conversion or option period or, if relevant, to determine them in consultation with the governing bodies of the Group company issuing the bond.

9.3 Creation of Contingent Capital 2024/II

The Company's share capital is to be increased by up to EUR 1,090,000.00 on a contingent basis through the issue of up to 1,090,000 new registered shares

(Contingent Capital 2024/I). The purpose of the contingent capital increase is to grant no-par value registered shares when conversion and/or option rights are exercised (or when corresponding conversion or option obligations are fulfilled) or to grant no-par value shares in the Company to the holder or creditor of convertible bonds or option rights issued by the Company or an affiliated company within the meaning of sections 15 et seq. of the AktG on or before June 19, 2027, on the basis of the authorization granted at the Annual General Meeting of June 20, 2024, in lieu of payment of the cash amount due, either in whole or in part. The new shares are to be issued at the conversion or option price to be determined in accordance with the authorization referred to above.

The contingent capital increase is only to be executed as far as conversion or option rights are exercised or holders or creditors of bonds who are obliged to convert or exercise options fulfill their obligation to convert or exercise options or as far as the Company has exercised an option to grant no-par value shares in the Company in whole or in part in lieu of paying the cash amount due and as far as no cash settlement is granted or treasury shares or shares in another listed company are used to settle such rights. The new shares issued are dividend-entitled from the beginning of the financial year for which no resolution has yet been passed on the appropriation of the Company's net retained profits on the date on which they are issued. To the extent permitted by law, the Executive Board may, with the approval of the Supervisory Board, determine the dividend entitlement of new shares in deviation from section 60 (2) of the AktG.

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the specific details of the procedure for issuing new share capital on a contingent basis.

9.4 Amendments to Article 5 (9) of the Articles of Association

New Contingent Capital 2024/II is to be created in lieu of Contingent Capital 2020 and Article 5 (9) of the Company's Articles of Association amended as follows:

“9. The Company's share capital is increased by up to EUR 1,090,000.00 on a contingent basis through the issue of up to 1,090,000 new registered shares (Contingent Capital 2024/I).” The increase in capital on a contingent basis will only be executed as far as the holders or creditors of conversion or option rights or those obliged to exercise conversion or option rights under

convertible bonds or bonds with warrants issued on or before June 19, 2027, on the basis of the authorization of the Executive Board granted at the Annual General Meeting on June 20, 2024, exercise their conversion or option rights or fulfill their conversion or option obligations or as far as the Company exercises an option to convert or exercise conversion or option rights or as far as the Company or an affiliated company within the meaning of sections 15ff. of the AktG exercises an option to grant no-par value shares in the Company in whole or in part in lieu of payment of the cash amount due, unless a cash settlement is granted or treasury shares or shares in another listed company are used to honor the bonds. The new shares are to be issued at the conversion or option price to be determined in accordance with the authorization referred to above. The new shares issued are dividend-entitled from the beginning of the financial year for which no resolution has yet been passed on the appropriation of the Company's net retained profits on the date on which they are issued. To the extent permitted by law, the Executive Board may, with the approval of the Supervisory Board, determine the dividend entitlement of new shares in deviation from section 60 (2) of the AktG. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the specific details of the procedure for issuing new share capital on a contingent basis."

9.5 Authorization of the Supervisory Board to amend the Articles of Association

The Supervisory Board is authorized to amend Articles 5 (1) and (9) of the Articles of Association to reflect the utilization of Contingent Capital 2024/II. This applies with the necessary modifications if the authorization to issue convertible bonds / bonds with warrants is not utilized after the expiry of the term of authorization and if Contingent Capital 2024/II is not utilized or is utilized only in part following the expiry of all conversion and/or option periods.

10. Authorization to acquire and utilize treasury stock in accordance with section 71 (1) no. 8 of the German Stock Corporation Act subject to the exclusion of subscription rights and partial cancellation of the existing authorization of June 22, 2022

In a resolution dated June 22, 2022, the Annual General Meeting authorized the Executive Board to acquire and use treasury shares in accordance with section 71 (1) no. 8 of the AktG. The Executive Board made use of this authorization with the approval

of the Supervisory Board in a resolution dated November 22, 2023, and acquired a total of 499,971 treasury shares. This means that part of such authorization has been utilized.

In order to give the Company long-term planning security and flexibility, the previous authorization is to be canceled with regard to the further acquisition of treasury shares and new authorization granted that exhausts the maximum amount of 10% of the share capital existing at the time of the authorization or – if lower – at the time the authorization is exercised. This authorization (including the authorization to exclude shareholders' subscription rights included in this earlier resolution) continues to apply with respect to the use of treasury shares acquired on the basis of this former resolution.

The Executive Board and the Supervisory Board therefore propose the adoption of the following resolution:

10.1 Authorization to acquire and utilize treasury stock in accordance with section 71 (1) no. 8 of the AktG subject to the exclusion of subscription rights

- a) Brockhaus Technologies AG is authorized to acquire treasury shares up to a total of 10% of its share capital in existence at the time of the authorization. If the share capital is lower at the time this authorization is exercised, such lower value will apply. The acquired shares, together with other treasury shares held by Brockhaus Technologies AG or attributable to it in accordance with sections 71a et seq. of the AktG may not exceed 10% of the share capital at any time. The authorization may not be used for the purpose of trading in treasury shares.
- b) The authorization may be exercised in full or in partial amounts, once or repeatedly, for one or several purposes by Brockhaus Technologies AG as well as by dependent companies or companies majority-owned by it or by third parties for its or their account. This authorization is valid until June 19, 2027.
- c) At the discretion of the Executive Board, treasury shares will be acquired (1) via the stock exchange, or (2) by means of a public purchase offer or a public invitation to all shareholders to tender offers to sell, or (3) by means of a public offer to exchange shares in a listed company within the meaning of section 3 (2) of the AktG.
 - (1) If the shares are acquired via the stock exchange, the consideration paid per share (excluding transaction costs) may not be more than 10% higher

or lower than the market price. The relevant market price is the arithmetic mean of the closing auction prices (or, if there is no closing auction on the days in question, the price determined in an auction on the last trading day and, in the absence of an auction, the price determined on the last trading day) for the Company's shares in XETRA trading (or a comparable successor system) on the three trading days of the Frankfurt Stock Exchange preceding the date on which the obligation to purchase is entered into.

