



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

Wednesday, June 21, 2023

at 10:00 am (CEST),

at the premises of SPARK Europe GmbH,

Junghofstraße 16,

60311 Frankfurt am Main.

Agenda

- 1. Presentation of the adopted annual financial statements of Brockhaus Technologies AG and the approved consolidated financial statements as of December 31, 2022, 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 2022**

The documents referred to above may be inspected before the Annual General Meeting is convened at the Company's website at <http://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 German Stock Corporation Act (AktG). In accordance with the legal provisions, no resolution by the Annual General Meeting on Item 1 of the Agenda is therefore scheduled.

2. Formal approval of the actions of the members of the Executive Board for fiscal year 2022

The Executive Board and the Supervisory Board recommend that the actions of the members of the Executive Board in office in fiscal year 2022 be formally approved.

3. Formal approval of the actions of the members of the Supervisory Board for fiscal year 2022

The Executive Board and the Supervisory Board recommend that the actions of the members of the Supervisory Board in office in fiscal year 2022 be formally approved.

4. Election of the statutory auditor and the auditor of the consolidated financial statements for fiscal year 2023 and of the auditor for any potential review of the half-yearly financial report of the Group as of June 30, 2023, and of any potential review of additional interim financial information

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

4.1 the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Frankfurt am Main branch, as the statutory auditor and the auditor of the consolidated financial statement for fiscal year 2023;

4.2 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, 2023, and of any potential view of additional interim financial information (sections 115(7) and 117 of the German Securities Trading Act (WpHG)) that is prepared prior to the 2024 Annual General Meeting.

In accordance with subparagraph 3 of Article 16(2) of Regulation (EU) No. 537/2014, the Audit Committee states 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 statutory auditor within the meaning of Article 16(6) of Regulation (EU) No. 537/2014.

5. Elections to the Supervisory Board

The term of office of Dr. Othmar Belker and Mr. Michael Schuster as members of the Supervisory Board ends at the close of the Annual General Meeting on June 21, 2023.

Additionally, Mr. Andreas Peiker left the Supervisory Board as of December 31, 2022, prior to the end of his term of office, with the result that a total of three Supervisory Board members must now be elected.

In accordance with section 96(1) of the AktG, the Supervisory Board consists solely of members appointed by the shareholders. In accordance with Article 9(1) of the Articles of Incorporation, the Supervisory Board has six members. Four of the Supervisory Board members are elected by the Annual General Meeting, and two further Supervisory Board members are appointed to the Supervisory Board by Falkenstein Heritage GmbH, Wetzlar, on the basis of its right of appointment under Article 9(2) of the Articles of Association. This right of appointment applies as long as Falkenstein Heritage GmbH holds no-par value shares with a notional interest in the Company's share capital of at least 10%.

The General Meeting is not required to accept the proposed candidates.

The Supervisory Board is proposing that the following persons be elected to the Supervisory Board for the period from the close of this Annual General Meeting until the close of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for fiscal year 2027:

- 5.1 Dr. Othmar Belker, independent management consultant and CFO of Salis Holding GmbH/Murnauer Markenvertrieb GmbH, Egelsbach, resident in Kleinwallstadt
- 5.2 Prof. Dr. Christoph Hütten, independent management consultant, resident in Mühlhausen
- 5.3 Michael Schuster, attorney in private practice, resident in Königstein im Taunus

It is intended to conduct the elections in accordance with the German Corporate Governance Code (the "Code") by way of individual election.

It is further intended that Dr. Othmar Belker, in the event of his re-election to the Supervisory Board, will again be proposed as a candidate for the position of Chair of the Supervisory Board.

Dr. Othmar Belker and Prof. Dr. Christoph Hütten have expertise in the field of financial accounting. Prof. Dr. Christoph Hütten additionally has expertise in the field of auditing.

The proposals for candidates are based on corresponding recommendations by the Executive and Nomination Committee. They take into account the targets resolved by the Supervisory Board for its composition, the skills and expertise profile drawn up by the Supervisory Board for this purpose and the recommendations of the Code.

