

Invitation to the Annual General Meeting

BRAIN Biotech AG

11 March 2026

Agenda at a glance

1. Submission of the adopted separate annual financial statements and of the approved consolidated financial statements of BRAIN Biotech AG for the fiscal year ending 30 September 2025, the separate management report and the Group management report for the fiscal year from 1 October 2024 until 30 September 2025 with the explanatory reports relating to disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB), as well as the report by the Supervisory Board for the fiscal year from 1 October 2024 to 30 September 2025.
2. Resolution concerning the ratification of the actions of the Management Board for the fiscal year from 1 October 2024 to 30 September 2025
3. Resolution concerning the ratification of the actions of the Supervisory Board for the fiscal year from 1 October 2024 to 30 September 2025
4. Election of the auditor of the separate financial statements and of the auditor of the consolidated financial statements for the fiscal year from 1 October 2025 to 30 September 2026
5. Elections to the Supervisory Board

Frau Dr. Ursula LaCognata, Berlin, Managing Partner, ybe – Your Biotech Experts
Partnerschaftsgesellschaft
6. Resolution concerning the approval of the Compensation Report

BRAIN Biotech AG**Zwingenberg**

WKN 520394

ISIN DE0005203947

BNN0110301GM

Invitation to the Annual General Meeting

We hereby invite the shareholders to the Annual General Meeting to be held on Wednesday, 11 March 2026, at 10.00 a.m. in the Melibokushalle, Melibokusstrasse 10, 64673 Zwingenberg, Germany.

Unless expressly stated otherwise, all times stated in this invitation to the Annual General Meeting refer to Central European Time (CET) as applicable in Germany. Coordinated Universal Time (UTC) corresponds to Central European Time (CET) minus one hour.

A.**Agenda**

- 1. Submission of the adopted separate annual financial statements and of the approved consolidated financial statements of BRAIN Biotech AG for the fiscal year ending 30 September 2025, the separate management report and the Group management report for the fiscal year from 1 October 2024 until 30 September 2025 with the explanatory reports relating to disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB), as well as the report by the Supervisory Board for the fiscal year from 1 October 2024 to 30 September 2025.**

The aforementioned documents can be viewed and downloaded from the Company's website at <https://www.brain-biotech-group.com/en/investors/annual-general-meeting>. They will also be available and discussed during the Annual General Meeting (AGM). These documents serve to inform the AGM about the past fiscal year as well as about the position of both the Company and the Group. 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 the ratification of the actions of the Management Board for the fiscal year from 1 October 2024 to 30 September 2025**

The Management and Supervisory boards propose that the actions of the Management Board members holding office during the fiscal year from 1 October 2024 to 30 September 2025 be ratified for this period.

- 3. Resolution concerning the ratification of the actions of the Supervisory Board for the fiscal year from 1 October 2024 to 30 September 2025**

The Management and Supervisory boards propose that the actions of the Supervisory Board members holding office during the fiscal year from 1 October 2024 to 30 September 2025 be ratified for this period.

4. Election of the auditor of the separate financial statements and of the auditor of the consolidated financial statements for the fiscal year from 1 October 2025 to 30 September 2026

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

Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft

to be the auditor of both the separate financial statements and the consolidated financial statements for the fiscal year from 1 October 2025 to 30 September 2026.

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 Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft. The Audit Committee has stated that its recommendation is free from undue influence by third parties and that no restrictive clause in the meaning of Article 16 (6) of the aforementioned Regulation (EU) No 537/2014 of 16 April 2014 has been imposed upon it.

5. Elections to the Supervisory Board

After Prof. Dr. Treffenfeldt stepped down from the Supervisory Board on 3 October 2024 for personal reasons, Dr. Ursula La Cognata was appointed to the Supervisory Board by court order at the request of the Management Board with effect from 11 July 2025 for the period until the end of the Annual General Meeting that will decide on the discharge of the Supervisory Board for the financial year from 1 October 2024 to 30 September 2025. For this reason, a new election by the AGM is required to fill this Supervisory Board position.

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 nominations.

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

Dr. Ursula La Cognata, Berlin, Managing Partner, ybe – Your Biotech Experts Partnerschaftsgesellschaft

as a member of the Company's Supervisory Board with effect as of the conclusion of the AGM on 11 March 2026 until the end of the AGM that ratifies the actions of the Supervisory Board for the fiscal year from 1 October 2028 to 30 September 2029.