- (2) If the shares are acquired through a public purchase offer or a public invitation to tender offers to sell, the purchase price or the limits of the purchase price range per share (excluding transaction costs) may not be more than 10% higher or 20% lower than the stock market price. The relevant stock market price is the arithmetic mean of the closing auction prices (or, if there is no closing auction on the days in question, the price determined in an auction on the last trading day and, in the absence of an auction, the price determined on the last trading day) for the Company's shares in XETRA trading (or a comparable successor system) on the three trading days of the Frankfurt Stock Exchange preceding the date of the announcement of the public purchase offer or the public invitation to submit an offer to sell. If there are any significant deviations from the purchase price offered or from the limits of a purchase price range, the purchase offer or the invitation to submit an offer to sell may be duly adjusted. In this case, the average price of the last three trading days prior to the public announcement of any adjustment will be used as a basis. The purchase offer or the invitation to submit an offer to sell may stipulate further conditions.

A cash payment can be made as a further purchase price payment to supplement the exchange offered or to settle any fractional amounts. In each of these procedures for the exchange of shares, the exchange price or the relevant limits of the exchange price range in the form of one or more exchange shares and notional fractions, including any cash or fractional amounts (excluding transaction costs), may not be more than 10% higher or 20% lower than the applicable value of a share in Brockhaus Technologies AG. The basis for calculating the relevant value of each share of Brockhaus Technologies AG and for each exchange share is the

arithmetic mean of the closing auction prices (or if there is no closing auction on the days in question, the price determined in an auction on the last trading day and, in the absence of an auction, the price determined on the last trading day) in XETRA trading (or a comparable successor system) on the last three trading days of the Frankfurt Stock Exchange preceding the public announcement of the exchange offer. If the exchange share is not traded on the Frankfurt Stock Exchange, the arithmetic mean of the closing auction prices of the stock exchange on which the exchange share achieved the highest trading volumes in the previous calendar year will be applied. If, after the announcement of a public exchange offer, there are any significant deviations in the applicable prices, the offer may be duly adjusted. In this case, the average price of the last three trading days prior to the public announcement of any adjustment will be used as a basis.

In the cases of (2) and (3), the volume of shares to be acquired under a public purchase or exchange offer or a public invitation to tender offers to sell may be limited. If a public purchase or exchange offer or a public invitation to tender offers to sell is oversubscribed, the shares may be purchased in proportion to the shares subscribed or offered; the right of shareholders to tender their shares in proportion to their shareholding is excluded in this respect. Preferential acceptance of small numbers of up to 100 shares tendered per shareholder and commercial rounding to avoid fractional amounts may be provided for. Any further stockholder tender rights are excluded to this extent.

- d) The Executive Board is authorized to use the treasury shares of the company acquired on the basis of this authorization for all legally permissible purposes, including but not limited to the following:
 - (1) With the approval of the Supervisory Board, the shares may also be sold in a manner other than via the stock exchange or by means of an offer to shareholders if they are sold for cash at a price that is not significantly lower than the market price of the company's shares at the time of sale. However, this authorization only applies subject to the proviso that the shares sold subject to the exclusion of subscription rights in accordance with section 186 (3) sentence 4 of the AktG may not exceed a total of 10% of the share capital, either at the time this authorization becomes effective or at the time it is exercised. Shares issued from authorized capital during the term of this authorization and for which subscription rights are excluded pursuant to

section 186 (3) sentence 4 of the AktG are also included in this limit. Furthermore, shares issued to service bonds (including profit-participation rights) with conversion or option rights or obligations are also included in this limit where such bonds or profit-participation rights were issued during the term of this authorization and the shareholders' subscription rights were excluded in analogous application of section 186 (3) sentence 4 of the AktG.

- (2) With the approval of the Supervisory Board, the shares may be sold for non-cash consideration, particularly in connection with the acquisition of other companies and equity interests in other companies.
 - (3) They may be used to fulfill conversion or option rights granted by the Company or a Group company when issuing bonds (including profit-participation rights) or to fulfill conversion obligations arising from bonds (including profit-participation rights) issued by the Company or a Group company.
 - (4) They may be offered for purchase to persons who have an employment contract with Brockhaus Technologies AG or one of its Group companies. They may also be transferred to third parties if and to the extent that it is legally guaranteed that the shares will be offered for purchase by the third party to the aforementioned persons.
 - (5) The shares may be redeemed with the approval of the Supervisory Board without any further resolution adopted at the Annual General Meeting authorizing redemption or the implementation of such redemption. Redemption will result in a corresponding reduction in the Company's capital. Notwithstanding this, the Executive Board may determine that the share capital remains unchanged upon redemption and that the proportion of the share capital represented by the remaining shares is instead increased as a result of the redemption in accordance with section 8 (3) of the AktG. In this case, the Executive Board is authorized to adjust the number of shares specified in the Articles of Association.
- e) The authorization under d) also covers the use of shares in the Company that were acquired by Group companies or in accordance with section 71d sentence 5 of the AktG.

- f) The authorization under d) may be used once or repeatedly, in whole or in part, individually or jointly, and the authorization under d) (1) to (4) may also be used by dependent companies or companies majority-owned by Brockhaus Technologies AG or by third parties acting for their own account or for the account of the Company.

- g) The shareholders' subscription rights to these treasury shares are excluded to the extent that they are used in accordance with the above authorization under d) (1) to (4). In addition, the Executive Board is authorized, in the event of a sale of treasury shares by way of an offer to all shareholders, to grant the creditors of bonds (including profit-participation rights) issued by the Company or its Group companies with conversion or option rights or a conversion obligation a subscription right to shares to the extent to which they would be entitled after exercising the conversion or option right or after fulfilling a conversion obligation; to this extent, the subscription right of shareholders to these treasury shares is excluded.

10.2 Partial cancellation of the existing authorization of June 22, 2022

The current authorization to acquire treasury shares granted at the Annual General Meeting on June 22, 2022, and expiring on June 21, 2027, is to be canceled from the date on which the new authorization takes effect; the authorization granted in the aforementioned resolution of the Annual General Meeting on June 22, 2022, to use treasury shares acquired on the basis of that resolution, including the authorization contained in that resolution to exclude shareholders' subscription rights remains in place as far as such authorization is utilized.