Membership of other statutory supervisory boards

Dr. Othmar Belker: None

Prof. Dr. Christoph Hütten: None

Michael Schuster: None

Membership of comparable governing bodies of domestic and foreign business enterprises:

Dr. Othmar Belker: None

Prof. Dr. Christoph Hütten: 2021 – present SNP Schneider-Neureither & Partner SE, Heidelberg, non-executive Member of the Board of Directors

Michael Schuster: None

All three proposed candidates are already current members of the Supervisory Board of Brockhaus Technologies AG. Prof. Dr. Christoph Hütten was previously appointed to the Supervisory Board by Falkenstein Heritage GmbH in accordance with Article 9(2) of the Articles of Association. Falkenstein Heritage GmbH holds approximately 18% of the shares of Brockhaus Technologies AG. The Managing Director and controlling shareholder of Falkenstein Heritage GmbH is the Chairman of the Executive Board of Brockhaus Technologies AG, Marco Brockhaus. Prof. Dr. Hütten's appointment ends at the close of the Annual General Meeting. During this period, Prof. Dr. Hütten received no remuneration for his activities above and beyond his remuneration as a member of the Supervisory Board. Moreover, like the other members of the Supervisory Board, appointed Supervisory Board members exercise their mandate independently.

In other respects, according to the assessment of the Supervisory Board, there are no personal or business relationships between the candidates named above under 5.1 to 5.3 on the one hand and Brockhaus Technologies AG, the companies of the Brockhaus Technologies Group, the governing bodies of Brockhaus Technologies AG, or a

shareholder directly or indirectly holding more than 10% of the voting shares of Brockhaus Technologies AG on the other, that an impartial shareholder would consider decisive for their voting decision.

All proposed candidates have notified the Supervisory Board that they are able to commit the expected amount of time required to assume a Supervisory Board office.

Further details and biographies of the candidates are attached to this invitation under II, Information on the Supervisory Board candidates proposed for election under Agenda Item 5, and can be accessed at <http://ir.brockhaus-technologies.com/hv>. The biographies provide additional information about the relevant knowledge, skills and professional experience of the proposed candidates as well as about their respective significant activities in addition to their Supervisory Board office.

6. Approval of the remuneration report for fiscal year 2022

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 statutory 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 2022 is reproduced in this invitation together with the auditor's report under II., Information on Agenda Item 6, and can be downloaded from the Company's website at <http://ir.brockhaus-technologies.com/hv>.

The Executive Board and the Supervisory Board propose that the remuneration report for fiscal year 2022 prepared and reviewed in accordance with section 162 of the AktG be approved.

7. Amendment to Article 5(1) subparagraph 2 of the Articles of Association with regard to the shareholder information to be entered in the share register

The provision in section 67(1) of the AktG regarding information on the entry of registered shares in the share register was amended as of January 1, 2024, by the Act to Modernize the Law on Partnerships (MoPeG) of August 10, 2021 (published in the Federal Law Gazette Part I of August 17, 2021, p. 3436 et seq.). At present, Article 5 (1) subparagraph 2 of the Articles of Association is based on the wording of the current statutory provision. The provision is now to be amended so that in the future, reference

is made dynamically to the information required by law in section 67(1) of the AktG.

The Executive Board and the Supervisory Board recommend revising Article 5(1) subparagraph 2 of the Articles of Association as follows:

“For the purposes of entry in the share register, shareholders are required to provide the Company with the personal information required by section 67 (1) of the AktG and the number of shares they hold.”

8. Authorization to hold a virtual General Meeting and corresponding amendment to the Articles of Association

Article 2 of the Act Introducing Virtual General Meetings of Stock Corporations and Amending Provisions of Cooperative, Insolvency and Restructuring Law (Federal Law Gazette 2022, 1166) added section 118a to the AktG. This is designed to allow a General Meeting to be held without the shareholders or their proxies being physically present at the venue of the General Meeting (virtual General Meeting). This requires authorization by the Articles of Association. The corresponding provision in the Articles of Association must be limited in time and can only allow a virtual General Meeting to be held for a maximum of five years after the amendment to the Articles of Association has been entered in the Company's commercial register. Under section 118a(1) sentence 1 of the AktG, the Articles of Association may either provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting, or they may authorize the Executive Board to hold such a virtual General Meeting.

The Executive Board and the Supervisory Board aim to include such an authorization within the meaning of section 118a(1) sentence 1 2nd alternative of the AktG in the Articles of Association so that Brockhaus Technologies AG also has an adequate set of instruments for its General Meetings in the future, not only, but also, in emergencies. The Executive Board and the Supervisory Board consider it appropriate in this respect not to stipulate directly in the Articles of Association that a virtual General Meeting can be held, but to authorize the Executive Board through a provision in the Articles of Association to decide in each case when convening an General Meeting whether the meeting will be held as a virtual or an in-person meeting. Furthermore, the Executive Board and Supervisory Board have decided not to take advantage of the full five-year period allowed by law. You will find more detailed explanations under II, Information on Agenda Items 7 to 10.

