Annual Report 2025

Contents

Brockhaus Technologies – Elevating Champions

Revenue

€225.0 million

+10.1%

2024 | €204.3 million

Gross profit

€138.0 million

+1.6%

2024 | €135.8 million

Adjusted EBITDA

€46.3 million

-28.8%

2024 | €65.0 million

Adjusted free cash flow before tax

€30.8 million

-29.2%

2024 | €43.4 million

The figures for the 2025 fiscal year relate to the discontinued and continuing operations

Highlights from 2025

**A challenging fiscal year 2025 –
Strategic sale of the Bikeleasing stake**

Despite the fact that the economic environment remains challenging, Brockhaus Technologies (BKHT) increased its revenue by 10.1% to €225 million in fiscal year 2025 compared to the previous year. Adjusted EBITDA was €46 million (-28.8%), corresponding to an adjusted EBITDA margin of 20.6%. These key performance indicators include both the continuing operations (IHSE and holding company) and the discontinued operation (Bikeleasing). With the sale of Bikeleasing to Decathlon Pulse, BKHT is once again underscoring its ability to identify high-growth companies, strategically develop them and generate significant value growth. Since the majority stake was acquired from the founders in 2021, Bikeleasing has more than tripled its revenue and more than doubled its adjusted EBITDA under BKHT's umbrella. The number of connected corporate customers increased from around 25,000 (1.3 million employees) to more than 81,000 (approx. 3.9 million employees) as of December 31, 2025. These successes are the result of BKHT's strategy of actively supporting its subsidiaries in professionalization, internationalization and establishing scalable structures capable of growth. Bikeleasing is no longer included as a reportable segment but as a discontinued operation in the consolidated financial statements.

Bikeleasing (former HR Benefit & Mobility Platform segment) invests in long-term growth strategy

Bikeleasing continued its growth trajectory in 2025 despite economic challenges. Revenue rose year over year to €195 million (+12.8%). A key factor driving this growth was the significant increase in revenue from the resale of bikes at the end of their lease's term, which, however, typically generates a lower gross profit margin than the other revenue components in the segment. In addition, the new partner participation model had a positive impact on revenue. Adjusted EBITDA was €49 million (-26.7%) and the adjusted EBITDA margin was 25.3%. The margin was affected in particular by planned higher personnel and other operating expenses related to the long-term growth strategy aimed at transforming the company from a single-product company bike leasing provider to a multi-benefit platform. The number of new bicycles brokered through the digital Bikeleasing platform in 2025 was 125 thousand, a 10% year-on-year decrease. The market environment continues to be characterized by an oversupply of bicycles and high retail discounts. This is primarily due to full inventories at bicycle dealers, which can be attributed to factors such as insolvencies, withdrawals from the market and the lingering effects of the coronavirus pandemic.

IHSE (Security Technologies segment) with continued growth in the government and defense business

IHSE's revenue in 2025 was €30 million (-4.7%) and thus below the previous year's level. Revenue in EMEA was down on the previous year due to generally subdued investment activity in the market. The same goes for the APAC region. However, revenue in the Americas region was higher than in the previous year. This trend is attributable to growing business in the government and defense sector, which became IHSE's strongest end market for the first time in 2025 (accounting for approx. 43% of revenue). The gross profit margin improved significantly to 74.7% (previous year: 72.1%). The increase is mainly attributable to the improved product and customer mix resulting from higher defense revenue. Adjusted EBITDA amounted to €3 million, with a margin of 10.5%, and was thus slightly higher than in the previous year despite lower revenue (2024: €3 million; 9.1%). This was mainly due to the higher gross profit margin and lower fixed costs in the area of personnel expenses. In the third quarter of 2025, management implemented comprehensive measures to reduce fixed costs. They are expected to impact the key performance figures in fiscal year 2026 in particular.

Letter from the Executive Board

2025 was a challenging fiscal year for us, which we successfully closed.

Dear shareholders,

2025 was a business year of ups and downs for us, which we successfully closed with the sale of Bikeleasing to Decathlon Pulse. Despite geopolitical and economic uncertainties during the reporting year 2025, we succeeded in generating revenue of €225 million and adjusted EBITDA of €46 million. Revenue growth amounted to +10% with an adjusted EBITDA margin of 20.6%. Free cash flow before tax was €30.8 million and so still at a high level, primarily attributable to the highly profitable Bikeleasing business model. Adjusted earnings per share were €0.17. The year-over-year decline in EPS was mainly due to investments in Bikeleasing's long-term growth strategy. The Group's net debt in relation to adjusted EBITDA for the last twelve months increased from 0.70x to 1.04x in 2025.

