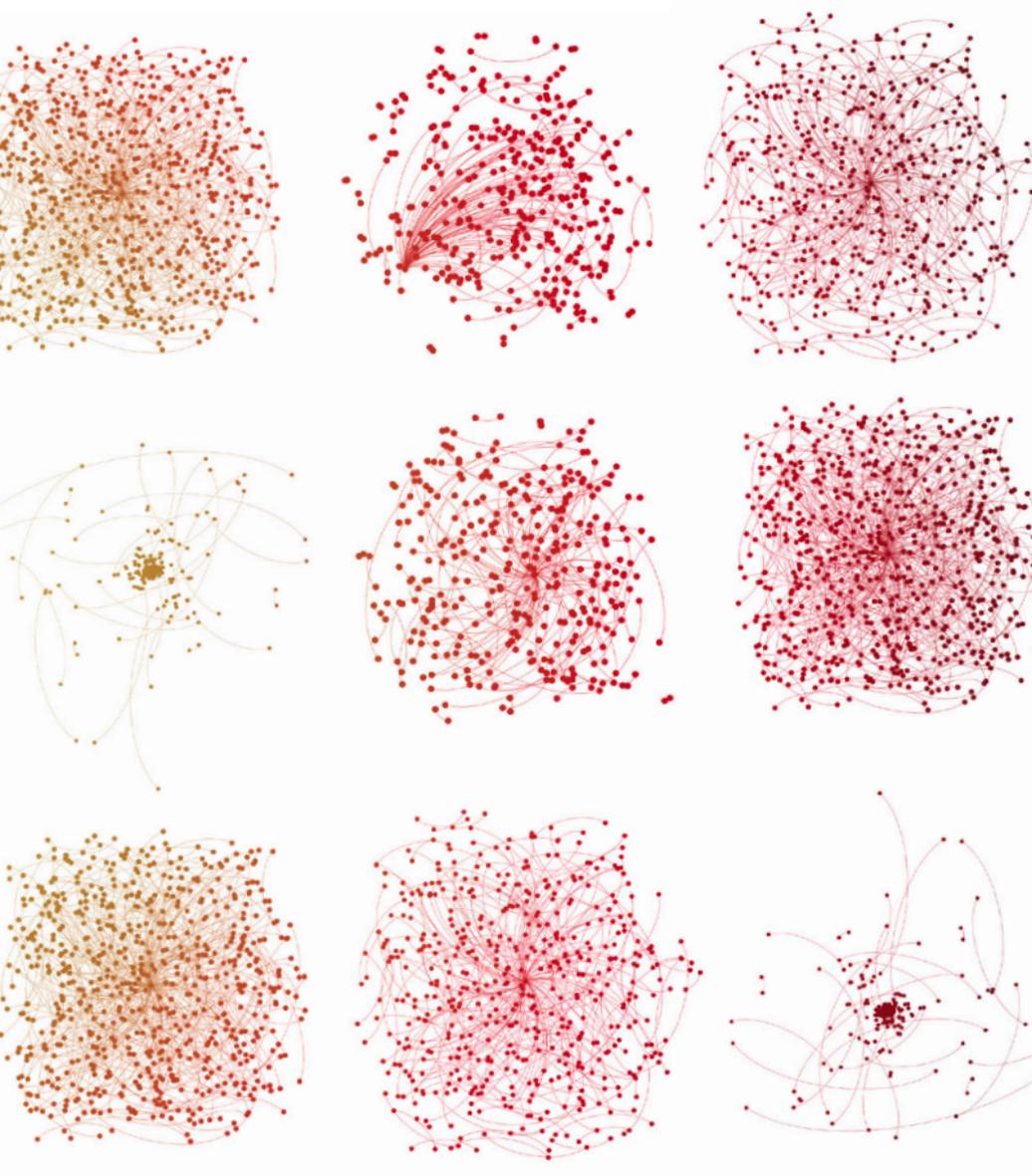

Ordinary Annual General Meeting Financial Year 2017/18

on 7 March 2019 in Zwingenberg (Bergstraße)



B•R•A•I•N

Invitation to the Ordinary Annual General Meeting

We hereby invite the shareholders to the Ordinary Annual General Meeting (AGM) to be held

**on 7 March 2019, at 10:30 a.m.
in the Melibokushalle, Melibokusstrasse 10,
64673 Zwingenberg, Germany.**

A. Agenda

1. Submission of the adopted separate annual financial statements and approved consolidated financial statements of B.R.A.I.N. Biotechnology Research and Information Network AG for the fiscal year ending 30 September 2018, the separate management report and Group management report for the fiscal year from 1 October 2017 until 30 September 2018 with the explanatory reports relating to disclosures pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB), as well as the report by the Supervisory Board for the fiscal year from 1 October 2017 to 30 September 2018

The aforementioned documents can be viewed and downloaded from the Company's website at www.brain-biotech.de/en/investor-relations/annual-general-meetings. They will also be accessible and explained during the AGM. These documents serve to inform the AGM about the past fiscal year as well as about the position of the Company and the Group. Statutory legislation does not require a resolution on this agenda item as the Supervisory Board has approved the separate annual financial statements, which have already been adopted as a consequence.

2. Resolution concerning discharging the Supervisory Board for the fiscal year from 1 October 2017 to 30 September 2018

The Management and Supervisory boards propose that the Management Board members in the fiscal year from 1 October 2017 to 30 September 2018 be discharged for this period.