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

The title of Article 18 of the Articles of Association is changed to: “Article 18 Venue, Virtual General Meeting”

Article 18 of the Articles of Association shall be supplemented by a new paragraph (2) as follows:

“The Executive Board is authorized to arrange for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). The authorization shall apply to the holding of virtual General Meetings for a period of three years after this provision of the Articles of Association has been entered in the Company’s commercial register.”

The previous content of Article 18 will become Article 18(1) of the Articles of Association.

9. Enabling Supervisory Board members to attend the virtual General Meeting by means of video and audio transmission and corresponding amendment to the Articles of Association

The proposed resolution under Agenda Item 9 is also designed to allow the members of the Supervisory Board, with the exception of the Chair of the General Meeting, to attend the virtual General Meeting by means of video and audio transmission. Among other things, this reflects the continuous progress in technical developments. For in-person General Meetings, Article 19(6) of the Articles of Association already states that individual members of the Supervisory Board may attend by audio and video transmission if they are prevented from attending for business reasons or would face a considerable journey to the venue of the Annual General Meeting due to their place of residence abroad.

The Executive Board and Supervisory Board are proposing adoption of a resolution to add the following clause to the end of Article 19 (6) sentence 3 of the Articles of Association following “would face a considerable time requirement or expense to travel to the venue of the General Meeting”:

“or in cases in which the General Meeting is held as a virtual General Meeting without the physical presence of the shareholders or their proxies at the venue of the General Meeting”

10. Amendment to Article 21(2) of the Articles of Association (Procedure for the General Meeting)

The proposed resolution is based on the option for a virtual General Meeting created by section 118a of the AktG and represents a consequential amendment to it. Its purpose is to avoid any ambiguity about whether the powers of the Chair of the General Meeting previously contained in Article 21(2) of the Articles of Association also apply to virtual General Meetings in respect of the right to request information (section 131(1d) sentence 1 of the AktG) and the right to ask questions about new matters (section 131(1e) sentence 1 of the AktG) that the shareholders are now entitled to. The legal basis for this is to be found in section 131(1d) sentence 2 of the AktG and section 131(1e) sentence 2 of the AktG, in each case in conjunction with section 131(2) sentence 2 of the AktG.

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

Article 21(2) of the Articles of Association shall be amended as follows:

In paragraph 2 sentence 3, a comma shall be inserted after the words “shareholders’ right to speak and ask questions”, following which the words “and, in the case of a virtual General Meeting, additionally their right to request information and their right to ask questions on new matters” shall be inserted.

A summary of the proposed amendments to the Articles of Association can be found under II, Information on Agenda Items 7 to 10.

II.

Reports, enclosures and further information on items of the Agenda

Information about the Supervisory Board candidates proposed for election in Agenda Item 5:

1. Biography of Dr. Othmar Belker

Name: Dr. Othmar Belker

Year of birth: 1962

Place of birth: Madrid (Spain)

Place of residence: Kleinwallstadt

Nationality: German

Member of the Supervisory Board of Brockhaus Technologies AG since 2017 and Chair of the Supervisory Board.

Chair of the Executive and Nomination Committee and member of the Audit Committee.

Professional qualifications

1983 – 1987 Studied Economics at the Universities of Trier and Freiburg (Diploma)

1988 – 1990 Doctorate (Dr. rer. pol.) in economic policy at the University of Freiburg

Professional experience

1990 – 1992 Consultant, Roland Berger & Partner, Munich/Berlin, strategy consulting

1992 – 2006 Positions as CFO, COO and CEO in various, including listed, stock corporations in different sectors

2006 – 2015 CFO, NORMA Group SE, Maintal bei Frankfurt (introduction of IFRS, IPO, public company financial reporting, risk management, ESG, compliance)

2018 – 2020 CFO, Deutsche Fachpflege Group, Munich

2015 – present Independent management consultant

2020 – present CFO, Salis Holding GmbH/Murnauer Markenvertrieb GmbH, Egelsbach near Frankfurt

Relevant knowledge, skills and specialist experience:

Dr. Belker is an experienced manager who has held operational positions in different sectors as Chief Financial Officer, Chief Operating Officer and Chief Executive Officer. Dr. Belker has expertise in the field of financial accounting and reporting (including sustainability reporting), in particular due to his many years as CFO of Norma Group SE, and has extensive experience in the areas of strategy development, risk management and compliance.

Memberships

Dr. Belker is not a member of any other statutory supervisory boards or comparable domestic or foreign governing bodies of business enterprises.