The nomination takes into consideration the targets that the Supervisory Board has approved for its composition, and aims to satisfy the competency profile developed for the plenary board. The targets and the competency profile are published in the corporate governance declaration for the 2024/25 fiscal year, which is included in the 2024/25 annual report and which forms part of the documents submitted in relation to agenda item 1.

To a large extent, the proposed candidate possesses the experience and expertise required to exercise the Supervisory Board mandate, as well as the necessary sector, specialist and corporate knowledge. The candidate is familiar both with the business area in which the Company operates and with the capital market environment. The Supervisory Board has satisfied itself that the candidate can devote the expected requisite amount of time to the mandate.

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

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

6. Resolution concerning the approval of the Compensation Report

Pursuant to Section 162 of the German Stock Corporation Act (AktG), the Management and Supervisory boards are required to prepare an annual report on the compensation granted and owed to each individual current or former member of the Management and Supervisory boards in the past fiscal year (Compensation Report), and to submit this Compensation Report to the AGM for approval in accordance with Section 120a (4) AktG.

The Compensation Report prepared by the Management and Supervisory boards for the 2024/25 fiscal year was audited by the auditors pursuant to the requirements of Section 162 (3) AktG. The auditor's report is attached to the Compensation Report.

The Compensation Report together with the auditor's report is available on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

The Management and Supervisory boards propose that the Compensation Report for the 2024/25 fiscal year, prepared and audited in accordance with Section 162 AktG, be approved.

B.**Further documents for the Annual General Meeting****Supplementary disclosures and information about agenda item 5 (Supervisory Board elections)**

Dr. Ursula La Cognata

Member of the Supervisory Board of BRAIN Biotech AG since 11 July 2025;
appointed until the end of AGM in the 2025/26 financial year

Key areas of expertise: new business areas; industry sector; entrepreneurship; international experience; biotechnology; enzymes; fermentative production of foodstuffs; regulatory affairs and approvals

Year of birth: 1968

Nationality: German, Italian

Education:

Studied biology at the Free University of Berlin

Doctorate at the Institut für Genbiologische Forschung Berlin GmbH (Institute for Gene Biology Research Berlin), 1996

Professional career:

1996 – 1999: PlantTec Biotechnologie GmbH, Potsdam, Germany; founding member, green biotechnology

1999 – 2002: Aventis CropScience, Potsdam, Germany; project manager for innovative carbohydrates/alternative proteins for food and technical applications based on fermentation and biotransformation

2002 – 2010: Bayer BioScience, Potsdam, Germany; project manager for food, additives and food supplements on a plant and fermentative basis. International projects, including in Germany, France, Belgium, Brazil and the USA

2010 – 2016: aevotis GmbH, Potsdam, Germany; founding member/project management in the areas of white biotechnology, tech transfer and scale-up. Regulatory dossiers for Novel Food, Enzyme Union List (EU) and GRAS (USA)

2016 – 2018: evoxx GmbH, Potsdam, Germany; Deputy Head of Research and Development; enzymes, alternative proteins, expression systems; Head of Regulatory Affairs for Europe and North America, AMFEP representative

2021 – 2023: Mondarella GmbH, Berlin, Germany; Head of the Research Department (CSO); development of vegan cheese alternatives and technical realization in close cooperation with milk and cheese producers

2018 – to date: ybe – Your Biotech Experts, Berlin, Germany; Managing Partner; consulting and coaching (biotechnology, food)

Further memberships in statutory supervisory boards in Germany:

None

Further memberships in comparable German and foreign Supervisory Boards:

None

In the Supervisory Board's opinion, Dr. Ursula La Cognata is to be regarded as independent in the meaning of the German Corporate Governance Code (C.6, C.7 und C.9).

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

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

C.

Further information about the convening of the AGM

1. Preconditions for AGM participation and the exercising of voting rights

Those shareholders are entitled to participate in the AGM and to exercise their voting rights who 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 date of the AGM and the date of receipt are not to be included in the calculation, in other words, **at the latest by**

Wednesday, 4 March 2026, 24:00 hours

at the following address:

BRAIN Biotech AG
c/o HCE Consult AG
Anmeldestelle BRAIN Biotech AG
Postfach 820335
81803 Munich.

Email: anmeldestelle@hce-consult.de

or electronically using the password-protected Internet service on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

Shareholders wishing to utilize the option of registering through this Internet service require personal access data. These access data can be found in the documents posted to shareholders. Shareholders registering for electronic correspondence will receive access data by email. Shareholders who wish to register via the Internet require for this purpose their user ID and corresponding password. All shareholders entered in the share register will receive their user ID and password with the convening letter to the AGM.