II.

Reports, annexes and further information on items on the agenda

Information on agenda item 6 – Disclosure of the remuneration report

This remuneration report of the Brockhaus Technologies AG (“**BKHT**” or the “**Company**”, together with its subsidiaries “**Brockhaus Technologies**” or the “**Group**”) for the 2023 fiscal year was prepared by the Executive Board and Supervisory Board and includes individualized disclosures about the remuneration awarded and owed to members of the Company's Executive and Supervisory Boards as well as explanations of the underlying remuneration system.

Remuneration is awarded if it is accrued to the member of the governing body and is thus transferred to their assets (payment-oriented view). Alternatively, it is permissible to present remuneration in the remuneration report for the fiscal year in which the underlying (single-year or multi-year) activity was carried out in full (vesting-oriented view). In the following, remuneration awarded is presented in the vesting-oriented view.

In this remuneration report, BKHT also illustrates how the remuneration for the Company's governing bodies supports its long-term development. The Executive and Supervisory Boards are responsible according to section 162 of the German Stock Corporation Act (AktG) for compiling the remuneration report. The BKHT remuneration report and the auditor's opinion about the formal and substantive audit that it performed are available to the public on our website (www.brockhaus-technologies.com) in the section entitled Investor Relations, subsection Corporate Governance.

The Company introduced a new remuneration system for Executive Board members in the 2022 fiscal year in order to reflect its development as a Group since its foundation and to meet the new AktG requirements. The new system is aligned with the recommendations of the German Corporate Governance Code as amended on April 28, 2022. The new remuneration system for members of the Executive Board was approved at the BKHT Annual General Meeting on June 16, 2021, with 72.98% voting in favor. The remuneration structure for fiscal year 2023 is unchanged.

The remuneration report for the 2022 fiscal year was approved at the Annual General Meeting on June 21, 2023, with 58.5% voting in favor.

Details about the remuneration system for the Executive and Supervisory Boards can be viewed on our website (www.brockhaus-technologies.com) in the section entitled Investor Relations, subsection Corporate Governance.

Executive Board remuneration

The members of the BKHT Executive Board are:

- > Marco Brockhaus, Chair of the Executive Board, Chief Executive Officer
- > Dr. Marcel Wilhelm, Chief Operating Officer, Legal Counsel

The remuneration structure is geared toward sustainable business development. It contributes to furthering the business strategy and the long-term development of the Company and consists of fixed and variable remuneration. The fixed, non-performance-based component of

the remuneration consists of a fixed annual salary. The variable remuneration consists of a single-year and a multi-year component.

The remuneration of the individual Executive Board members is determined and reviewed periodically by the Supervisory Board. It is the aim to remunerate the members of the Executive Board appropriately to reflect their activities and responsibilities, taking into account personal performance as well as the Company's financial situation, success and future prospects.

In this context, the Supervisory Board is guided by the remuneration paid by comparable companies to their directors and its appropriateness compared with the level of other salaries in the Company. The Supervisory Board's intention is to retain the members of the Executive Board for the long term and to provide an incentive to increase enterprise value. The variable remuneration is also designed to promote the motivation and commitment of the members of the Executive Board, while at the same time offering an opportunity to incorporate the Company's financial situation, as well as ESG and sustainability aspects, into determination of the variable remuneration.

In its periodic review, the Supervisory Board takes into account the individual performance and the scope of the responsibilities assumed as well as the Company's financial situation.

Both Executive Board members joined the Executive Board for the first time in August 2017. The contracts of service of the two members of the Executive Board were updated in the 2022 fiscal year and both are dated June 20, 2022. The contract of Marco Brockhaus ends on midnight on July 31, 2027. Dr. Marcel Wilhelm's contract ends on July 31, 2026

Fixed remuneration

The fixed, non-performance-based annual remuneration of the Executive Board members is paid in twelve equal installments at the end of each month. The final payment made is for the full month in which the contract of service ends. It is reviewed annually for appropriateness and adjusted if required.

Fringe benefits

The following fringe benefits or fringe benefits similar to the following may be granted to members of the Executive Board:

- > Company car
- > Smartphone

- > Accident insurance and life insurance
- > Premiums for public or private health insurance and contributions to a private retirement plan

The Supervisory Board defines the total value of the fringe benefits for each fiscal year based on its reasonable discretion. It is limited to 10% of the fixed remuneration of the relevant Executive Board member per fiscal year.

The fringe benefits during the reporting period came to €24 thousand (previous year: €23 thousand).

Variable remuneration (bonus)

In addition to the fixed salary, the Company grants the members of the Executive Board variable remuneration. It is linked to the achievement of predefined performance targets and consists of single-year and multi-year variable remuneration.

The single-year variable remuneration (short-term incentive (STI)) takes into account the Company's further planned acquisition activities and consists of a portfolio component and an acquisition component. The portfolio component has a focus on the development of the Company's subsidiaries that have existed for a longer period of time, while the acquisition component is based on the development of subsidiaries recently acquired by the Company.

The amount of the single-year variable remuneration is capped at a maximum of 200% of the fixed salary.

The portfolio and acquisition components as a proportion of single-year variable remuneration are determined by the Supervisory Board at its reasonable discretion. Both components must not account for more than 70% of single-year variable remuneration.

The portfolio component is mainly based on the Group's adjusted earnings before interest and taxes (EBIT) with the subsidiaries that were in the portfolio throughout the previous fiscal year. It is adjusted for items such as share-based payments, costs from M&A transactions and equity capital measures and depreciation/amortization of assets that the acquired company had not recognized as assets in its financial statements prior to being acquired by BKHT.

The portfolio component is linked to a percentage rate of increase in adjusted EBIT. It is determined by the Supervisory Board before the beginning of a fiscal year, deducting the bonuses and performance-related remuneration paid in the Company to the management bodies of the subsidiaries and to the full Executive Board of the Company for remuneration to

be granted given 100% achievement of the targets. 70% of the specified rate of increase must be achieved. If this is not achieved, the bonus component is eliminated completely. Given a target achievement of 70%, 70% of the remuneration to be granted for 100% target achievement is granted. Beyond that, the remuneration increases linearly.