2. Biography of Prof. Dr. Christoph Hütten

Name: Prof. Dr. Christoph Hütten

Year of birth: 1964

Place of birth: Saarbrücken

Place of residence: Mühlhausen

Nationality: German

Member of the Supervisory Board since 2021 and Chair of the Audit Committee.

Professional qualifications

1983 – 1985 Apprenticeship as bank clerk, ZG Bank Saar AG, Saarbrücken

1987 – 1993 Studied Business Administration at Saarland University, Saarbrücken (degree: Diplom-Kaufmann)

1993 – 1994	Studied Accountancy at the University of Dundee, Scotland (degree: Diploma in Accountancy)
1994 – 1999	Doctoral studies for Dr. rer. oec. at Saarland University, Saarbrücken (degree: Dr. rer. oec.)

Professional experience

1985 and 1999	Bank clerk, Volksbank Neunkirchen eG, Neunkirchen
1989	Audit assistant, Neumüller, Dinger & Partner, tax consultants & auditors, Homburg
1994 – 1999	Research assistant, Institute of Auditing at Saarland University, Saarbrücken
1999 – 2001	Assistant to the commercial director, SAP AG, Walldorf
2001 – 2003	Head of Corporate Finance, SAP AG, Walldorf
2003 – 2020	Chief Accounting Officer, SAP SE, Walldorf, including responsibility for <ul style="list-style-type: none"> - global financial accounting and reporting organization (responsible for >120 employees worldwide) - global financial accounting and reporting of the SAP Group and SAP Group companies under U.S. GAAP, IFRS and local GAAP - client-side management of audits at the SAP Group - integrated financial and non-financial reporting by SAP (Co-lead) - development of compliance management at SAP (Co-lead) - accounting aspects of strategy and business model development as well as of software development and sales and marketing processes - accounting aspects of M&A transactions
since 2018	Honorary Professor, University of Mannheim
2020 – present	Independent management consultant, CH Consulting & Advisory – Christoph Hütten, Mühlhausen

Relevant knowledge, skills and specialist experience:

As the Chief Accounting Officer of a listed IT company for many years, Prof. Dr. Hütten has both experience in the IT sector and expertise in the areas of financial accounting and reporting and auditing. His activities to date encompassed global accounting and financial reporting, including the SAP Group's integrated financial and non-financial reporting. He also was responsible for the financial accounting and reporting aspects of strategy and business model development, as well as software development, sales and marketing processes and M&A transactions. Prof. Dr. Hütten also established a compliance management system as co-lead. In the area of auditing, Prof. Dr. Hütten can also draw on experience gained from his many years of client-side management of global audits at the SAP Group.

Memberships

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

Prof. Dr. Hütten is a member of one comparable domestic and foreign governing body of a business enterprise:

2021 – present SNP Schneider-Neureither & Partner SE, Heidelberg, non-executive member of the Board of Directors

3. Biography of Mr. Michael Schuster

Name: Michael Schuster

Year of birth: 1954

Place of birth: Wetzlar

Place of residence: Königstein im Taunus

Nationality: German

Member of the Supervisory Board since 2017 and member of the Executive and Nomination Committee.

Professional qualifications

1973 – 1978 Studied law at the Universities of Mainz, Bonn and Frankfurt am Main

1978	First state law examination
1982	Second state law examination
1982	Admitted to the German bar by the President of the Frankfurt am Main Regional Court

Professional experience

1984 – present	Attorney in private practice in Frankfurt am Main with a focus on corporate and capital market law as well as related fields of law
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Relevant knowledge, skills and specialist experience:

In light of his many years as an attorney in private practice, Mr. Schuster has demonstrated expertise in the areas of law (including capital markets) and compliance. In the past, Mr. Schuster was also a member of the supervisory boards of two listed stock corporations and, in this capacity, was involved in their IPOs, among other things.

Memberships

Mr. Schuster is not a member of any other statutory supervisory boards or comparable domestic or foreign governing bodies of business enterprises.

In the opinion of the Supervisory Board, all the candidates being proposed are independent within the meaning of the Code. The Supervisory Board has provided a detailed substantiation of this as part of the corporate governance statement. The corporate governance statement can be downloaded under Investor Relations section, subsection Corporate Governance at <http://ir.brockhaus-technologies.com>.

The biographies of the proposed candidates have also been published, together with the qualification matrix adopted by the Supervisory Board, at <http://ir.brockhaus-technologies.com/hv>, where they will also be accessible during the Annual General Meeting.

