

## Regarding Item 5

### **Resolution to approve the conclusion of an agreement relating to the establishment of a typical silent partnership between BRAIN Biotech AG and Hessen Kapital I GmbH with contributed capital of € 2,000,000.00**

BRAIN Biotech AG – hereinafter referred to as the “Company” – intends to conclude an agreement with Hessen Kapital I GmbH, Wiesbaden, concerning the establishment of a typical silent partnership. A typical silent partnership is an equity-like instrument that avoids the dilution of existing shareholders’ interests. Hessen Kapital is already a long-standing financing partner of BRAIN Biotech AG, and Hessen Kapital I GmbH supports medium-sized companies in the State of Hesse financially with equity capital and equity-like financing instruments in order to strengthen such companies’ equity funding. Hessen Kapital I GmbH utilizes 50% financial resources from the European Regional Development Fund (RWB-EFRE Hesse Program 2007-2013) and 50% budget funds from the State of Hesse in order to provide the silent partnership. It is planned that Hessen Kapital I GmbH will make a cash capital contribution of € 2,000,000.00 to the Company’s assets as a typical silent partner. The contributed capital is to be utilized exclusively to co-finance research expenses. Annual remuneration unrelated to profits as well as an annual profit share are planned as participation fees.

As a partial profit transfer agreement, the agreement represents an agreement between business enterprises in the meaning of Section 292 (1) No. 2 of the German Stock Corporation Act (AktG). The conclusion of the agreement requires the approval of the Annual General Meeting pursuant to Section 293 (1) AktG.

An explanation of the main contents of the agreement can be found in section C.1 of the invitation.

On 14 December 2023, the Company’s Supervisory Board approved the conclusion of the agreement concerning the establishment of the typical silent partnership. The investment committee of Hessen Kapital I GmbH, as the responsible body, has also granted its approval.

On the Company’s website at

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

the following related documents can be viewed:

- the full wording of the agreement concerning the establishment of a typical silent partnership,
- the separate annual financial statements and the management reports of BRAIN Biotech AG for the last three fiscal years,
- the annual financial statements and the management reports of Hessen Kapital I GmbH for the last three fiscal years,

- the written report of the Management Board of BRAIN Biotech AG pursuant to Section 293 a AktG,
- the written report of the contract auditor concerning the contract audit pursuant to Section 293 e AktG.

The Management and Supervisory boards propose that the conclusion of the agreement concerning the establishment of a typical silent partnership between BRAIN Biotech AG and Hessen Kapital I GmbH be approved.