For the remuneration for fiscal year 2023, the portfolio component relates to the growth in adjusted EBIT of the Group, consisting of the Central Functions, Bikeleasing and IHSE. Given a final figure for earnings growth in fiscal 2023 of €56,114 thousand, the target growth value in 2023 for the portfolio component is €9,352 thousand (starting figure for earnings growth in 2023 = €46,761 thousand).

100 percent target achievement will be reached for the portfolio component in the 2023 fiscal year if adjusted EBIT amounts to €56,114 thousand. An adjusted EBIT of €53,308 thousand is required for 70% target achievement. In the 2023 fiscal year, the maximum amount for the portfolio component for Marco Brockhaus is €656 thousand and that for Dr. Marcel Wilhelm is €210 thousand.

As part of the acquisition component, the single-year variable remuneration is linked to the performance of recently acquired subsidiaries during the fiscal year in which the target figures for the coming fiscal year are set. At its reasonable discretion, the Supervisory Board may use adjusted EBIT, adjusted EBITDA (earnings before interest, taxes, depreciation and amortization), gross profit or the respective margin of these key figures for the companies acquired in this period as target parameters.

The acquisition component is also linked to a percentage rate of increase in the respective parameter, which the Supervisory Board sets individually for each acquisition before the start of a fiscal year. 70% of the specified rate of increase must be achieved. If this is not achieved or if the Company does not make any acquisitions in the relevant period, the bonus component is eliminated completely. Given a target achievement of 70%, 70% of the remuneration to be granted for 100% target achievement is granted. Beyond that, the remuneration increases linearly.

No acquisitions were made in fiscal year 2022. For this reason, no payment is made under this (STI-) remuneration component for fiscal year 2023.

Since no acquisition component is payable for fiscal year 2023, the single-year variable remuneration defined for Dr. Marcel Wilhelm by way of the resolution on 2023 total target remuneration amounts to a maximum of €210 thousand gross, if 100% of the portfolio

component target is achieved. For Marco Brockhaus, the maximum amount of the single-year variable remuneration component is €656 thousand gross.

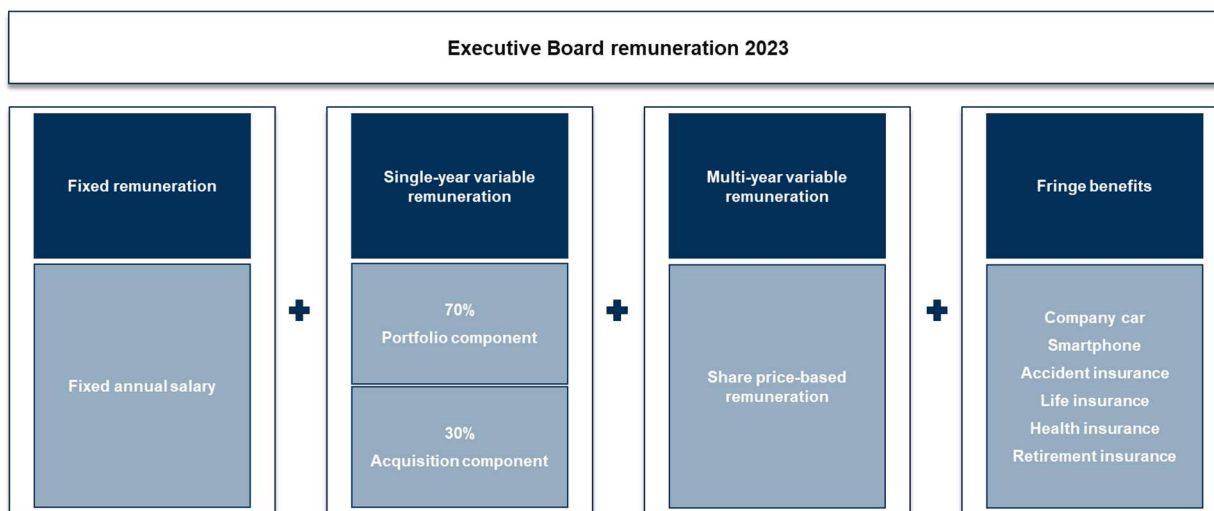
Components of awarded and due Executive Board remuneration

| € thousand | Start/ exit | Most recent position | Fixed components | | |
|----------------------------|----------------|-------------------------|--------------------|--------------------------|-----------------------------|
| | | | Fixed salary | Fringe benefits | Total |
| Current members | | | | | |
| Marco Brockhaus | Aug. 2017 | Chairman | 750 | 22 | 772 |
| Dr. Marcel Wilhelm | Aug. 2017 | Member | 360 | 2 | 362 |
| Total | | | 1,110 | 24 | 1,134 |
| Variable components | | | | | |
| | | | Single-year | Multi-year | Total |
| Current members | | | | | |
| Marco Brockhaus | Aug. 2017 | Chairman | 656 | - | 656 |
| Dr. Marcel Wilhelm | Aug. 2017 | Member | 210 | - | 210 |
| Total | | | 866 | - | 866 |
| Total remuneration | | | | | |
| Current members | | | Total remuneration | Percentage that is fixed | Percentage that is variable |
| Marco Brockhaus | Aug. 2017 | Chairman | 1,428 | 54% | 46% |
| Dr. Marcel Wilhelm | Aug. 2017 | Member | 572 | 63% | 37% |
| Total | | | 2,000 | 57% | 43% |

Instead of payment in cash, the Supervisory Board reserves the right to grant up to 20% of the gross amount of the single-year variable remuneration paid to the respective Executive Board members in the year in the form of shares in BKHT. When granting shares, the Supervisory Board may resolve that the Executive Board member in question is obliged to hold the shares for at least three years from the date of acquisition, but not beyond the date of termination of membership of the Executive Board.

The multi-year variable remuneration (long-term incentive (LTI)) is currently calculated based solely on the share price development. In the future, however, the Supervisory Board will have the option of gearing a share of up to 20% of the multi-year variable remuneration to ESG or sustainability aspects. There are firm plans to include this aspect as a component of the multi-year variable remuneration. The concrete structure of and subsequent basis for assessing this component are currently still in the implementation phase. The reference period for the multi-year variable remuneration is three years.