Although the economic environment remained challenging, we performed well in 2025 and delivered on our promise to strategically develop technology leaders and thereby realize value for our shareholders. Despite a challenging bicycle market, which also affected the digital brokerage business for company bike leasing, Bikeleasing was able to increase its revenue again. Due to the investments we initiated in its long-term growth strategy, Bikeleasing's profitability declined in 2025, but remained at a high level. Adjusted EBITDA was thus €49 million, equating to an adjusted EBITDA margin of 25.3%. The change in margin is primarily attributable to planned higher personnel and other operating expenses incurred as part of the ongoing transformation from a single-product company bike leasing provider to a multi-benefit platform.

IHSE's revenue in 2025 was below the previous year's level. The gross profit margin increased to 74.7%, mainly due to an improved product and customer mix, particularly driven by higher revenue in the defense segment. Adjusted EBITDA amounted to €3 million, with a margin of 10.5%, and was thus slightly higher than in the previous year despite lower revenue. This was mainly due to the higher gross profit margin and lower fixed costs in the area of personnel expenses. IHSE guarantees secure, high-performance data transmission with its powerful and reliable KVM technology. Given that it meets new security standards for highly critical environments, the company remains very well positioned. IHSE's solutions are increasingly used in mission-critical areas and are benefiting from global growth markets, particularly in the defense sector.

+10.1%

Revenue

€46 million

Adjusted EBITDA

20.6%

Adjusted EBITDA margin

€0.17

Adjusted earnings per share

As communicated in the past, we continuously examined strategic options regarding our equity investments in the interests of the company and its shareholders. As part of that, we comprehensively analyzed and weighed the opportunities and risks of further investments and strategic further development of Bikeleasing, as well as a potential sale of the stake. In this connection, we also held talks with Decathlon Pulse. Following intensive negotiations, the shareholders of BLS Beteiligungs GmbH wishing to sell their shares (the sellers) and Decathlon Pulse (the buyer) finally concluded a "Share Sale and Purchase Agreement relating to BLS Beteiligungs GmbH" on December 23, 2025, i.e. a purchase and assignment agreement for shares in Bikeleasing, along with accompanying contractual documentation.

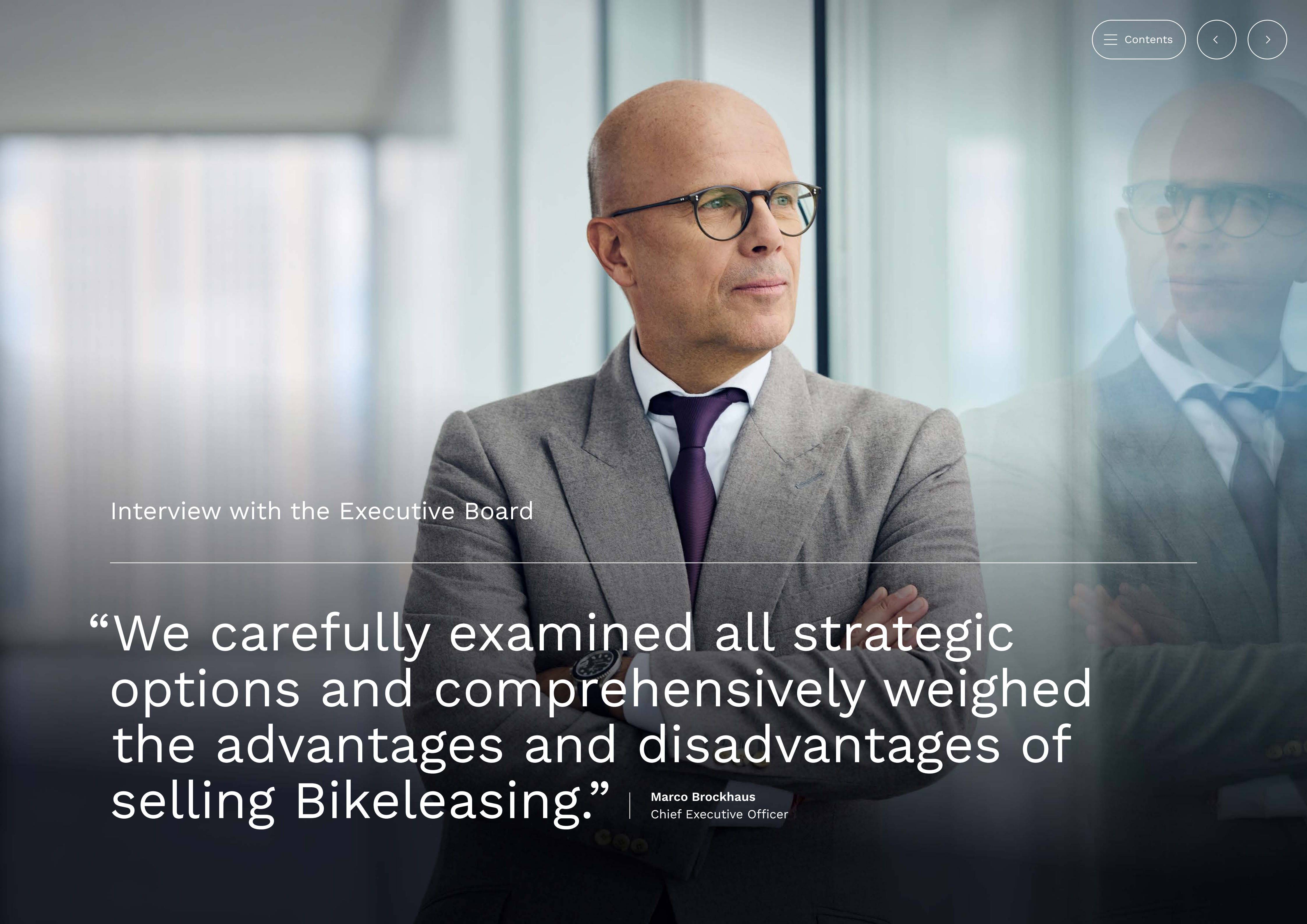
In our capacity as the company's Executive Board, we carefully weighed the advantages and disadvantages of a sale to Decathlon Pulse, taking into account available alternatives, with particular consideration to the interests of the company and its shareholders in realizing value. As part of these deliberations, we came to the conclusion that a sale at this time, at the attractive terms offered by Decathlon Pulse, makes sense and is in the interests of the company and its shareholders. The Bikeleasing Group's positive performance since the company acquired the stake is reflected in the purchase price offered by Decathlon Pulse. The purchase agreement envisages an enterprise value of €525 million for the Bikeleasing Group, based on 100% of the shares. This makes the transaction one of the most significant strategic mid-market M&A deals in Germany in 2025.