3. Resolution concerning discharging the Supervisory Board for the fiscal year from 1 October 2017 to 30 September 2018

The Management and Supervisory boards propose that the Supervisory Board members in the fiscal year from 1 October 2017 to 30 September 2018 be discharged for this period.

4. Election of the auditor of the separate financial statements and the auditor of the consolidated financial statements for the fiscal year from 1 October 2018 to 30 September 2019

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

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft,
Stuttgart,

to be the auditor of the separate and consolidated financial statements for the fiscal year from 1 October 2018 to 30 September 2019.

For the aforementioned audit services, the Audit Committee, pursuant to Article 16 (2) of EU Directive No. 537/2014 of the European Parliament and of the Council dated 16 April 2014 concerning specific requirements made of the auditing of financial statements of public-interest entities, and replacing resolution 2005/909/EC of the Commission, has recommended that the Supervisory Board renew the audit mandate of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart.

5. Election to the Supervisory Board

The terms of office of the Supervisory Board members Dr. Ludger Müller and Christian Körfgen conclude at the end of the AGM on 7 March 2019. As a consequence two Supervisory Board members are to be elected by the AGM.

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

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

a) Prof. Dr. Bernhard Hauer,
University Professor, University of Stuttgart,
Chair of Technical Biochemistry

and

b) Dr. Michael Majerus, Ottobrunn,
Member of the Management Board and CFO of SGL Carbon SE,
Wiesbaden

as Supervisory Board members with effect from the end of the AGM on 7 March 2019 until the end of the AGM that approves the discharge of the Supervisory Board for the fiscal year from 1 October 2021 until 30 September 2022.

The election proposal takes into consideration the targets the Supervisory Board has approved for its composition, and aims to satisfy the competency profile developed for the plenary board. The targets and competency profile are published in the corporate governance report for the 2017/18 fiscal year, which are included in the 2017/18 annual report and form part of the documents submitted in relation to agenda item 1.

In selecting the candidates, the Supervisory Board has paid particular attention to ensuring that they possess the experience and expertise required to exercise their Supervisory Board mandates, as well as the necessary sector, specialist and corporate knowledge. Furthermore, the Supervisory Board has ensured that the candidates can afford the time required for the role. In the Supervisory Board's assessment, the candidates proposed for election are familiar with the business area in which the Company is active, and with the capital market environment.

Supplementary disclosures and information about the proposed candidates, especially information pursuant to Section 125 (1) Clause 5 AktG, a curriculum vitae of the candidate as well as further information relating to the recommendations of the German Corporate Governance Code are reproduced in Section B Subsection 6 of this invitation and can be viewed on the Company's website at

www.brain-biotech.de/en/investor-relations/annual-general-meetings

6. Resolution on the cancellation of the authorization resolution of the AGM of 8 July 2015 to set up a stock option plan, on the reduction of the Conditional Capital 2015 / II, on the authorization to set up a new stock option plan by issuing stock options with subscription rights for shares of B.R.A.I.N. Biotechnology

Research and Information Network AG, on the creation of a Conditional Capital 2019 / I, and on the amendments to the by-laws required for this purpose.

On 8 July 2015, the Company's AGM authorized the Management Board under agenda item 4, with the consent of the Supervisory Board, to set up a stock option plan and to issue up to a total of 1,272,581 stock options with subscription rights to shares in the Company with a term of up to eight years to members of the Management Board, to selected executives, to members of the management of Group companies and to selected executives and other top performers of Group companies. The Conditional Capital 2015 / II approved to cover the stock options to be issued was entered in the Commercial Register on 1 October 2015.

For predominantly accounting reasons, the Management and Supervisory boards decided not to utilize the authorization to issue stock options for the time being. The stock option plan was not launched until September 2017, on the basis of which stock options were then issued – and on the only occasion to date – during the third quarter of the past fiscal year to the Management Board and to executives of the Company. A total of 123,000 stock options have been issued to date, as a consequence of which the authorization to issue stock options has been utilized to only a very limited extent. The stock options allocated to former Management Board member Mr. Frank Goebel expired without replacement upon his departure from the Company's services in accordance with the subscription terms and conditions.

On the basis of the authorization resolution of 8 July 2015 and of the stock option plan that is based upon it, stock options may only be issued up until 2020 and, in accordance with the subscription conditions and taking into consideration the periods blocked for issue, only once per year in a limited amount. As a consequence, the authorization resolution and the stock option plan can no longer be utilized to its full extent until the expiration of the authorization period and can also no longer be implemented in a meaningful manner. This also applies especially to the issue of stock options to members of the Management Board. The discussions in the Company's Supervisory Board have shown that, following the expansion of the Management Board to comprise three persons at the beginning of the second

quarter of the current fiscal year, the total number of stock options provided for in the authorization resolution for Management Board members for the term of the stock option plan is insufficient to provide an appropriate incentive and remuneration for all Management Board members.

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

For this reason, the Management and Supervisory boards support the issue of stock options beyond the year 2020, whereby the total number of stock options to be issued is to be adjusted to reflect the currently available share capital within the scope of the statutory provisions, and are thereby to be increased to an acceptable extent. In order to achieve the greatest possible incentive for the Company's top performers, the total volume of stock options will in future be available for issue to Management Board members, other selected executives and top performers of the Company. In addition, the key points and overall financial and business conditions from the currently applicable stock option plan – in particular the provisions on the term of the options, the subscription value, the performance target and the exercise price – are to be adopted into a new stock option plan.