The multi-year variable remuneration is intended to take account of successful business strategy realization over the long term. Using the development of the share price as a parameter is also intended to align the interests of the Executive Board members with those



of the shareholders. Before the start of the first fiscal year in the three-year reference period, the Supervisory Board, in consultation with the members of the Executive Board and on the basis of the current planning, determines the specific target figures for the performance targets of the multi-year variable remuneration for the subsequent three-year assessment period. For the three-year reference period beginning in 2023, the Supervisory Board has set a target share price range of €26.40 to €52.80. This means that Marco Brockhaus and Dr. Marcel Wilhelm will not receive multi-year variable remuneration if the average of the closing prices of the BKHT share in the last 20 trading days before the end of the three-year reference period is less than or equal to €26.40. If this average is between €26.40 and €52.80, the two Executive Board members receive a linear increase in multi-year variable remuneration depending on the percentage of the share price increase (€26.40 = factor 100%, €52.80 EUR and above = factor 200%), in each case multiplied by the LTI remuneration, which amounts to €760 thousand for Marco Brockhaus and €250 thousand for Dr. Marcel Wilhelm. The LTI remuneration was determined on a discretionary basis.

This means that the definition for each performance target includes target figures for up to 200% target achievement. The concrete target achievement is determined accordingly depending on the defined target figures for the respective parameter and can be between 0% and 200%.

Accordingly, the amount of the multi-year variable remuneration is limited in each case to a maximum of 200% of the amount applicable to 100% target achievement.

The Supervisory Board may grant the multi-year variable remuneration in full or in part in shares of the Company. In this case, the holding period is twelve months. Furthermore, the multi-year variable remuneration may be granted in full or in part in stock options in accordance with the option conditions for the 2019 stock option program (“ESOP 2019”).

Stock option plan

In the reporting period, the Supervisory Board of the company exercised the option to let the members of the Executive Board participate in the existing stock option plan. This is aimed at long-term incentivization to improve the future share price so that it is directly in the interest of shareholders. The Supervisory Board unanimously resolved to allocate 30,000 stock options to the Chairman of the Executive Board, Marco Brockhaus, and 15,000 stock options to Dr. Marcel Wilhelm. The exercise price is €20.24 each. Any remuneration arising and aimed at by exercising the stock options at the end of the option term counts toward the cap on total remuneration in accordance with the applicable remuneration system resolved by the 2021 Annual General Meeting.

Maximum remuneration

The Company has set maximum remuneration for every Executive Board member relating to all remuneration components. The remuneration awarded for a fiscal year is limited to a maximum amount of €5 million gross for the Chair of the Executive Board Marco Brockhaus and to a maximum amount of €3 million gross for Dr. Marcel Wilhelm. The maximum amounts are each defined as the sum of all remuneration components resulting from the remuneration provisions for a given fiscal year.

Total remuneration and components

The total remuneration awarded and due to members of the Executive Board in the 2023 fiscal year amounted to €2,000 thousand (previous year: €1,931 thousand). Of this amount, 57% consists of fixed remuneration components and 43% of variable remuneration components. The limit on the variable bonus was not exceeded. This limit is €2,176 thousand for Marco Brockhaus and €710 thousand for Dr. Marcel Wilhelm for the 2023 fiscal year. The attached tables on remuneration granted and receipts show the changes over the last two fiscal years. These are not mandatory disclosures defined under the German Corporate Governance Code, but voluntary disclosures by BKHT.

Premature termination

Payments to Executive Board members in the event of premature termination of their Executive Board contract of service are contractually limited to two years' remuneration (severance payment cap) and may not exceed the remuneration for the remaining term of the Executive Board contract that would have been owed if it had not been terminated

prematurely. This restriction was included as part of the new remuneration system for Executive Board members.

If the Company revokes the appointment for good cause and gives due notice of termination of the contract of service, the Executive Board member is entitled to a severance payment. The severance payment is limited to the following:

- > For Mr. Marco Brockhaus: a total of two year's remuneration or the outstanding remuneration for the remaining term, whichever is less
- > For Dr. Marcel Wilhelm: a total of one year's remuneration or the outstanding remuneration for the remaining term, whichever is less

It comprises the total remuneration within the meaning of section 285 No. 9a) of the German Commercial Code (HGB) (severance payment cap). The entitlement to the severance payment is due on termination of the contract of service. The entitlement does not exist if the Company gives effective extraordinary notice of termination to the Executive Board member for good cause within the meaning of section 626 of the German Civil Code (BGB).

If the Company revokes the appointment of the Executive Board member for good cause but does not terminate the employment contract within one month from the date of revocation, or if the Executive Board appointment ends due to a conversion of the Company's legal form, the Executive Board member is entitled in turn to terminate the contract of service by giving notice pursuant to BGB section 622(2). In the event of such termination by the Executive Board member, the member is entitled to the severance payment described above.

If the appointment of the Executive Board member is revoked for good cause or the Executive Board member is terminated for good cause under BGB section 626 and court or arbitration proceedings deliver a conclusive and unappealable finding that there was no reason for revocation or that there was no good cause pursuant to BGB section 626, the Executive Board member will receive a lump sum of compensation amounting to two years' remuneration without prejudice to the member's entitlements described above.

If a member of the Executive Board dies during his or her term of appointment, his or her widow, or alternatively after the widow's death, his or her dependent children, receive the monthly installments of the annual fixed salary in accordance with the Executive Board remuneration system and the related resolutions adopted by the Supervisory Board for twelve months, but for no longer than until the contractually agreed end of the contract of service

The members of the Executive Board have a once-only special right of termination in the event of a change of control. A change of control is deemed to exist:

- > if a third party or several third parties acting in concert who, at the time the contract of the Executive Board member was entered into, holds none or less than 20% of the voting rights in the Company, acquire voting rights in the Company such that they account for more than 30% in the aggregate (existing and acquired) of the voting rights in the Company, irrespective of whether this produces an obligation to make a takeover bid (the relevant provisions of the German Securities Acquisition and Takeover Act (WpUG), in particular sections 29 and 30, apply to the calculation of the share of the voting power) or
- > in the event of a merger (section 2 of the German Company Conversion Act [UmwG]) involving the transfer of the assets of the Company under UmwG section 174(1) or (2) sentence 1 or a legal transfer of the material assets to third parties who do not belong to the Company's group of companies or
- > in the event that a control agreement and/ or a profit and loss transfer agreement is or are entered into by the Company in a role as a dependent controlled company

If this special right of termination is exercised, the Executive Board member is entitled to a severance payment limited to the total amount of the severance payment cap.