Information on Agenda Item 6 – Disclosure of the remuneration report

2022 Remuneration report of Brockhaus Technologies

This remuneration report for Brockhaus Technologies AG (“**BKHT**” or the “**Company**”, together with its subsidiaries “**Brockhaus Technologies**” or the “**Group**”) of the 2022 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 report for the 2021 fiscal year was approved at the Annual General Meeting on June 22, 2022, with 62.9% 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

A new remuneration system for members of the Executive Board was introduced in the 2022 fiscal year.

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. Special benefits are not envisaged at present.

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 €23 thousand (previous year: €13 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 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 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 2022, the portfolio component relates to the growth in adjusted EBIT of the Group, consisting of the Central Functions, IHSE and Palas. Given a final figure for earnings growth in fiscal 2022 of €8,819 thousand, the target growth value in 2022 for the portfolio component is €2,586 thousand (starting figure for earnings growth in 2022 = €6,233 thousand).

100 percent target achievement will be reached for the portfolio component in the 2022 fiscal year if adjusted EBIT amounts to €8,819 thousand. An adjusted EBIT of €8,043 thousand is required for 70% target achievement. In the 2022 fiscal year, the maximum amount for the portfolio component for Marco Brockhaus is €300 thousand and that for Dr. Marcel Wilhelm is €96 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.

The key figure used by the Supervisory Board for the acquisition component for the 2022 fiscal year is the growth of Bikeleasing's adjusted EBIT. Given an earnings growth target for

Bikeleasing in 2022 of €41,000 thousand, the target growth figure in 2022 for the acquisition component is €9,345 thousand (starting figure = €31,655 thousand).

100% target achievement will be attained for the acquisition component in the 2022 fiscal year if adjusted EBIT reaches €41,000 thousand. An adjusted EBIT of €38,196.5 thousand is required for 70% target achievement. In the 2022 fiscal year, the maximum amount for the acquisition component for Marco Brockhaus is €450 thousand and that for Dr. Marcel Wilhelm is €144 thousand.

The Supervisory Board defines the proportions that the portfolio and acquisition components have in the single-year variable remuneration annually based on its reasonable discretion. The proportion that any one of the two components has in the single-year variable remuneration cannot exceed 70%.

For the 2022 fiscal year, the proportion for the portfolio component is 40%. The proportion for the acquisition component is 60%.

The single-year variable remuneration for Dr. Marcel Wilhelm defined by the resolution on target total remuneration for 2022 amounts to a maximum figure of €240 thousand gross per year with retroactive effect from January 1, 2022, assuming target achievement of 100% of the portfolio and acquisition components. For Marco Brockhaus, the maximum amount for the single-year variable remuneration component is €750 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	628	21	649
Dr. Marcel Wilhelm	Aug. 2017	Member	290	2	292
Total			918	23	941
Variable components					
			Single-year	Multi-year	Total
Current members					
Marco Brockhaus	Aug. 2017	Chairman	750	-	750
Dr. Marcel Wilhelm	Aug. 2017	Member	240	-	240
Total			990	-	990
Total remuneration					
			Total remuneration	Percentage that is fixed	Percentage that is variable
Current members					
Marco Brockhaus	Aug. 2017	Chairman	1,399	46%	54%
Dr. Marcel Wilhelm	Aug. 2017	Member	532	55%	45%
Total			1,931	49%	51%

This document is a convenience translation of the German original. In case of discrepancy between the English and German versions, the German version shall prevail.

