
D. 5

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 € 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**

Saturday, 10 February 2024, 24:00 hours

at the following address:

BRAIN Biotech AG
The Management Board
Darmstädter Strasse 34-36
64673 Zwingenberg

Countermotions and nominations by shareholders pursuant to Sections 126 (1), 127 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) AktG, the Company will make countermotions 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 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 by**

Monday, 26 February 2024, 24:00 hours

at the following address:

BRAIN Biotech AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Email: BRAIN@better-orange.de

Motions submitted to other addresses shall not be taken into consideration. For shareholder nominations relating to the election of the auditors, the aforementioned regulations pursuant to Section 127 AktG apply correspondingly. Shareholders' nominations do not require explanations, however. The Company can refrain

from publishing a countermotion 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 for a nomination 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' nominations can also be waived if the nomination does not include the name, profession exercised, and place of residence of the proposed candidate, and the information listed in Section 125 (1) Sentence 5 AktG.

It is expressly pointed out that countermotions and nominations, including if they have been submitted to the Company in advance in due time, will only be taken into consideration at the AGM if they are made or submitted verbally. The right of each shareholder to submit countermotions to the various items on the agenda or nominations during the AGM, including without prior submission to the Company, shall remain unaffected.

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.

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>