On the basis of the figures for the "Bikeleasing Group" subgroup as of September 30, 2025, a sample calculation – following reconciliation from the enterprise value to the purchase price of the interest – gives a pro-rata purchase price, less preliminary transaction costs, for the shares in Bikeleasing indirectly held by Brockhaus Technologies AG of approximately €240 million. Based on these figures, the consideration is thus more than double the €102 million in equity invested in the acquisition of Bikeleasing in 2021.

However, this intrinsic growth in the value of the Bikeleasing Group was not reflected in the company's share price, which is why our shareholders have not yet been able to benefit from the successful work of the past four years. In our view, the sale of Bikeleasing is an appropriate means of realizing high value growth in the interests of the company and its shareholders.

For 2025, we would like to extend our sincere thanks to all employees of our Group for what we have achieved together. We would also like to thank our Supervisory Board for its constructive support and you, our shareholders, for your trust.

Marco Brockhaus **Dr. Marcel Wilhelm**



Interview with the Executive Board

“We carefully examined all strategic options and comprehensively weighed the advantages and disadvantages of selling Bikeleasing.”

Marco Brockhaus
Chief Executive Officer

Interview with the Executive Board

Brockhaus Technologies can look back on a challenging fiscal year 2025, which ultimately ended on a positive note. In this interview, the company's two Executive Board members, Marco Brockhaus and Dr. Marcel Wilhelm, explain how they steered the company through the turbulent period surrounding the delay in issuing of the 2024 audit opinion and ultimately engineered the sale of Bikeleasing to Decathlon Pulse. The transaction's implications for the company and its shareholders are also discussed in more detail.

Mr. Brockhaus, 2025 was a year of considerable challenges for Brockhaus Technologies. What are your feelings in hindsight?

Marco Brockhaus: 2025 was undoubtedly an intense and, at times, turbulent year. It was one of the most challenging phases we as a company – and also I personally, as an entrepreneur and investor who has been in the business for more than 25 years – have ever experienced. The delay in issuing the audit opinion for the 2024 fiscal year was very unsatisfactory for everyone involved, including myself as the founder and largest individual shareholder, and understandably provoked uncertainty. Nevertheless, we have kept working systematically on our strategic agenda. The fact that we were able to close out the year by signing the agreement to sell our stake in Bikeleasing is a clear sign of our ability to act.

What specific priorities did you set during this period of uncertainty to ensure stability yet remain strategically agile?

Dr. Marcel Wilhelm: In this phase, we made a very conscious effort to prioritize transparency, stability and strategic clarity. Our mission was to maintain trust – among investors, employees and business partners. Alongside that, we examined strategic options and intensively considered how we could realize the value created for our shareholders over the past few years.