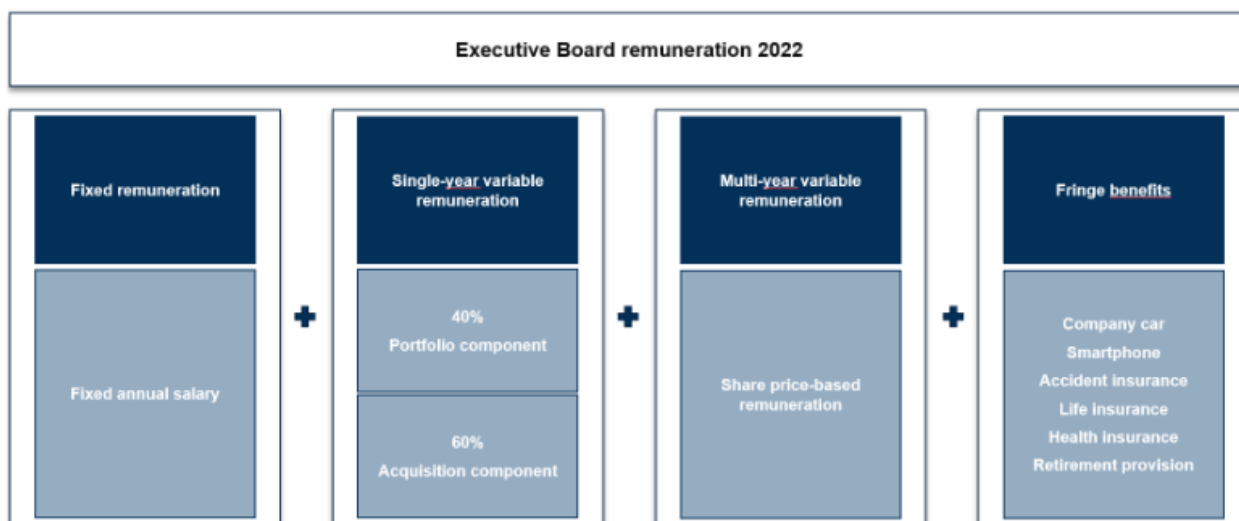
Instead of payment in cash, the Supervisory Board reserves the right to grant up to 20% of the gross amount of the single-year variable remuneration paid to the respective Executive Board members in the year in the form of shares in BKHT. When granting shares, the Supervisory Board may resolve that the 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 2022, the Supervisory Board has set a target share price range of €33 to €66. 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 €33. If this average is between €33 and €66, the two Executive Board members receive a linear increase in multi-year variable remuneration depending on the percentage of the share price increase (€33 = factor 100%, €66 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”).

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 2022 fiscal year amounted to €1,931 thousand (previous year: €2,337 thousand). Of this amount, 49% consists of fixed remuneration components and 51% of variable remuneration components. The limit on the variable bonus was not exceeded. This limit is €2,270 thousand for Marco Brockhaus and €740 thousand for Dr. Wilhelm for the 2022 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. Brockhaus: a total of two year's remuneration or the outstanding remuneration for the remaining term, whichever is less
- > For Dr. 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 or hold 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 during the 2022 fiscal year amounted to €292 thousand (previous year: €276 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	
Current members					
Dr. Othmar Belker*	Aug. 2017	Chairman	90	-	90
Michael Schuster	Aug. 2017	Deputy Chairman	60	-	60
Andreas Peiker	12/2018 / 12/2022	Member	30	-	30
Martin Bestmann*	Feb. 2020	Member	30	2	32
Dr. Cornelius Liedtke	Sept. 2020 / June 2022	Member	14	-	14
Prof. Dr. Christoph Hütten**	Apr. 2021	Member	30	20	50
Dr. Natalie Krebs	June 2022	Member	16	-	16
Total			270	22	292

* Member of the Audit Committee

** Chairman of the Audit 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	2018 (short)*	2019	2020	2021	2022
Governing-body member remuneration					
Current Executive Board members					
Marco Brockhaus (CEO)	n.a.	+204%	+151%	-6%	-17%
Dr. Marcel Wilhelm	n.a.	+160%	+184%	+30%	-26%
Current Supervisory Board members					
Dr. Othmar Belker (Chairman)	-58%	+140%	0%	+50%	0%
Michael Schuster (Deputy Chairman)	-57%	+131%	+27%	+58%	0%
Andreas Peiker	n.a.	+900%	0%	+7%	0%
Martin Bestmann	n.a.	n.a.	n.a.	+28%	0%
Dr. Cornelius Liedtke	n.a.	n.a.	n.a.	+233%	-50%
Prof. Dr. Christoph Hütten	n.a.	n.a.	n.a.	n.a.	+56%
Dr. Natalie Krebs	n.a.	n.a.	n.a.	n.a.	n.a.
Company income					
Profit or loss for the period (HGB)**	+36%	-227%	-325%	+26%	+334%
EBITDA (IFRS)	-40%	+197%	+556%	-95%	+11,052%
EBIT (IFRS)		-48%	+54%	-788%	+416%
Average remuneration of full-time-equivalent employees***					
	n.a.	n.a.	n.a.	-26%	3%

* 2018 (short) comprises the period from August 1, 2018, to December 31, 2018

** Profit or loss for the 2022 fiscal year contains the income from the disposal of Palas

*** The performance represents the change in continuing operations and is adjusted accordingly for the previous years

This document is a convenience translation of the German original. In case of discrepancy between the English and German versions, the German version shall prevail.