As far as the Company is concerned, pursuant to Section 67 (2) Sentence 1 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 of voting rights attributable to parties entitled to participate in the AGM. Please note that, pursuant to Section 18 (4) of the bylaws, no transfers can be made in the share register from the end of the last registration day (Wednesday, 4 March 2026; so-called Technical Record Date) until the end of the AGM (so-called Transfer Stop). The status of the share register on the AGM date consequently corresponds to its status on Wednesday, 4 March 2026, 24:00 hours.

Shareholders can dispose of their shares despite the Transfer Stop. However, purchasers of shares whose transfer applications do not reach the Company until after 4 March 2026 can only exercise participation rights and voting rights deriving from such shares if the shareholder who 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 who are not yet entered in the share register are consequently requested to submit transfer applications as quickly as possible.

2. Procedure for voting by authorized representative

Shareholders not wishing to participate in the AGM themselves can have their votes be exercised at the AGM by an authorized representative, such as 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 powers of attorney that are not issued to a bank, shareholder association, or other intermediaries in the meaning of Section 135 AktG, or other persons equivalent to those as set out in Section 135 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 power of attorney can be made to the authorized representative or to the Company. Proof of power of attorney issued to the authorized representative may be furnished to the Company by sending the proof to the Company. The revocation of a power of attorney already issued may also be declared directly to the Company by the aforementioned means of transmission. The regulations contained in Section 135 AktG are hereby unaffected.

The Company provides the following address for the statement of issuing a power of attorney to the Company, the revocation of a power of attorney already issued, and the conveying of the proof of the power of attorney by post or email, with receipt at the latest by Tuesday, 10 March 2026, 18:00 hours:

BRAIN Biotech AG
c/o HCE Consult AG
Anmeldestelle BRAIN Biotech AG

Postfach 820335
81803 Munich.

Email: anmeldestelle@hce-consult.de

Similarly, the password-protected Internet service on the Company's website at <https://www.brain-biotech-group.com/en/investors/annual-general-meeting> is available for this purpose until Tuesday, 10 March 2026, 18:00 hours. If the power of attorney is issued by a statement to the Company, separate proof of issuing the power of attorney is dispensed with.

The use of the password-protected Internet service by the authorized representative requires that the authorized representative receives the corresponding access data. Once the party issuing power of attorney has been determined, the Company will send the authorized representatives their own access data either by post or by email. For the purpose of transmission, if a power of attorney is issued by declaration to the Company using the form provided by the Company, a postal address of the authorized representative may be provided and, if the password-protected Internet service for issuing a power of attorney is used, either a postal address of the authorized representative or an email address of the authorized representative may be provided. If no postal address or email address of the authorized representative is provided by the party issuing the power of attorney, the authorized representative's access data will be sent by post to the address of the party issuing the power of attorney. If you provide a postal address, please take into consideration the usual processing and mailing times for the forwarding of access data.

A form that can be utilized to issue a power of attorney will be sent to shareholders receiving the invitation letter by post together with the invitation letter. In addition, the form is reproduced on the AGM ticket and can also be downloaded from the Company's website at <https://www.brain-biotech-group.com/en/investors/annual-general-meeting>. If a shareholder authorizes more than one authorized representative, the Company is entitled to reject one or several such authorized representatives.

Special rules may apply to the issuing of a power of attorney to banks, shareholders' associations, other intermediaries in the meaning of Section 135 AktG, and other persons and institutions deemed equivalent in Section 135 AktG, as well as to the revocation and proof of such power of attorney. In such a case, shareholders are requested to consult with the person or institution to be authorized in good time concerning the form and procedure for issuing powers of attorney. Banks, shareholders' associations, and other intermediaries in the meaning of Section 135 AktG as well as other persons deemed equivalent in Section 135 AktG are not entitled to cast votes for shares not owned by them, but recorded under their names in the Company's share register, unless they have the shareholder's authority.