The sale of Bikeleasing to Decathlon Pulse marks a turning point. How did this decision come about?

Marco Brockhaus: We carefully examined all strategic options and comprehensively weighed the advantages and disadvantages of selling Bikeleasing. Our focus in that was always on the interests of the company and our shareholders. Given Bikeleasing's positive business performance since we acquired a stake in it and its enterprise value of €525 million, we came to the conclusion that selling the company at these terms was the right move. It allows us to realize the value growth achieved in recent years – especially since this has not yet been adequately reflected in the share price.

What role did the operating performance of Bikeleasing play in this decision?

Dr. Marcel Wilhelm: Since acquiring the majority stake in 2021, we have systematically developed Bikeleasing. The company more than tripled its revenue and more than doubled its adjusted EBITDA in the four years under Brockhaus Technologies' umbrella. In addition, the number of connected corporate customers rose from around 25,000 to over 81,000. This development was reflected in the purchase price offered. Decathlon Pulse put the enterprise value of the Bikeleasing Group at €525 million. Based on the figures as of September 30, 2025, this corresponds to a pro-rata purchase price of around €240 million for our indirect stake, after preliminary transaction costs and taxes. That is more than double the €102 million in equity we invested in 2021.

You highlighted the strong operating performance of Bikeleasing since Brockhaus Technologies took a stake in it. What specific measures has Brockhaus taken in recent years to facilitate this growth?

Marco Brockhaus: Since taking a stake in Bikeleasing in 2021, we have rigorously worked on four key growth pillars: significantly expanding our corporate customer base from around 25,000 to over 81,000, increasing the usage rate among employees of already connected corporate customers, expanding our offering to include additional employee benefits, such as through the acquisition of Probonio, and internationalization, among other things by entering the Austrian market and with our investment in Ridepanda in the USA. At the same time, we have professionalized Bikeleasing's organization, expanded the management team, established key functions such as sales and software development in-house, and further developed the digital B2B platform in a targeted manner. These measures have laid the groundwork for the strong growth of past years.

What implications does the sale of the stake in Bikeleasing have for Brockhaus Technologies?

Marco Brockhaus: The anticipated proceeds of around €240 million will allow us to significantly increase our financial flexibility. These funds are a solid foundation for the company's future strategic alignment. However, we have deliberately not yet made a final decision on how specifically to use them. They might be used, for example, to pay dividends or for share buybacks so that shareholders can share directly in the company's success. Further acquisitions so that we can continue to pursue our investment approach are also conceivable. Every measure is carefully examined from the legal, financial and strategic perspective.

€240 million

expected cash inflow significantly increases financial flexibility

Where is Brockhaus Technologies headed after this milestone?

Dr. Marcel Wilhelm: Our focus is on increasing shareholder value. We will work closely with the Supervisory Board to carefully and comprehensively evaluate all strategic options with an open mind so as to ensure that any measures can be taken uncompromisingly in compliance with legal requirements and in the best interests of our company and our shareholders.

As Mr. Brockhaus has already stated, the focus is particularly on measures to enhance the company's attractiveness, such as dividend payments or a share buyback program. Further acquisitions, or a combination of various measures, are also conceivable so that we keep fulfilling the purpose of the company under the Articles of Association, namely to acquire, hold and manage investments in businesses. Each of these measures has specific legal and financial requirements, as well as advantages and disadvantages, which we will carefully analyze once the transaction is closed.

After a challenging year: What do you personally take away from the year 2025?

Marco Brockhaus: That entrepreneurial leadership is especially needed in difficult phases. The delay in issuing the audit opinion for the 2024 fiscal year was a severe test. At the same time, we demonstrated that we can think strategically and act resolutely. 2025 showed that substance prevails in the long run. Bikeleasing has performed very well since we took a stake in it – even though this value growth has not been directly reflected in the share price. By selling Bikeleasing, we have now realized this value for our shareholders.

Mr. Brockhaus, Dr. Wilhelm, thank you very much for the interview.

"Our focus is on increasing shareholder value."

Dr. Marcel Wilhelm
Chief Operating Officer

Members of the Supervisory Board

Dr. Othmar Belker
Chairman

Michael Schuster
Deputy Chairman

Martin Bestmann
Member

Dr. Nathalie Krebs
Member

Prof. Dr. Christoph Hütten
Member

Matthias Memminger
Member

Report of the Supervisory Board

The Supervisory Board of Brockhaus Technologies AG, Frankfurt am Main, (“**Company**” or “**BKHT**”, together with its subsidiaries “**Brockhaus Technologies**” or the “**Group**”) oversaw the activities of the Company’s Executive Board in accordance with the requirements of the German Stock Corporation Act and the Articles of Association of BKHT and provided advice and support to the Executive Board during the fiscal year from January 1, 2025, to December 31, 2025.