Awarded and owed Executive Board remuneration

€ thousand	Marco Brockhaus				Dr. Marcel Wilhelm			
	Chair of the Executive Board				Member of the Executive Board			
	Aug. 2017				Aug. 2017			
	2021	2022	Min.	Max.	2021	2022	Min.	Max.
Fixed remuneration	540	628	628	628	240	290	290	290
Fringe benefits	7	21	-	63	6	2	-	29
Total	547	649	628	691	246	292	290	319
Single-year variable remuneration*	203	750	-	750	20	240	-	240
<i>Portfolio component</i>	-	300	-	300	-	96	-	96
<i>Acquisition component</i>	-	450	-	450	-	144	-	144
Multi-year variable remuneration**	-	-	-	1,520	-	-	-	500
Special bonus	870	-	-	-	450	-	-	-
Total	1,073	750	-	2,270	470	240	-	740
Total remuneration	1,620	1,399	628	5,000	716	532	290	3,000

* In 2021 was no division into portfolio and acquisition components

** In 2021 was no multi-year remuneration component

Independent Auditor's Report

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 2022, 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 2022, 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 €4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Frankfurt am Main, den 28. März 2023

KPMG AG
Wirtschaftsprüfungsgesellschaft

Fox
Wirtschaftsprüfer

Anders
Wirtschaftsprüfer

Information on Agenda Items 7 to 10 – Summary of proposed amendments to the Articles of Association and supplementary reasoning on Agenda Item 8 (enabling virtual General Meetings)

The following amendments to the Articles of Association of Brockhaus Technologies AG will result from Agenda Items 7 to 10:

Current version of the Articles of Association	Proposed new version
<p>Article 5 Share Capital</p> <p>1. The share capital is €10,947,637.00. It is divided into 10,947,637 registered common shares.</p> <p>The shareholders must provide their names, their addresses and their dates of birth to the company for registration in the stock register, to the extent natural persons are involved, and in the case of legal entities, they must provide their company names, their business addresses and registered offices, as well as in both cases the number of the shares they hold and any electronic mailing address they might have.</p> <p>2. [...]</p>	<p>Article 5 Share Capital</p> <p>1. The share capital is €10,947,637.00. It is divided into 10,947,637 registered common shares.</p> <p>The shareholders must provide the personal information required by section 67 (1) of the AktG and the number of shares they hold.</p> <p>2. [...]</p>
<p>Article 18 Venue</p> <p>The General Meeting takes place at the registered office of the company, at the registered office of a German securities exchange or in another city in the Federal Republic of Germany which has a population of more than 100,000.</p>	<p>§ 18 Venue, Virtual General Meeting</p> <p>1. The General Meeting takes place at the registered office of the company, at the registered office of a German securities exchange or in another city in the Federal Republic of Germany which has a population of more than 100,000.</p> <p>2. The Executive Board is authorized to arrange for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). The authorization</p>

	<p>shall apply to the holding of virtual General Meetings for a period of three years after this provision of the Articles of Association has been entered in the Company's commercial register.</p>
<p>Section 19 Prerequisites for Participation and Exercise of Voting Rights</p> <p>[...]</p> <p>6. The executive board is authorized to allow audio and/or video transmission of the General Meeting. The executive board will regulate the further details. Members of the supervisory board are permitted, in consultation with the chair of the meeting, to participate in unusual situations in the General Meeting by way of audio and video transmission in cases in which they are hindered as a result of their work or would have to incur material expenses in terms of time and costs for travel to the location of the General Meeting.</p>	<p>Section 19 Prerequisites for Participation and Exercise of Voting Rights</p> <p>[...]</p> <p>6. The executive board is authorized to allow audio and/or video transmission of the General Meeting. The executive board will regulate the further details. Members of the supervisory board are permitted, in consultation with the chair of the meeting, to participate in unusual situations in the General Meeting by way of audio and video transmission in cases in which they are hindered as a result of their work or would have to incur material expenses in terms of time and costs for travel to the location of the General Meeting or in cases in which the General Meeting is held as a virtual General Meeting without the physical presence of the shareholders or their proxies at the venue of the General Meeting.</p>
<p>Section 21 Chair of the Meeting, Procedure, Transmission</p> <p>1.[...]</p> <p>2. The chairman determines the sequence of the items on the agenda as well as method of voting. The chairman will make sure that</p>	<p>Section 21 Chair of the Meeting, Procedure, Transmission</p> <p>1.[...]</p> <p>2. The chairman determines the sequence of the items on the agenda as well as method of voting. The chairman will make sure that</p>