3. Procedure for voting by the Company's designated proxies

The Company offers its shareholders the opportunity to authorize the Company's designated proxies to exercise their votes already before the AGM. Shareholders who wish to authorize the Company's designated proxies must be entered in the share register, and register on time for the AGM. If authorized, Company's designated proxies exercise voting rights exclusively on the basis of instructions issued to them. Without instructions from the shareholder, Company's designated proxies are not authorized to exercise voting rights. A form for issuing power of attorney authorizations and instructions to the Company's designated proxies will be posted together with

the invitation letter to shareholders that also receive invitation letters by post. In addition, the form is reproduced on the AGM ticket and can also be downloaded from the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

or can be completed and submitted electronically via the password-protected Internet service. Powers of attorney and instructions for the Company's designated proxies must be submitted to the Company in textual form if the submission is not made through the password-protected Internet service.

Shareholders wishing to authorize the Company's designated proxies before the AGM are requested to submit powers of attorney along with instructions, irrespective of timely registration according to the aforementioned provisions, at the latest by **Tuesday, 10 March 2026, 18:00 hours (receipt)** by post or email to the following address

BRAIN Biotech AG
c/o HCE Consult AG
Anmeldestelle BRAIN Biotech AG
Postfach 820335
81803 Munich.

Email: anmeldestelle@hce-consult.de

or electronically using the password-protected Internet service by Tuesday, 10 March 2026, 18:00 hours (receipt) on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

The same applies to the amendment and revocation of granted powers of attorney and instructions to be given by these means.

The authorization of the Company's designated proxies shall not exclude personal attendance at the AGM. If a shareholder wishes to attend in person, or through another authorized representative, and exercise his or her shareholder rights despite having already authorized the Company's designated proxies, personal attendance or attendance through an authorized representative shall be deemed to comprise a revocation of the power of attorney authorization granted to the Company's designated proxies. The forms provided for the authorization provide for corresponding declarations. In addition, we offer shareholders who are entered in the share register in accordance with the above provisions and who have registered in good time for and attend the AGM the opportunity to authorize the Company's designated proxies to exercise their voting rights at the AGM until the start of voting.

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

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

4. Postal voting procedure

Pursuant to Section 19 (3) of the Company's bylaws, shareholders have the option of casting their votes by postal vote in the manner described below without attending the AGM. In this case, too, entry in the share register and timely registration for the AGM by the shareholder are required. Postal votes that cannot be allocated to a proper registration shall be invalid.

Votes cast by postal vote must be submitted by means of electronic communication and must be received by the Company by **Tuesday, 10 March 2026, 18:00 hours (receipt)** at the latest, notwithstanding timely registration in accordance with the above provisions. Shareholders who wish to cast their vote by postal vote are requested to cast their postal vote electronically using the password-protected shareholder portal on the Company's website at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

Postal votes already cast can be amended or cancelled in the same manner up to the aforementioned date. The information can also be downloaded from the Company's website at [https://www.brain-biotech-group.com/en/investors/annual-general-meeting.](https://www.brain-biotech-group.com/en/investors/annual-general-meeting/)

Postal voting does not prevent participation in the AGM. If a shareholder wishes to participate in the AGM in person, or by authorized representative, and exercise his or her shareholder rights despite having already cast his or her vote by postal vote, personal participation or participation by authorized representative shall be deemed to comprise a revocation of the vote cast by postal vote. Authorized credit institutions, shareholders' associations, other intermediaries covered by Section 135 AktG and persons, and institutions treated as such pursuant to Section 135 AktG may also use postal voting.

5. Shareholders' rights

Motions to supplement the agenda pursuant to Section 122 (2) 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 included in the agenda, and be published. 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, 8 February 2026, 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) of the German Stock Corporation Act (AktG), the Company will make countermotions including the name of the shareholder, the related explanation, and any opinion on the part of the management, accessible on the Company's website at <https://www.brain-biotech-group.com/en/investors/annual-general-meeting>, 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**

Tuesday, 24 February 2026, 24:00 hours

at the following address:

BRAIN Biotech AG
c/o HCE Consult AG
Karl-Heinrich-Ulrichs-Str. 22-24
10785 Berlin
Email: antraege@hce.consult.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 a statement of reasons, 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 at the AGM. 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) of the German Stock Corporation Act (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 affiliated 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 to an affiliated 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

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

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

The Company's share capital amounts to € 21,847,495.00 on the convening date, and is divided into 21,847,495 shares which are equally voting-entitled and grant one vote each. The Company holds no treasury shares as of the AGM convening date. The total number of shares and voting rights as of the AGM convening date consequently amounts to 21,847,495.

7. Information about data protection for shareholders pursuant to the EU GDPR

Information on the processing of your personal data in connection with the Annual General Meeting and the share register can be found at

<https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>

Zwingenberg, January 2026

BRAIN Biotech AG

The Management Board