Based on a corresponding provision in the Executive Board contracts of service, in the event of serious breaches of duty the Company is entitled to demand that the Executive Board member concerned fully or partially repay the single-year variable remuneration and/or the multi-year variable remuneration for the year in which the serious breach of duty occurred. Such recovery is also possible after the Executive Board member has left the Company.

Supervisory Board remuneration

The Supervisory Board remuneration is based on the AktG, the Company's Articles of Association as amended and relevant resolutions passed at the Annual General Meeting. Furthermore, the structure of the Supervisory Board remuneration is reviewed periodically to check its compliance with German, EU and international corporate governance recommendations and regulations. The German Corporate Governance Code's recommendations and suggestions have special relevance in this context.

The remuneration structure for the Supervisory Board members includes fixed annual remuneration, committee remuneration and reimbursement of expenses.

Members of the Supervisory Board who belong to the Supervisory Board or a committee or chair the Supervisory Board or the Audit Committee for only part of a financial year receive a lower remuneration in proportion to the time.

Fixed annual remuneration

Regular Supervisory Board members receive fixed annual remuneration of €30 thousand. The chair of the Supervisory Board is given remuneration of triple that amount, i.e., €90 thousand, while the deputy chair is given double the amount, i.e., €60 thousand.

Committee remuneration

Members of Supervisory Board committees receive additional fixed remuneration for their role on these committees. Regular committee members receive fixed annual remuneration of €2 thousand. The chair of the Audit Committee receives additional fixed annual remuneration of €20 thousand for his or her role on the committee. The chair of the Supervisory Board and deputy chair of the Supervisory Board do not receive additional fixed remuneration for their roles on committees. Remuneration is not paid for membership on committees that did not hold meetings during the fiscal year. All committee remuneration is payable after the conclusion of the Annual General Meeting at which a resolution is passed to approve the actions for the preceding fiscal year.

Reimbursement of expenses

In addition, the members of the Supervisory Board are reimbursed for their out-of-pocket expenses and any value added tax payable on their remuneration.

The total remuneration awarded and owed to the Supervisory Board members and reimbursement of expenses during the 2023 fiscal year amounted to €284 thousand (previous year: €292 thousand) overall.

Components of awarded and due Supervisory Board remuneration

| € thousand | Start/ exit | Most recent position | Fixed components | | | Total remuneration |
|---------------------------------|----------------|-------------------------|------------------------------|---------------------------|------------------------------|--------------------|
| | | | Fixed annual remuneration | Committee remuneration | Reimbursement of expenses | |
| Current members | | | | | | |
| Dr. Othmar Belker*+ | Aug. 2017 | Chairman | 90 | - | - | 90 |
| Michael Schuster+ | Aug. 2017 | Deputy Chairman | 60 | - | 0.1 | 60 |
| Martin Bestmann* | Feb. 2020 | Member | 30 | 2 | 2 | 34 |
| Prof. Dr. Christoph Hütten** | April 2021 | Member | 30 | 20 | 1 | 51 |
| Dr. Natalie Krebs+ | June 2022 | Member | 30 | 2 | 1 | 33 |
| Matthias Memminger | June 2023 | Member | 15 | - | 1 | 16 |
| Total | | | 255 | 24 | 5 | 284 |

*Member of the Audit Committee

**Chairman of the Audit Committee

+Member of the Executive and Nomination Committee

Comparison of total remuneration

The following table shows the percental annual changes in the total remuneration for the Executive and Supervisory Boards and in the Company's income, as well as the developments in the average remuneration for full-time-equivalent employees who worked at the Group companies in the respective fiscal year, over the last five fiscal years. Profit or loss for the period refers to the net profit/ loss for the fiscal year of Brockhaus Technologies AG (HGB). EBITDA means the earnings before interest, taxes, depreciation and amortization of the Group (IFRS). EBIT shows the earnings before interest and taxes (IFRS).

Five-year comparison

| Year-over-year percentage change | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|-------|-------|-------|----------|-------|
| <u>Governing-body member remuneration</u> | | | | | |
| Current Executive members | | | | | |
| Marco Brockhaus (CEO) | +204% | +151% | -6% | -17% | +2% |
| Dr. Marcel Wilhelm | +160% | +184% | +30% | -26% | +8% |
| Current Supervisory Board members | | | | | |
| Dr. Othmar Belker (Chairman) | +140% | 0% | +50% | 0% | 0% |
| Michael Schuster (Deputy Chairman) | +131% | +27% | +58% | 0% | 0% |
| Martin Bestmann | n.a. | n.a. | +28% | 0% | +6% |
| Prof. Dr. Christoph Hütten | n.a. | n.a. | n.a. | +56% | +2% |
| Dr. Natalie Krebs | n.a. | n.a. | n.a. | n.a. | +106% |
| Matthias Memminger | n.a. | n.a. | n.a. | n.a. | n.a. |
| <u>Company income</u> | | | | | |
| Profit or loss for the period (HGB)* | -227% | -325% | +26% | +334% | +35% |
| EBITDA (IFRS) | +197% | +556% | -95% | +11,052% | +24% |
| EBIT (IFRS) | -48% | +54% | -788% | +416% | +28% |
| Average remuneration of full-time-equivalent employees** | | | | | |
| | n.a. | n.a. | -26% | +3% | +5% |

* Profit or loss for the 2022 fiscal year contains the income from the sale of Palas and 2023 fiscal year the earnings of the intragroup contribution

** The development represents the change in continuing operations

Awarded and owed Executive Board remuneration

| € thousand | Marco Brockhaus | | | | Dr. Marcel Wilhelm | | | |
|-----------------------------------|------------------------------|--------------|------------|--------------|-------------------------------|------------|------------|--------------|
| | Chair of the Executive Board | | | | Member of the Executive Board | | | |
| | Entry date Aug. 2017 | | | | Entry date Aug. 2017 | | | |
| | 2022 | 2023 | Min. | Max. | 2022 | 2023 | Min. | Max. |
| Fixed remuneration | 628 | 750 | 750 | 750 | 290 | 360 | 360 | 360 |
| Fringe benefits | 21 | 22 | - | 75 | 2 | 2 | - | 36 |
| Total | 649 | 772 | 750 | 825 | 292 | 362 | 360 | 396 |
| Single-year variable remuneration | 750 | 656 | - | 656 | 240 | 210 | - | 210 |
| <i>Portfolio component</i> | 300 | 656 | - | 656 | 96 | 210 | - | 210 |
| <i>Acquisition component</i> | 450 | - | - | - | 144 | - | - | - |
| Multi-year variable remuneration | - | - | - | 1,520 | - | - | - | 500 |
| Special bonus | - | - | - | - | - | - | - | - |
| Total | 750 | 656 | - | 2,176 | 240 | 210 | - | 710 |
| Total remuneration | 1,399 | 1,428 | 750 | 5,000 | 532 | 572 | 360 | 3,000 |

Independent Auditor's Report

Note: The English language text below is a translation provided for information purposes only. The original German text shall prevail in the event of any discrepancies between the English translation and the German original. We do not accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may arise from the translation.