The validity and effectiveness of the 123,000 stock options currently issued on the basis of the authorization resolution of 8 July 2015 will be thereby unaffected. As a result, Conditional Capital 2015 / II, which will no longer be required in full after the existing authorization, has been revoked and will be reduced to € 123,000.00. As a consequence, the holders of the stock options issued on the basis of the authorization of 8 July 2015 are not impaired in relation to their rights associated with the stock options, and are protected even after a reduction of Conditional Capital 2015 / II. No stock options were issued to members of the managements of subsidiaries or other employees of subsidiaries.

To implement these objectives, the Management and Supervisory boards approve the cancellation of the existing authorization to issue stock options to the extent that it has not been exercised, the reduction to € 123,000.00 of the Conditional Capital 2015 / II required to cover the 123,000 stock options currently issued, the authorization to set up a new stock option plan to issue stock options and the creation of a new Conditional Capital 2019 / I to cover the stock options to be issued on the basis of the new stock option plan.

The Management and Supervisory boards propose passing the following resolution:

1. Cancellation of the currently existing authorization to issue stock options, reduction of Conditional Capital 2015 / II and amendment of the bylaws required for this purpose
 - a) The authorization to issue stock options with subscription rights for shares of B.R.A.I.N. Biotechnology Research and Information Network AG approved under agenda item 4 of the AGM on 8 July 2015 is revoked to the extent that it has not been exercised.
 - b) Conditional Capital 2015 / II shall be reduced by € 1,149,581.00 from € 1,272,581.00 to € 123,000.00.
 - c) Section 5 (4) of the bylaws shall be amended and shall read as follows in the future:

"The Company's share capital shall be conditionally increased by up to € 123,000.00 through issuing up to 123,000 new ordinary registered shares. The conditional capital shall serve exclusively to service subscription rights from stock options that have been granted to members of the Company's Management Board as well as managers and other employees of the Company in senior positions on the basis of the authorization by resolution of the AGM of 8 July 2015. The conditional capital increase shall be implemented only to the extent that the holders of issued subscription rights utilize them, and the Company does not grant treasury shares or cash settlement to satisfy such subscription rights. The new shares shall participate in profits from the beginning of the fiscal year for which no reso-

lution on the appropriation of net retained profits has been passed at the time the subscription rights are exercised (Conditional Capital 2015 / II). The Management Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase."

2. Authorization to issue stock options with subscription rights for shares of B.R.A.I.N. Biotechnology Research and Information Network AG, creation of a new Conditional Capital 2019 / I and amendments to the bylaws required for this purpose
 - a) The Management Board shall be authorized, with the approval of the Supervisory Board, to issue, within the scope of a stock option plan and subject to the following provisions, until 6 March 2024 up to 1,682,578 stock options with subscription rights for shares of B.R.A.I.N. Biotechnology Research and Information Network AG with a term of up to eight (8) years with the provision that each stock option should grant the right to subscribe for one share. As far as issuing stock options to members of the Management Board of B.R.A.I.N. Biotechnology Research and Information Network AG is concerned, this authorization shall be valid for the Supervisory Board alone. The stock options may also be assumed by a bank with the obligation to transfer them to beneficiaries who alone shall be entitled to exercise the subscription rights in accordance with the instructions of B.R.A.I.N. Biotechnology Research and Information Network AG.

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

(1) Beneficiaries

Subscription rights can be issued only to Management Board members, selected executives and other top performers of B.R.A.I.N. Biotechnology Research and Information Network AG. The selection of persons and the determination of the number of subscription rights to be issued in each case shall be the responsibility of the Company's Management Board; to the extent that sub-

scription rights are to be allocated to members of the Management Board, the Supervisory Board shall be responsible for determining such allocations.

The following can be issued:

- (i) a maximum total of up to 841,289 subscription rights to the members of the Management Board of B.R.A.I.N. Biotechnology Research and Information Network AG;
- (ii) a maximum total of up to 841,289 subscription rights to selected executives and other top performers of B.R.A.I.N. Biotechnology Research and Information Network AG.

The beneficiaries must be members of the Management Board of B.R.A.I.N. Biotechnology Research and Information Network AG at the time the stock options are issued or must be in an untermiated employment relationship with B.R.A.I.N. Biotechnology Research and Information Network AG. For members of the Management Board of B.R.A.I.N. Biotechnology Research and Information Network AG, the Supervisory Board must agree a cap for extraordinary, unforeseen developments.

The subscription value for one stock option shall be the simple (not turnover-weighted) arithmetic mean rounded to two decimal places of the closing prices of the B.R.A.I.N. Biotechnology Research and Information Network AG shares in the closing auction of the XETRA trading system (or a comparable successor system) of the Frankfurt Stock Exchange during the last ten (10) trading days prior to the issue of the respective stock option.

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

- (i) the issue of stock options to Management Board members, stating the names of the benefitting Man-

agement Board members and the number of stock options granted;

- (ii) the number of subscription rights from stock options exercised by members of the Management Board in the past fiscal year, whereby the exercise prices paid and the number of stock options held by members of the Management Board at the time of the annual financial statements must be stated.