<p>the General Meeting is conducted quickly. The chairman can reasonably limit the time for the shareholders to exercise the right to speak and pose questions. The chairman is especially authorized to set a reasonable time period at the beginning of the General Meeting or during the course of the meeting for the entire General Meeting, for individual items on the agenda or for individual speakers.</p> <p>3. [...]</p>	<p>the General Meeting is conducted quickly. The chairman can reasonably limit the time for the shareholders to exercise the right to speak and pose questions, and, in the case of a virtual General Meeting, additionally their right to request information and their right to ask questions on new matters. The chairman is especially authorized to set a reasonable time period at the beginning of the General Meeting or during the course of the meeting for the entire General Meeting, for individual items on the agenda or for individual speakers.</p> <p>3. [...]</p>
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Under Agenda Item 8, the Executive Board and Supervisory Board have proposed to the Annual General Meeting that an authorization to hold virtual General Meetings be included in the Articles of Association. In the following, we explain how the Executive Board intends to make use of the proposed authorization.

The Executive Board and Supervisory Board are still committed to the format of in-person General Meetings. However, the Executive Board and the Supervisory Board are of the opinion that Brockhaus Technologies AG, as a technology holding company, should not ignore new forms of digital transformation – including General Meetings. It has been shown, for example, that virtual General Meetings represent a forward-looking format from which positive experiences can be gained. The aspects of sustainability and shareholder attendance also speak in favor of promoting digital elements within the framework of the General Meeting. Compared with in-person meetings, the organization of virtual General Meetings frees up human resources, causes less costs, and contributes to the reduction of greenhouse gas emissions by saving on travel. In this respect, it is in keeping with proper and conscientious management to provide for an option of holding a virtual General Meeting in order to have a forward-looking and crisis-proof ability to act.

In making its decision, the Executive Board will carefully consider in each case which format for holding the General Meeting is in the best interests of the Company and its shareholders.

In this context, it will also take into account that there may be General Meetings with agenda items at which the personal presence of the shareholders and their proxies may be more appropriate than a virtual format.

When holding virtual General Meetings, the Company will be guided appropriately by the rights and interests of the shareholders. As far as possible, the level of protection should not fall short of that afforded by an in-person General Meeting. For the time being, the Executive Board therefore has no plans to make use of the advance response option allowed by law in section 131(1a) of the AktG. This means that the shareholders attending a virtual General Meeting will also have a comprehensive right to speak and ask questions. Shareholders should thereby be able to participate as directly and actively as possible in the General Meeting.

The proposed resolution to the General Meeting provides for the authorization in the Articles of Association to be limited to a period of three years and hence not to fully use the maximum possible term of five years. This will allow shareholders to initially gain experience with the new format and the Executive Board's management of it over a limited period. After the expiration of the time limit, the shareholders can decide in a new authorizing resolution whether they consider that the authorization in the Articles of Association has been successful.

III.

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

1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounting to €10,947,637.00 is composed of 10,947,637 no-par value shares. Each share carries one vote. The Company does not hold any treasury shares at the time of convening the Annual General Meeting.

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 Wednesday, **June 14, 2023, 24:00 (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

by email to: 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 14, 2023** (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 14, 2023.

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 14, 2023, 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 <http://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 Tuesday, **June 20, 2023, 18:00 (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 no later than Tuesday, **June 20, 2023, 18:00 (CEST)** to the postal address or email address specified in this clause 3. In addition, evidence that the proxy has been issued – without any requirement to comply with the above deadlines – may be provided if the proxy holder presents the proxy issued to them at the access control point 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

by email to: anmeldestelle@computershare.de

and must be received there by Tuesday, **June 20, 2023, 18:00 (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 notice requiring the new item must be notified in writing to the Company's Executive Board at least 30 days before the Annual General Meeting, meaning that it must be received by the Company by Sunday, **May 21, 2023, 24:00 (CEST)**.

Please direct corresponding notices to the following address:

Brockhaus Technologies AG
– Executive Board –
Thurn-und-Taxis-Platz 6
60313 Frankfurt am Main
Germany

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. Countermotions and election proposals

Shareholders can submit countermotions 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 countermotions and election proposals, including the name of the shareholder, the substantiation (although this is not required for election proposals) and any statement by the management, available on the Company's website at <http://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 Tuesday, **June 6, 2023, 24:00 (CEST)**

Brockhaus Technologies AG

Thurn-und-Taxis-Platz 6

60313 Frankfurt am Main

or

by email to: ir@brockhaus-technologies.com

Countermotions and election proposals sent to any other 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 Shareholders Meeting on matters relating to the Company, provided that the information is required for the due and 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

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

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 <http://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

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

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

Frankfurt am Main, May 2023

Brockhaus Technologies AG

The Executive Board