The Executive Board reported regularly to the Supervisory Board on the business development of the Group. Particular focus areas were the operating performance of the subsidiaries and measures for the strategic enhancement of business activities, add-on acquisitions amongst others. The Supervisory Board meetings focused on the business performance of the business segments and the Group, as well as the economic and political risks to the course of business. Changes in revenue, earnings, balance sheet items and cash flows were presented and explained in detail, with a comparison with the budget and the previous year. The Supervisory Board was directly involved in all key decisions, in particular on issues of strategy and planning and in the review of strategic options. The Supervisory Board was also involved at an early stage in the evaluation and purchase of investments. The work of the Supervisory Board in fiscal year 2025 was additionally influenced by four topics:

- A compliance investigation in the IHSE subgroup and the misconduct of individual persons with management responsibility in the IHSE subgroup that was identified as a result of this investigation.
- A delay in the preparation and external audit of the financial statements and consolidated financial statements as of December 31, 2024, due to the compliance investigation.
- The resulting delay in holding the Annual General Meeting.
- The interest of a French group in acquiring shares in BLS Beteiligungs GmbH and its subsidiaries.

The Company’s Articles of Association specify that the Supervisory Board should hold at least two meetings per calendar half-year. In the 2025 financial year, this minimum number of meetings was again significantly exceeded and numerous other informal verbal and telephone meetings were held. The Chairman of the Supervisory Board was in regular personal and telephone contact with the members of the Executive Board and was proactively and comprehensively informed about all important business transactions. If necessary, the Chairman of the Supervisory Board kept the other members of the Supervisory Board informed between meetings.

The Executive Board provided detailed information on the course of business at the regular Supervisory Board meetings. The regular meetings usually have an agenda that is identical in parts and structures the discussion on key economic issues and potential risks. Regular topics included the current economic situation of the operating segments and the Group, the current impacts and future risks of economic developments, a regularly assessed risk report, opportunities and risks of the search processes for new acquisition targets, reports from the Supervisory Board committees, and developments in the field of investor relations, including the share price performance and options for improving it. Fundamental issues at the meetings were the annual and consolidated financial statements of BKHT for fiscal year 2024, the quarterly financial statements for fiscal year 2025, the half-yearly report as of June 30, 2025, preparation for and evaluation of the delayed Annual General Meeting on November 27, 2025, cost trends at the Company and the subsidiaries, personnel development in the Group, the implementation of the Group’s employee stock option program and discussion and approval of the internal rules of procedure and declarations of compliance. In the first half of the year, in all Supervisory Board meetings the compliance investigation in the IHSE subgroup and the resulting delay in the preparation and audit of the financial statements were discussed. In the fourth quarter, external interest in purchasing a stake in the Bikeleasing Group and the possible impacts on the Company were discussed.

Another fixed feature of the regular Supervisory Board meetings was an examination of the relevant risks and support for the development of a formal internal control system at the Company and the subsidiaries. The status of internal auditing was also reported. In the course of the discussions relating to risk, the Supervisory Board was in all cases able to obtain a clear picture, in particular about whether and which risks could adversely affect the Company’s and the Group’s results of operations, net assets and financial position. In addition, the Supervisory Board and the Executive Board regularly discussed the Company’s long-term strategic alignment. Among other things, the latest economic figures of the Company, the operating segments and the Group, including changes in cash flows and, where expedient, in balance sheet items, were presented and discussed.

The composition of the Supervisory Board did not change in fiscal year 2025.

In fiscal year 2025, the Supervisory Board held 13 meetings, seven of which were in-person, five were virtual, and one was hybrid (partly in-person and with individual members participating via videoconference). Unless specified otherwise below, the Supervisory Board meetings were attended by all Supervisory Board members in office. Mr. Memminger was excused from the meetings on September 29, 2025, and November 26, 2025.

In fiscal year 2026 to date, four meetings of the Supervisory Board were held. All current members of the Supervisory Board attended the meetings.

Additionally, the Supervisory Board adopted three resolutions in writing in the 2025 fiscal year. The Supervisory Board approved the consulting agreement between Mr. Martin Bestmann and IHSE GmbH on February 10, 2025. On October 13, 2025, the Supervisory Board approved various resolutions in writing that had been prepared in the previous meetings (see the section on the Supervisory Board resolution in writing dated October 13, 2025). On December 3, 2025, the Supervisory Board resolved to extend Mr. Martin Bestmann's consulting mandate with IHSE GmbH on unchanged terms.