(2) Subscription right

Each stock option shall grant the holder the right to subscribe for one registered share of B.R.A.I.N. Biotechnology Research and Information Network AG after the expiry of the waiting period and within an exercise period, against payment of the exercise price, provided that the performance target has been achieved. The new shares shall participate in profits from the start of the fiscal year for which no resolution on the appropriation of net retained profits has yet been passed at the time when the subscription rights are exercised.

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

(3) Purchasing periods

The stock options may be issued during the term of the authorization at up to three points in time during a fiscal

year, whereby an issue must occur in at least three fiscal years during the term of the authorization. No more than 50% of the total volume of stock options may be issued within a fiscal year.

An issue shall be excluded during the following periods:

- (i) in the period from one month prior to the publication of a quarterly report, a half-yearly financial report or annual financial statements, up to and including the first banking day following the publication of the respective financial report;
- (ii) in the period between the day on which the AGM of B.R.A.I.N. Biotechnology Research and Information Network AG is convened, and including the first banking day after the respective AGM.

The issue date shall be deemed to be the day on which B.R.A.I.N. Biotechnology Research and Information Network AG or the bank mandated by B.R.A.I.N. Biotechnology Research and Information Network AG to process the transaction receives the beneficiary's subscription declaration.

(4) Waiting period, exercise periods and option term

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

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

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

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

Including the waiting period, the subscription rights can be exercised within a maximum of eight (8) years from the issue date of the respective stock options. A shorter exercise period can be specified in the subscription conditions. Statutory restrictions, especially restrictions pursuant to the German Securities Trading Act (WpHG) and the Market Abuse Regulation (EU) No. 596/2014 (MAR), shall be hereby unaffected.

(5) Exercise price

The exercise price for one ordinary share shall correspond to the simple (not turnover-weighted) arithmetic mean rounded to two decimal places of the closing prices of the B.R.A.I.N. Biotechnology Research and Information Network AG shares in the closing auction of the XETRA trading system (or a comparable successor system) of the Frankfurt Stock Exchange during the last ten (10) trading days prior to the issue of the respective stock option. In any instance, the minimum exercise price shall be the lowest issue price in the meaning of Section 9 (1) of the German Stock Corporation Act (AktG).

(6) Performance target

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

the difference between

the simple (not turnover-weighted) arithmetic mean rounded to two decimal places of the closing prices of the B.R.A.I.N. Biotechnology Research and Information Network AG shares in the closing auction of the XETRA trading system (or a comparable successor system) of the Frankfurt Stock Exchange during the last ten (10) trading days prior to the exercise of the stock options,

and

the simple (not turnover-weighted) arithmetic mean rounded to two decimal places of the closing prices of the B.R.A.I.N. Biotechnology Research and Information Network AG shares in the closing auction

of the XETRA trading system (or a comparable successor system) of the Frankfurt Stock Exchange during the last ten (10) trading days prior to the day of the issue of the respective stock options,

taking into consideration any cumulative dividend payments per share during the period between these two dates, corresponds to an increase in the market price of the no-par-value shares of at least 6% per annum.

(7) Dilution protection

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

In the event of a capital increase from Company funds by issuing new shares, the conditional capital shall be increased in the same ratio as the share capital in accordance with Section 218 of the German Stock Corporation Act (AktG). The beneficiaries' entitlement to subscribe for new shares by exercising their subscription rights shall increase in the same proportion, and the exercise price per share shall be reduced in the same proportion. If the capital increase is realized from Company funds without issuing new shares in accordance with Section 207 (2) Clause (2) of the German Stock Corporation Act (AktG),

the subscription right and the exercise price shall be unchanged. In the event of a capital reduction, the exercise price or the subscription right ratio shall not be adjusted if the total number of shares is unchanged by the capital reduction, or if the reduction is associated with a capital repayment or a purchase of treasury shares against payment. In the event of a capital reduction by way of share consolidation without capital repayment, and in the event of an increase in the number of shares without capital change (share split), the number of shares that can be acquired for one subscription right each at the exercise price shall be reduced or increased in proportion to the capital reduction or share split; the exercise price for one share shall be adjusted in the same proportion. If an adjustment is made in accordance with the above paragraphs, fractions of shares shall not be granted on exercise of the subscription right; no cash settlement shall be made in this respect.

(8) Non-transferability and expiry of subscription rights

The stock options shall be non-transferable.

The subscription conditions can provide for special regulations with regard to the exercisability and expiration of the stock options in the event that the holder of the respective stock options is no longer a member of the Management Board or no longer employed by B.R.A.I.N. Biotechnology Research and Information Network AG. Furthermore, the subscription conditions can include special provisions for the decease or retirement of the holder of the respective stock options. As far as members of the Management Board of B.R.A.I.N. Biotechnology Research and Information Network AG are concerned, the Supervisory Board shall be responsible for determining such special regulations.