To Brockhaus Technologies AG, Frankfurt am Main

Report on the audit of the remuneration report

We have audited the attached remuneration report of Brockhaus Technologies AG, Frankfurt am Main, for the financial year from 1 January to 31 December 2023, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of Management and the Supervisory Board

The management and the Supervisory Board of Brockhaus Technologies AG are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 January to 31 December 2023, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

Other matter – formal examination of the remuneration report

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by Section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the

conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

Limitation of liability

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to Brockhaus Technologies AG, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Frankfurt am Main, 26 March 2024

KPMG AG

Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Fox
Wirtschaftsprüfer
[German Public Auditor]

Weber
Wirtschaftsprüfer
[German Public Auditor]

III.

Further information and information on the notice convening the Annual General Meeting

1. Total number of shares and voting rights

At the time at which the Annual General Meeting is convened, the Company's share capital amounting to EUR 10,947,637.00 is composed of 10,947,637 no-par value shares. Each share carries one vote. The Company holds 499,971 treasury shares at the time the Annual General Meeting is convened.

2. Registration and exercising voting rights; transfer entry stop

Under Article 19 of the Articles of Association, shareholders who have registered with the Company for the Annual General Meeting by no later than Thursday, **June 13, 2024, 12:00 midnight (CEST)**, and who are recorded in the share register for the registered shares, are entitled to exercise their shareholder rights, and in particular their voting rights, in person or by proxy.

The registration must be sent in text form (section 126b of the German Civil Code (BGB)) in German or English to:

Brockhaus Technologies AG
c/o Computershare Operations Center
80249 Munich

or

Email: anmeldestelle@computershare.de

Receipt by the Company by the due date and time is decisive.

In accordance with section 67 (2) sentence 1 of the AktG, only those shareholders recorded as such in the share register are deemed to be shareholders of the Company. This means that the voting rights and other shareholder rights to which a duly registered shareholder is entitled at the Annual General Meeting are determined by the registration status in the share register on the day of the Annual General Meeting. For technical processing reasons, however, no transfers will be recorded in the share register in the period **from the end of June 13, 2024**, (technical record date) until the close of the Annual General Meeting ("**transfer entry stop**"). Consequently, the entry status of the share register on the date of the Annual General Meeting will be the status after the last transfer on June 13, 2024.

The transfer entry stop does not mean a freeze on the disposition of the shares. Purchasers of shares whose application to record the transfer is received by the Company after June 13, 2024, cannot therefore exercise voting rights for or other shareholder rights attaching to those shares unless they have been granted power of attorney to do so or authority to exercise these rights. In such cases, the voting rights and other shareholder rights remain with the shareholder entered in the share register until the transfer is recorded. All purchasers of shares in the Company who are not yet recorded in the share register are therefore asked to submit transfer applications in good

time.

Intermediaries, shareholders' associations, proxy advisors within the meaning of section 134a (1) no. 3 and (2) no. 3 of the AktG or other persons deemed equivalent to intermediaries under section 135 (8) of the AktG may only exercise voting rights for shares that do not belong to them but for which they are recorded as holders in the share register on the basis of an authorization. Details relating to this authorization are provided in section 135 of the AktG.

3. Voting by proxy

Provided that the requirements set out in 2. above are met, shareholders have the option of having their voting rights exercised by a proxy holder.

Authorizing a third party

Under section 134 (3) sentence 3 of the AktG, the issuance of a proxy, its revocation, and evidence of authorization provided to the Company must be in text form (section 126b of the BGB), unless a credit institution, other intermediary, shareholders' association, proxy advisor, or an equivalent person or institution as defined in section 135 (8) of the AktG is to be authorized (see below). To authorize a third party, you are welcome to use the registration form sent to you with the invitation to the Annual General Meeting and the proxy and instruction form provided there. You can also find corresponding forms at <https://ir.brockhaus-technologies.com/hv>. However, you may, of course, also issue a separate proxy. The proxy may be submitted to the Company at

Brockhaus Technologies AG
c/o Computershare Operations Center
80249 Munich

or

by email to: anmeldestelle@computershare.de

. For organizational reasons, this must be done by no later than Wednesday, **June 19, 2024, 6:00 p.m. (CEST)**. Receipt by the Company by the stated date and time is decisive. The same applies to any revocation of a proxy.

In addition, the proxy may be issued directly to the proxy holder in text form. In this case, evidence of authorization must be provided to the Company in text form or, under the

conditions set out in section 67c of the AktG, by means of transmission by intermediaries. For organizational reasons, this must also be done by Wednesday, **June 19, 2024, 6:00 p.m. (CEST)** at the latest at the postal address or e-mail address specified in this section 3. **In addition, proof that the power of attorney has been granted can be provided**– without the above deadlines having to be met – **by the proxy presenting the power of attorney granted to him/her at the entrance checkpoint on the day of the Annual General Meeting.**

If a proxy is issued to an intermediary, a shareholders' association, a voting rights advisor, or another person or institution equivalent to them under section 135 (8) of the AktG, special requirements must generally be observed, which must be clarified with the proxy holder in question. We therefore ask shareholders who wish to authorize a corresponding person or institution to exercise their voting rights to consult with the person to be authorized about the form of the proxy.

If a shareholder appoints more than one person to serve as proxy, section 134 (3) sentence 2 of the AktG allows the Company to reject one or more of these persons.