The Supervisory Board has had an Executive and Nomination Committee and an Audit Committee since 2021. The Audit Committee met ten times in fiscal year 2025 and three times in fiscal year 2026. The Executive and Nomination Committee met three times in the 2025 fiscal year and one time in the 2026 fiscal year.

Further education and training required for discharging their duties, for example on changes in the legal environment, sustainability reporting and on new technologies, are taken by the members of the Supervisory Board under their own responsibility, with the Company's support where requested. In various meetings, the Supervisory Board also reviewed the effectiveness and efficiency of its work and debated improvement suggestions by its members. In this context, the annual anonymized self-evaluation of the Supervisory Board's work was carried out by all members of the Supervisory Board in December 2025.

Overview of attendance at meetings of the Supervisory Board and committees

	Supervisory Board	Audit Committee	Executive and Nomination Committee	Total
Dr. Othmar Belker	13 (100%)	10 (100%)	3 (100%)	26 (100%)
Michael Schuster	13 (100%)	-	3 (100%)	16 (100%)
Martin Bestmann	13 (100%)	10 (100%)	-	23 (100%)
Dr. Christoph Hütten	13 (100%)	10 (100%)	-	23 (100%)
Dr. Nathalie Krebs	13 (100%)	-	3 (100%)	16 (100%)
Matthias Memminger	11 (85%)	-	-	11 (85%)

All members of the Supervisory Board are to be considered independent as defined by the German Corporate Governance Code.

At the meetings held in fiscal year 2025 and the four meetings held in fiscal year 2026 to date, the Supervisory Board dealt with the following topics:

Supervisory Board meeting on January 29, 2025
The Supervisory Board debated the 2024 Risk Report and analyzed the Company's risk-bearing capacity as well as the latest performance of the Group's operating companies in the fourth quarter of 2024. The Executive Board informed the Supervisory Board about the status of ongoing strategic measures in the HR Benefit & Mobility Platform business segment and about the filling of C-level positions in this segment. To incentivize the C level of Bikeleasing, a management equity program is to be developed that will subsequently be discussed together with the employee participation program prepared. In addition, the Executive Board reported on strategic topics as well as the performance of the Security Technologies segment (order backlog and product launches). The Supervisory Board discussed in detail the budget proposed for fiscal year 2025, in particular with regard to economic risks in Germany and the level of positive growth assumptions. The Supervisory Board found the growth assumptions included in the draft budget presented very optimistic and subject to high risk, given the current economic situation and development. Accordingly, the Supervisory Board asked the Executive Board to revise the budget so that a revised budget could be discussed at a second meeting. In addition, strategic considerations and current acquisition projects as well as the Audit Committee's report on the status of the preparation of the annual and consolidated financial statements and the combined management report for fiscal year 2024 and its audit by the auditors of KPMG were discussed at this meeting. In view of the non-implementation of the CSRD legislation on sustainability

reporting, no legal obligation arose for sustainability reporting. The Supervisory Board therefore agreed with the position of the Executive Board and the Audit Committee not to prepare a voluntary sustainability report and to wait until there is greater legal certainty regarding reporting and auditing requirements before issuing a call for bids for the future external audit of the sustainability reporting. In addition, the Chair of the Audit Committee reported that the internal auditor presented the results of the 2024 internal audit at the Audit Committee meeting on November 29, 2024, and agreed the audit plan for 2025 with the Committee.

Resolutions in writing on February 10, 2025
The Supervisory Board approved the consulting agreement between Mr. Martin Bestmann and IHSE GmbH, who will advise the company exclusively in the area of time-critical software and hardware development processes.

Supervisory Board meeting on March 3, 2025
At this extraordinary meeting, which was convened at short notice, the Chair of the Audit Committee informed the Supervisory Board that he had been notified that same day by the auditor KPMG of its doubts regarding the substance of a specific transaction at the level of a foreign subsidiary of IHSE. It was resolved to engage a specialized law firm to conduct an investigation to ascertain the facts.

Supervisory Board meeting on March 13, 2025
The law firm engaged by the Supervisory Board to clarify the business transaction at the level of a foreign subsidiary of IHSE reported on the preliminary work results of the internal investigation. The Supervisory Board deliberated the appropriation of the result for fiscal year 2024. The future dividend policy was also discussed. The Chairman of the Audit Committee reported on the status of the audit of the annual and consolidated financial statements for fiscal year 2024. The Supervisory Board debated and resolved the 2024 remuneration report. The Executive Board reported on current macroeconomic risks as well as the Group's key operating figures. The Supervisory Board discussed the adjustments to the 2025 budget with the Executive Board and analyzed the work done in the area of investor relations.