(9) Further regulations

The Management Board shall be authorized, with Supervisory Board consent, to determine the further details of

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

b) Creation of Conditional Capital 2019 / I

The Company's share capital shall be conditionally increased by up to € 1,682,578.00 through issuing up to 1,682,578 new ordinary registered shares. The conditional capital shall serve exclusively to service subscription rights from stock options that have been granted to members of the Company's Management Board as well as other employees of the Company in senior positions on the basis of the authorization issued by the resolution of the AGM of 7 March 2019. The conditional capital increase shall be implemented only to the extent that the holders of issued subscription rights utilize them, and the Company does not grant treasury shares or cash settlement to satisfy such subscription rights. The new shares shall participate in profits from the start of the fiscal year for which no resolution on the appropriation of net retained profits has been passed at the time when the subscription rights are exercised (Conditional Capital 2019 / I). The Management Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

c) After Article 5 (4) of the bylaws, a new Article 5 (5) shall be inserted with the following wording:

"The Company's share capital shall be conditionally increased by up to € 1,682,578.00 through issuing up to 1,682,578 new ordinary registered shares. The conditional capital shall serve exclusively to service subscription rights from stock options that have been granted to members of the Company's Management Board as well as other employees of the Company in senior positions on the basis of the authorization issued by the resolution of the AGM of 7 March 2019. The conditional capital increase shall be implemented only to the extent that the holders of issued subscription rights utilize them, and the Company

does not grant treasury shares or cash settlement to satisfy such subscription rights. The new shares shall participate in profits from the start of the fiscal year for which no resolution on the appropriation of net retained profits has been passed at the time when the subscription rights are exercised (Conditional Capital 2019 / I). The Management Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase."

- d) The wording of the provision previously contained in Article 5 (5) of the bylaws shall be adopted unchanged in a new Article 5 (6) of the bylaws, which is to be inserted. The new Article 5 (6) of the bylaws, which is to be inserted, shall be worded as follows:

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

B.

Further information about the convening of the AGM

1. Preconditions for AGM participation and exercising voting rights

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

28 February 2019, by 24:00 hours

at the following address:

B.R.A.I.N. Biotechnology Research and Information Network AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (89) 889 690 633
Email: BRAIN@better-orange.de

or electronically using the password-protected shareholder portal on the Company's website at

www.brain-biotech.de/en/investor-relations/annual-general-meetings

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

other shareholders entered in the share register will receive their shareholder number and an access password with the convening letter to the AGM. The registration form can be downloaded from the Company's website at <https://www.brain-biotech.de/investor-relations/annual-general-meetings>, and can also be requested from the registration address above by post, fax or email.

As far as the Company is concerned, pursuant to Section 67 (2) Clause 1 of the German Stock Corporation Act (AktG), only those parties shall be deemed to be shareholders that are registered as shareholders in the share register. The status of the share register on the AGM date is consequently the determining factor for the right to participate as well as for the number voting rights attributable to parties entitled to participate in the AGM. Please note that, pursuant to Section 18 (4) of the bylaws, no reregistrations can be made in the share register from the end of the last registration day (28 February 2019; so-called Technical Record Date) until the end of the AGM (so-called reregistration stop). The status of the share register on the AGM date consequently corresponds to its status on 28 February 2019, 24:00 hours.

Shareholders can dispose of their shares despite the reregistration stop. Buyers of shares whose reregistration applications do not reach the Company until after 28 February 2019, however, can only exercise participation rights and voting rights deriving from such shares if the shareholder that is still entered in the share register and properly registered for the AGM authorizes them, or they themselves have authorized the exercise of rights. All purchasers of the Company's shares that are not yet entered in the share register are consequently requested to submit reregistration applications as quickly as possible.

2. Proxy voting procedure

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

Issuing proxy authorizations that are not issued to a bank, shareholder association or other persons equivalent to those as set out in

Section 135 of the German Stock Corporation Act (AktG), their revocation, and the proof of authorization to the Company shall require textual form as the form prescribed by law for listed companies. The statement issuing the authorization can be made to the proxy or the Company. The proof of an authorization issued to the proxy can be made to the Company insofar as the proxy presents such authorization to the registration desk on the AGM day or sends the related proof to the Company. The regulations contained in Section 135 of the German Stock Corporation Act (AktG) are hereby unaffected.

The Company provides the following address for the statement of issuing authorization to the Company, the revocation of an authorization already issued, and the conveying of the proof of the authorization by post, fax or email:

B.R.A.I.N. Biotechnology Research and Information Network AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (89) 889 690 633
Email: BRAIN@better-orange.de

Likewise, the password-protected shareholder portal on the Company's website at <https://www.brain-biotech.de/en/investor-relations/annual-general-meetings> is available for this purpose. If the authorization is issued by a statement to the Company, separate proof of issuing the authorization is dispensed with.

A form that can be utilized to issue an authorization will be sent to shareholders receiving the invitation by post together with the postal invitation. In addition, the form is reproduced on the entrance ticket and can also be downloaded from the Company's website at <https://www.brain-biotech.de/en/investor-relations/annual-general-meetings>. If a shareholder authorizes more than one individual, the Company is entitled to reject one or several such individuals.

Particularities can apply for the authorization of banks, shareholder associations and other persons and institutions deemed equivalent in Section 135 (8) and (10) in combination with Section 125 (5) of the German Stock Corporation Act (AktG), as well as for the revocation and proof of such authorization. Shareholders are requested in such

cases to timely coordinate with the person or institution to be authorized concerning the form and procedure relating to the issuing of authorization. A bank can exercise the voting rights from registered shares it does now own, but for which it is entered in the share register as owner, only on the basis of an authorization.

3. Procedure for voting by company proxy

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

www.brain-biotech.de/en/investor-relations/annual-general-meetings

or can be filled out and submitted electronically through the password-protected shareholder portal. Authorizations and instructions for the company proxy must be submitted to the Company in textual form if the submission is not made through the password-protected shareholder portal.