Exercise of voting rights by the proxy holders designated by the Company

Proxies and voting instructions to the proxy holders designated by the Company must be issued in text form (section 126b of the BGB) and may be issued using the proxy and instruction form provided for this purpose on the registration form sent to you with the letter of invitation to the Annual General Meeting. The issuance, amendment and revocation of proxies and instructions to the proxy holders designated by the Company can be made in advance of the Annual General Meeting to

Brockhaus Technologies AG
c/o Computershare Operations Center
80249 Munich

or

Email: anmeldestelle@computershare.de

and must be received there by Wednesday, **June 19, 2024, 6:00 p.m. (CEST)**, inclusive, for organizational reasons. The same applies to proxies and instructions issued under the conditions set out in section 67c of the AktG by means of transmission by intermediaries.

On the day of the Annual General Meeting itself, proxies and instructions to the proxy holders designated by the Company may be issued, amended or revoked at the access control point to the Annual General Meeting using a form provided for this purpose.

The proxy holders designated by the Company will only exercise voting rights on the basis of the issued proxy if they have been issued voting instructions; they are obliged to vote in accordance with the instructions. The proxies designated by the Company will not accept instructions to ask questions, propose motions, or propose candidates, or to declare objections to resolutions of the Annual General Meeting.

Further information on the exercise of voting rights by proxy holders

If declarations on the issuance, revocation or evidence of proxies that differ from each another are received before the Annual General Meeting by different transmission channels, they will be taken into account in the following order, irrespective of the time of receipt: 1. in accordance with section 67c (1) and (2) sentence 3 of the AktG in conjunction with Article 2 (1) and (3) and Article 9(4) of Implementing Regulation ((EU) 2018/1212), 2. by email and 3. by post.

If several declarations are received by the stated time and date via the same transmission channel, the most recently received declaration will be binding. Likewise, the most recently received revocation of a declaration by the stated time and date will apply.

If an individual ballot is held on an agenda item instead of a collective ballot, the instruction issued for this agenda item will apply accordingly to each item of the individual ballot.

4. Requests for additions to the agenda

Shareholders whose shares, when taken together, amount to one-twentieth of the share capital or a notional interest in the share capital of EUR 500,000.00 can require items to be added to the agenda and announced. Each new item must be accompanied by the reasons for it or by a proposed resolution. The request must be addressed in writing to the Company's Executive Board and must be received by the Company at least 30 days before the Annual General Meeting (not including the day of receipt), i.e. by Monday, **May 20, 2024, 12:00 midnight (CEST)**.

Please direct corresponding notices to the following address:

Brockhaus Technologies AG

- Executive Board -

Thurn-und-Taxis-Platz 6

60313 Frankfurt am Main

Applicants must provide evidence that they have been holders of the shares for at least 90 days preceding the date of receipt of the notice and that they will hold the shares until the Executive Board makes a decision on the application (sections 122 (2) and 122 (1) sentence 3 of the AktG, as well as section 70 of the AktG). Section 121 (7) of the AktG applies, with the necessary modifications.

To the extent that they have not already been announced with the notice convening the Annual General Meeting, additions to the agenda to be announced will be announced in the same way as the notice convening the Annual General Meeting.

5. Shareholders' counter motions and proposals for elections

Shareholders can submit counter motions and election proposals in advance of the Annual General Meeting. Without prejudice to the grounds for exclusion set out in section 126 (2) of the AktG, the Company will make corresponding counter motions and election proposals, including the name of the shareholder, the reasons (although this is not required for election proposals) and any statement by the management, available on the Company's website at <https://ir.brockhaus-technologies.com/hv> if the shareholder sends them to the Company at the following address at least 14 days before the Annual General Meeting, i.e. by Wednesday, **June 5, 2024, 12:00 midnight (CEST)**

Brockhaus Technologies AG

Thurn-und-Taxis-Platz 6

60313 Frankfurt am Main

or

by email to: ir@brockhaus-technologies.com

. Counter motions and proposals for election submitted to another address will not be considered.

In addition to the grounds referred to in section 126 (2) of the AktG, the Executive Board is also not required to make a proposal for election available if, among other things, the proposal does not contain the name, occupation and place of residence of the nominee.

Proposals for the election of Supervisory Board members also do not have to be made available if they are not accompanied by information on memberships of the proposed Supervisory Board candidates of other statutory supervisory boards (see section 127 sentence 3 in conjunction with section 124 (3) sentence 4 and section 125 (1) sentence 5 of the AktG).

Please note that countermotions and election proposals, even if they have been submitted to the Company in advance, will only be considered at the Annual General Meeting if they are made or submitted there. The right of every shareholder entitled to attend the Annual General Meeting to put forward countermotions or make proposals for election relating to the various items on the agenda or election proposals during the Annual General Meeting, without previously submitting them to the Company, remains unaffected.

6. Information on the rights of shareholders to receive information in accordance with section 131 (1) of the AktG

In accordance with section 131 (1) of the AktG, each shareholder is entitled to request information from the Executive Board during the Annual General Meeting on matters relating to the Company, provided that the information is required for the proper assessment of the item of the agenda, and there is no right to refuse disclosure. The right to receive information can only be exercised at the Annual General Meeting. It also extends to the legal and business relationships of the Company with its affiliated companies. Additionally, the right to receive information also relates to the position of the Group and the companies included in the consolidated financial statements. Please note that the Executive Board may refuse to provide such information under the conditions set out in section 131 (3) of the AktG.

7. Documents relating to the Annual General Meeting; further explanations on the Company's website

All documents relating to the Annual General Meeting and in particular the information under section 124a of the AktG are available online at

<https://ir.brockhaus-technologies.com/hv>

Access: The documents will also be available on the above website during the Annual General Meeting and – where necessary – will be explained in greater detail at the Annual General Meeting.

You will also find further explanations of the rights of shareholders under sections 122 (2), 126 (1), 127 and 131 (1) of the AktG at <https://ir.brockhaus-technologies.com/hv>.

8. Information on data protection for shareholders

Brockhaus Technologies AG is responsible for processing your personal data. Information on how your personal data is processed in connection with the Annual General Meeting and the share register can be found at

<https://ir.brockhaus-technologies.com/hv>

We will also be pleased to send it to you by post.

Frankfurt am Main, April 2024

Brockhaus Technologies AG

The Executive Board