

## Shareholders' rights

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

Pursuant to Section 122 (2) AktG, shareholders whose shares together reach the twentieth part of the share capital or the proportional amount of EUR 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, at the latest by**

**Sunday, 7 February 2021, 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, Germany

### **Counter motions and election proposals by shareholders pursuant to Sections 126 (1), 127 AktG**

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

**Tuesday, 23 February 2021, 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, Germany  
Fax: +49 (89) 889 690 633  
Email: BRAIN@better-orange.de

Motions submitted to other addresses shall not be considered. For shareholder proposals relating to the election of Supervisory Board members and auditors, the aforementioned regulations pursuant to Section 127 AktG will apply correspondingly. Shareholders' election proposals do not require explanations, however. The Company can refrain from publishing a counter motion under the

preconditions specified in Section 126 (2) 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) 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.

Motions or nominations by shareholders that are to be made available pursuant to Section 126 or Section 127 AktG shall be deemed to have been made at the meeting if the shareholder making the motion or nominating the nomination is duly authorized and has registered for the AGM.

### **Right to information pursuant to Section 131 (1) AktG**

Pursuant to Section 131 (1) AktG, in response to a request at the AGM, the Management Board must provide all shareholders with information about Company matters, if such information is required to objectively assess an agenda item. This obligation to provide information shall also extend to the Company's legal and business relationships to an 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) 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.

As the AGM on 10 March 2021 will be held as a virtual Annual General Meeting and the physical attendance of the shareholders is not permitted, shareholders will not be able to request information at the AGM venue. Therefore, the special provision of Section 1 (2) Clause 1 No. 3 and Clause 2 of the Act on Measures in the Law on Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID-19 Pandemic (GesRuaCOVBekG), as amended on or after 28 February 2021, shall apply to the present virtual AGM. Pursuant to Section 1 (2) Clause 1 No. 3 GesRuaCOVBekG, shareholders are to be granted the right to submit questions by electronic communication, which are to be answered by the Management Board. Pursuant to Section 1 (2) Clause 2 GesRuaCOVBekG, the Management Board shall apply its due discretion in deciding how to respond to questions; it may also stipulate that questions be submitted by electronic communication no later than one day before the AGM. Provided that the conditions for participation and the exercise of voting rights described under "Preconditions for AGM participation and exercising voting rights" are met, shareholders may submit questions themselves or through a proxy.

### **Notes and information on the corporate website**

Pursuant to Section 124a AktG, information about the AGM is available for shareholders on the Company's website at

<https://www.brain-biotech.com/investors/annual-general-meetings>