For organizational reasons, shareholders wishing to authorize the Company proxy before the AGM are requested to submit authorizations along with instructions, irrespective of timely registration according to the aforementioned provisions, at the latest by **6 March 2019, 18:00 hours (receipt)**, by post, fax or email to the following address

B.R.A.I.N. Biotechnology Research and Information Network AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (89) 889 690 633
Email: BRAIN@better-orange.de

or electronically using the password-protected shareholder portal on the Company's website at

www.brain-biotech.de/en/investor-relations/annual-general-meetings

Authorization of company proxies does not exclude personal participation at the AGM. If shareholders wish to exercise their voting rights personally or by another proxy after having already authorized the company proxy, personal participation or participation by another proxy shall be regarded as revocation of the authorization of the company proxy. Forms provided for authorization include corresponding statements. We also offer the opportunity to shareholders that are entered in the share register according to the aforementioned provisions, that have registered on time for the AGM and are also present at the AGM, to also authorize, by the start of the AGM, the company proxy to exercise their voting rights.

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

www.brain-biotech.de/en/investor-relations/annual-general-meetings

4. Postal voting procedure

Section 19 (3) of the bylaws enables shareholders to vote by post without participating at the AGM in the manner described below. In this case, too, entry in the share register and timely registration for the AGM according to the provisions above are required. Postal votes that cannot be allocated to a proper registration shall be void. Please note that issuing votes by way of postal voting shall be restricted to voting on the resolutions announced in the convening document as proposed by the Management Board and/or Supervisory Board as well as any resolutions proposed by shareholders that are announced as part of any supplements to the agenda pursuant to Section 122 (2) of the German Stock Corporation Act (AktG).

Voting by way of postal voting shall occur in writing or by means of electronic communication and, irrespective of timely registration according to the aforementioned provisions, must be submitted to the Company at the latest by **6 March 2019, 18:00 hours (receipt)**.

Shareholders wishing to vote by postal voting are requested to use either the form sent by post with the invitation, the form on the entrance ticket or the form that can be downloaded from the Company's website at

www.brain-biotech.de/en/investor-relations/annual-general-meetings

to fill it out completely, and submit it by post or email to the following address

B.R.A.I.N. Biotechnology Research and Information Network AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (89) 889 690 633
Email: BRAIN@better-orange.de

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

www.brain-biotech.de/en/investor-relations/annual-general-meetings

The aforementioned deadline for receipt shall be valid in all instances. The modification or revocation of already issued postal votes shall be possible in the same manner until the aforementioned date. Further details about postal voting can be found in the form sent by post with the invitation. The information can also be downloaded from the Company's website at www.brain-biotech.de/en/investor-relations/annual-general-meetings.

Postal voting shall not exclude participation at the AGM. If shareholders wish to exercise their voting rights personally or by a proxy, having already voted by post, personal participation or participation by a proxy shall be regarded as revocation of the postal vote. Forms to be utilized for postal voting include corresponding statements. Authorized banks, shareholder associations and persons and institutions deemed equivalent to these pursuant to Section 135 (8) and (10) in combination with Section 125 (5) AktG can utilize postal voting.

5. Shareholders' rights

Motions to supplement the agenda pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)

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

4 February 2019, by 24:00 hours

at the following address:

B.R.A.I.N. Biotechnology Research and Information Network AG
The Management Board
Darmstädter Strasse 34–36
64673 Zwingenberg

Countermotions and election proposals by shareholders pursuant to Sections 126 (1), 127 of the German Stock Corporation Act (AktG)

Shareholders can submit to the Company countermotions against a proposal by the Management Board and/or Supervisory Board on a particular agenda item as well as proposals relating to the election of Supervisory Board members and auditors. Pursuant to Section 126 (1) of the German Stock Corporation Act (AktG), the Company shall make countermotions including the name of the shareholder, the related explanation and any opinion of the management accessible on the Company's website at www.brain-biotech.de/en/investor-rela

tions/annual-general-meetings, if countermotions are submitted to it with a justification of these 14 days before the AGM, whereby the AGM date and the date of receipt shall not be included in the calculation, **in other words, at the latest on**

20 February 2019, by 24:00 hours

at the following address:

B.R.A.I.N. Biotechnology Research and Information Network AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (89) 889 690 633
Email: BRAIN@better-orange.de

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

Attention is drawn expressly to the fact that countermotions and election proposals can be taken into consideration at the AGM only if they are submitted or conveyed verbally there, including subject to having been submitted on time in advance to the Company. The right of each shareholder during the AGM to submit countermotions to a particular agenda item or election proposals, including without previous submission to the Company, shall be hereby unaffected.

Right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)

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

Notes and information on the corporate website

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

www.brain-biotech.de/en/investor-relations/annual-general-meetings

6. Supplementary disclosures and information about agenda item 5 (Supervisory Board election)

Disclosures pursuant to Section 125 (1) Clause 5 AktG on memberships in other statutory supervisory boards and comparable domestic and foreign controlling bodies of business enterprises

a) Prof. Dr. Bernhard Hauer

Prof. Dr. Bernhard Hauer is not a member of other statutory supervisory boards.

Prof. Dr. Bernhard Hauer is not a member of comparable domestic or foreign supervisory bodies of commercial enterprises.