Supervisory Board meeting on March 27, 2025
The Supervisory Board discussed the status quo of the 2024 annual audit with the auditor. Subsequently, the object of investigation was discussed and redefined with the law firm engaged to conduct the internal investigation. Furthermore, the Supervisory Board considered the next steps in the revision of the remuneration system for the Executive Board.

Supervisory Board meeting on April 7, 2025
The Supervisory Board unanimously decided to engage a prominent audit firm to support and guide the Company and the Supervisory Board in the ongoing annual and consolidated financial statement audits for the 2024 fiscal year. The Executive Board was informed of this without undue delay.

Supervisory Board meeting on April 29, 2025
The Supervisory Board debated the latest status of the audit of the annual and consolidated financial statements as well as alternative timelines up to issuing the audit opinion and holding the Annual General Meeting. The Supervisory Board then discussed the legal, economic and capital market risks arising from the internal investigation as well as the Group's key operating figures for the first quarter of 2025. The meeting also focused on current acquisition projects, the status of the ongoing strategic measures and initiatives, as well as C level personnel changes at Bikeleasing. The law firm engaged by the Supervisory Board reported on the preliminary findings of the internal investigations, which would very probably give rise to a direct disclosure obligation; this was followed by a discussion by the Executive Board and the Supervisory Board of the information and assessments presented by the law firm. The Supervisory Board then approved the original and expanded consulting contract between Mr. Martin Bestmann and IHSE. The Supervisory Board reviewed Mr. Bestmann's consulting mandate with IHSE and confirmed its continued support to resolve the firmware instability issue. Other subjects of debate included current investor relations matters as well as further adjustments to the remuneration system for the Executive Board.

Supervisory Board meeting on May 22, 2025
The status of the internal investigation was reported and the preliminary findings were discussed. The subsequent process in the formal communication with the auditor regarding the conclusion of the internal investigation and the preparation of an updated schedule for the annual and consolidated financial statements were also reviewed. In addition, the Executive Board reported on the current performance of Bikeleasing.

Supervisory Board meeting on June 25, 2025
The Supervisory Board discussed the final internal investigation report, the resulting consequences for personnel at IHSE, some of which have already been conducted, as well as the reconfiguration of IHSE's management team. This was followed by a debate of the current status of the audit of the 2024 annual and consolidated annual financial statements as well as the revised schedule up to issuing an audit opinion. The Supervisory Board analyzed the current performance of the Group's operating segments as of the end of May 2025. The main priorities here were price trends and the roll-out of dealer commissions in the HR Benefit & Mobility Platform business segment, as well as a number of different operating KPIs in the Security Technologies business segment. The meeting also focused on financing measures in the Group, current investor relations matters, as well as preparations for the 2025 Annual General Meeting.

Supervisory Board meeting on August 5, 2025
The Supervisory Board discussed and approved the company's financial statements and consolidated financial statements and adopted the Supervisory Board's report.

The auditor reported on the course of the audit, the focal points of the audit and the audit results relating to the annual financial statements 2024 of the AG in accordance with German GAAP, the consolidated financial statements in accordance with IFRS and the combined management report in accordance with German GAAP for the 2024 financial year. The independent auditor issued unqualified audit opinions for the annual financial statements, the consolidated financial statements and the combined management report. Following its own detailed examination of the accounting documents and the auditor's reports, the Supervisory Board approved the annual financial statements, the consolidated financial statements, and the combined management report on the recommendation of its Audit Committee. The annual financial statements are thereby adopted.

Supervisory Board meeting on September 17, 2025
The Supervisory Board discussed the Report on opportunities and risks for the first half of 2025. The Supervisory Board discussed risk management within the Group and its subsidiaries. The Audit Committee had already discussed the processes in individual areas of the internal control system in detail with the Company. In this context the Supervisory Board discussed an update to the planning for the 2025 fiscal year. The outlook for fiscal year 2025 published in the 2024 Annual Report has not been amended by the Executive Board and remains valid. In addition, the Supervisory Board updated the target values for the Executive Board remuneration system.
The Chair of the Audit Committee reported on the bidding process for the 2025 auditor. Seven prominent accounting firms participated in the bidding process, and three of them were shortlisted. The Supervisory Board discussed the agenda items for the Annual General Meeting and the date of the Annual General Meeting.

Supervisory Board meeting on September 29, 2025
The Chair of the Audit Committee presented the selection process and recommendation for the selection of a new auditor and auditor for the consolidated financial statements for the 2025 fiscal year, as well as an auditor for any review of the interim reporting starting in the 2025 fiscal year. The Audit Committee declared that it is free from inappropriate influence by third parties and that no contractual obligations have been imposed on it that would have restricted its options in selecting a specific auditor. This also applies to all members of the Supervisory Board.