Curriculum vitae of the proposed candidate Prof. Dr. Bernhard Hauer

Prof. Dr. Bernhard Hauer was born in Bretten in 1955. After studying biology at the University of Hohenheim, he took his doctorate at the Institute of Microbiology under Prof. F. Lingens. He then worked as a postdoctoral fellow at the University of Chicago, before joining BASF, Ludwigshafen, as a scientist in 1983, where he established the biocatalysts business and was eventually appointed Vice President. At the same time, he was active at the University of Heidelberg where he took his postdoctoral qualification in molecular biology. In 2009, he became head of the Institute of Biochemistry and Technical Biochemistry at the University of Stuttgart. His research focuses on the development of enzymes for non-physiological reactions and the development of new biosynthetic pathways. This work opens up access to new chemical products and materials. Besides his work as a university professor, Prof. Dr. Hauer is a member of the scientific advisory boards of Biosyntia ApS, Provivi, Inc., Arzeda Corporation and Leibniz Institute DSMZ – Deutsche Sammlung von Mikroorganismen und Zellkulturen GmbH.

Disclosures of personal or business relationships of the proposed candidate Prof. Dr. Bernhard Hauer pursuant to Section 5.4.1 of the German Corporate Governance Code

According to the Supervisory Board's assessment and knowledge, the proposed election candidate Prof. Dr. Bernhard Hauer is not in any personal or business relationships with the Company or Group companies, the Company's boards, or a shareholder holding a significant interest in the Company, that would require notification pursuant to Section 5.4.1 of the German Corporate Governance Code.

b) Dr. Michael Majerus

Dr. Michael Majerus is a member of the following other statutory supervisory boards:

- Supervisory Board of SGL Carbon GmbH, Meitingen

Dr. Michael Majerus is a member of the following comparable domestic and foreign controlling bodies of business enterprises:

- Supervisory Board of SGL CARBON LLC, Charlotte, USA
- Management Board (non-executive) of Deutsches Aktieninstitut e.V., Frankfurt am Main

Curriculum vitae of the proposed candidate Dr. Michael Majerus

Dr. Michael Majerus, born on 6 February 1961 in Cologne, studied business administration at the University of Cologne, graduating with a degree in business administration. After completing his doctorate in economics at the University of Siegen in 1989, he began his career in controlling at Mannesmann AG. In the following years, he held various management positions in the Mannesmann Group's finance department. From 1999 to 2000, he was responsible as the central divisional head of controlling and accounting. Following the takeover of the Mannesmann Group by Vodafone, Dr. Majerus worked in the same function for the industrial companies grouped under ATECS Mannesmann AG. From the end of 2000 to 2006, he was a member of the Management Board and CFO of the Memory Products Division of Infineon Technologies AG. When the division became legally independent as Qimonda AG in 2006, he was appointed the company's CFO and employee relations director, and implemented the company's IPO in New York. After leaving Qimonda AG, he was a member of the Management Board (CFO) of PHOENIX Pharmahandel GmbH & Co KG from 2009 to 2013. He has been CFO of SGL Carbon SE since July 2014. Besides his professional activity and the aforementioned memberships of supervisory boards or comparable controlling bodies, Dr. Majerus is also a member of the Central Region Advisory Board of Commerzbank AG, and a member of the Advisory Board of Landesbank Baden-Württemberg.

Disclosures of personal or business relationships of the proposed candidate Dr. Michael Majerus pursuant to Section 5.4.1 of the German Corporate Governance Code

According to the Supervisory Board's assessment and knowledge, the proposed election candidate Dr. Michael Majerus is not in any personal or business relationships with the Company or Group companies, the Company's boards, or a shareholder holding a significant interest in the Company, that would require notification pursuant to Section 5.4.1 of the German Corporate Governance Code.

The above conveyed information about the candidate proposed for election can also be viewed on the Company's website at

www.brain-biotech.de/en/investor-relations/annual-general-meetings

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

The Company's share capital amounts to € 18,055,782.00 on the convening date and is divided into 18,055,782 shares which are equally voting-entitled and grant one vote each. The Company holds no treasury stock on the AGM convening date. The total number of shares and voting rights on the AGM convening date consequently amounts to 18,055,782.

8. Information about data protection for shareholders pursuant to the EU General Data Protection Regulation (GDPR)

Pursuant to the EU General Data Protection Regulation (GDPR), new data protection regulations have been in force since 25 May 2018. Detailed information on the processing of shareholders' personal data can be obtained from the Company's website at

www.brain-biotech.de/en/investor-relations/annual-general-meetings

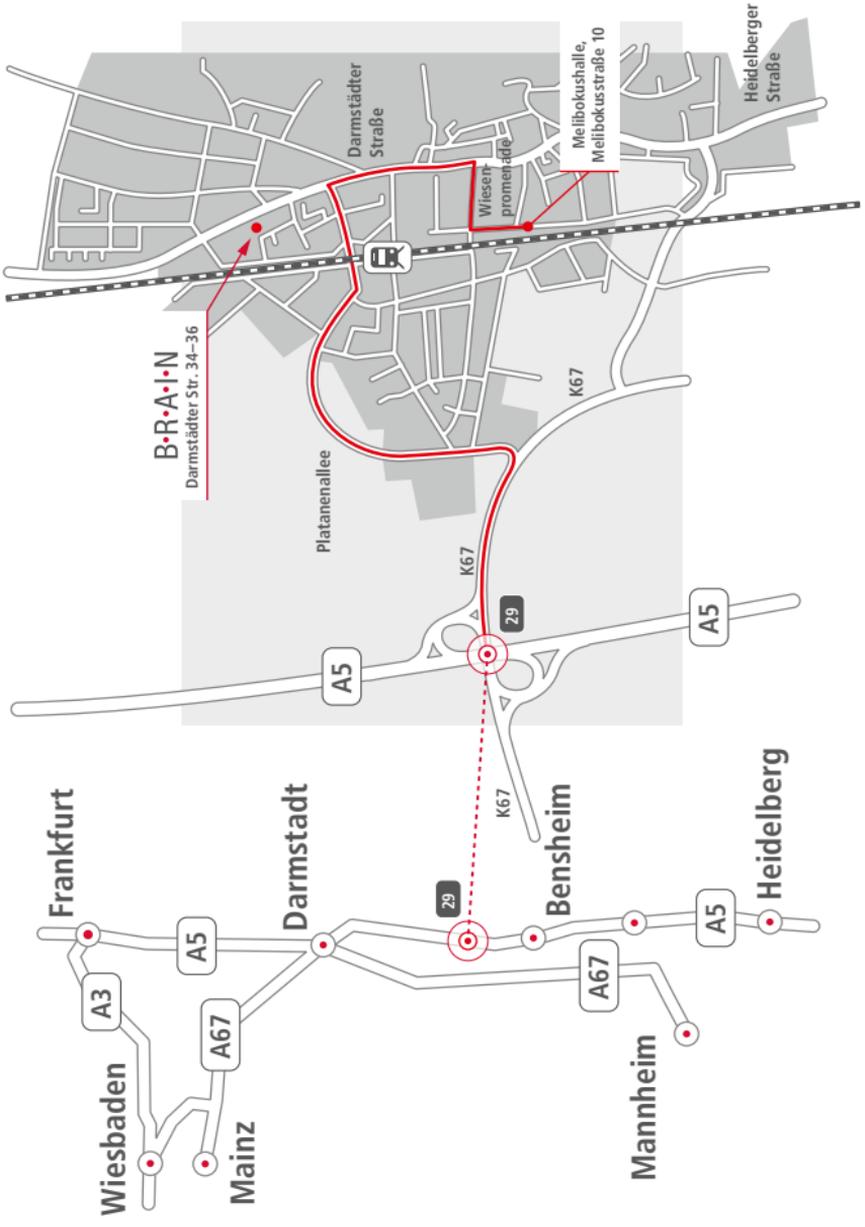
The corresponding data protection notice is appended to the printed invitations.

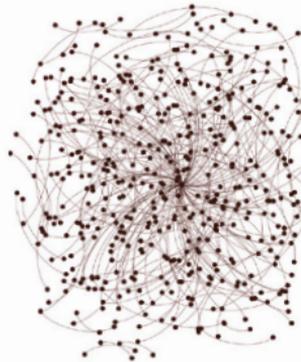
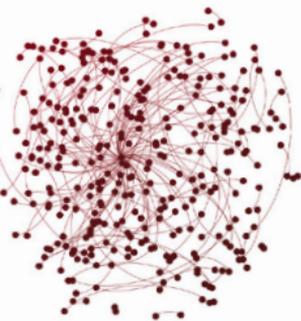
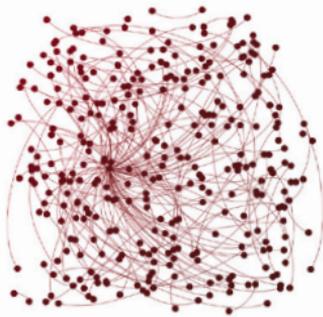
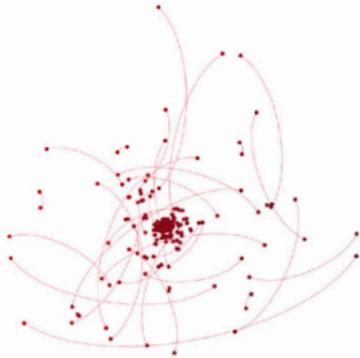
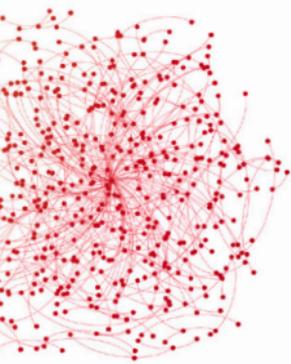
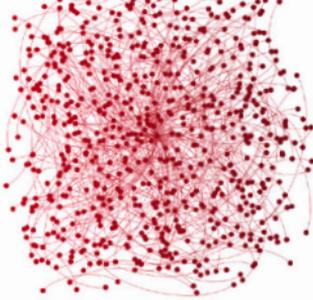
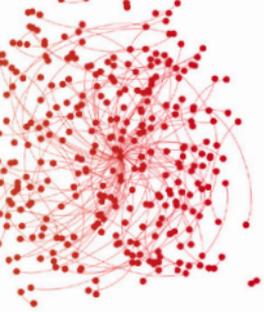
Zwingenberg, January 2019

B.R.A.I.N. Biotechnology Research and Information Network AG

The Management Board

How to get there





B·R·A·I·N

Biotechnology Research And Information Network AG

Darmstädter Str. 34 – 36

64673 Zwingenberg

Germany

Fon: +49 (0) 6251 93310

Mail: public@brain-biotech.de

Web: www.brain-biotech.de