Based on the results of the evaluation of the call for bids, the Audit Committee unanimously proposed to the Supervisory Board that Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft be engaged as the new auditor. The participants at the Supervisory Board meeting discussed the bidding process and its results. The Executive and Nomination Committee reported on the remuneration systems for the Executive Board and Supervisory Board. The Supervisory Board unanimously accepted the Audit Committee's proposal. The Supervisory Board decided not to change the remuneration system for the Supervisory Board.

Supervisory Board resolution in writing dated October 13, 2025
The Supervisory Board approved various resolutions in writing that had been prepared in the previous meetings.

These included the update of the final version of the Remuneration System 2025 for presentation at the Annual General Meeting, and the final version of the invitation to attend the 2025 Annual General Meeting with the following proposed resolutions:

a) Presentation of the adopted annual financial statements of BKHT and the approved consolidated financial statements as of December 31, 2024, the combined management report for BKHT and the Group (with explanatory notes on the disclosures pursuant to Sections 289a and 315a of the HGB) and the Supervisory Board's report on the 2024 fiscal year
b) Proposal to approve the actions of the members of the Executive Board for the 2024 fiscal year
c) Proposal to approve the actions of the members of the Supervisory Board for the 2024 fiscal year
d) Proposal by the Supervisory Board, on the recommendation of its Audit Committee, to elect Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft ("Rödl") as auditor and auditor of the consolidated financial statements for the 2025 fiscal year, as well as auditor for any review of additional interim financial information prepared prior to the 2026 Annual General Meeting
e) Proposal by the Supervisory Board, on the recommendation of its Audit Committee, to appoint Rödl as the auditor of the Company's and the Group's sustainability report for the 2025 fiscal year, subject to the condition precedent that the Company is obligated to prepare this report.
f) Proposal by the Supervisory Board to approve the remuneration report for 2024 prepared and audited in accordance with section 162 of the AktG
g) Proposal by the Supervisory Board to approve the Remuneration System 2025 adopted for the members of the Executive Board
h) Confirmation of the existing Supervisory Board remuneration

Supervisory Board meeting on November 26, 2025
The Supervisory Board discussed the Extraordinary General Meeting on November 27, 2025. The Supervisory Board discussed the adequacy of the risk management system and the current measures for preventing corruption. The Supervisory Board also discussed the activities of its member Martin Bestmann, who advises IHSE on software and hardware development processes for solving complex software problems. The Supervisory Board unanimously agreed that there is no restriction on the independence of the Supervisory Board member. The activity is expected to end in the course of 2026.

Supervisory Board meeting on December 17, 2025
The Supervisory Board and Executive Board discussed the status of negotiations with Decathlon regarding the sale of Brockhaus Technologies' stake in BLS Beteiligungs GmbH. After discussion and clarification by the Executive Board of all technical and procedural questions raised by the Supervisory Board, the Supervisory Board unanimously approved the sale of the stake in BLS Beteiligungs GmbH based on the current status of negotiations.

Supervisory Board meeting on January 14, 2026
The Supervisory Board discussed the invitation to the 2026 Extraordinary General Meeting. In addition, a resolution was passed approving the holding of the Extraordinary General Meeting on February 26, 2026.

Supervisory Board meeting on January 29, 2026
The Supervisory Board discussed the status of the annual financial statements and the current development of the Group's operating companies. The draft budget for fiscal year 2026 was discussed and, following a discussion of the assumptions made and of the planning risks, the Supervisory Board took note of the draft budget presented for 2026. The Supervisory Board debated the current risk report and the enhancement of risk identification. Various topics for the 2026 Annual General Meeting on June 11, 2026, were discussed for the first time. The Supervisory Board discussed the status of closing preparations for the sale of BLS Beteiligungs GmbH and the Extraordinary General Meeting on February 26, 2026. Internally, the Supervisory Board members discussed the updates to their skills profiles and the available results of the self-evaluation on how effectively the Supervisory Board and its committees fulfilled their tasks. In addition, the questions and suggestions for change raised by shareholders present at the 2025 Annual General Meeting regarding the revised Remuneration System 2025 were discussed, as were plans to comprehensively revisit the concept and further develop it if necessary, together with the next steps.

Supervisory Board meeting on March 12, 2026
The Supervisory Board debated the Group's economic situation and the opportunities and risks for its future development. A further focus of the meeting was the current status of the preparation of the financial reporting and consolidated financial reporting for the 2025 fiscal year and their audit by the Rödl auditors. In this context, the Supervisory Board discussed the presentation of results in the financial statements for the 2025 fiscal year. Alternative distribution options were also discussed. The Supervisory Board debated and resolved the 2025 remuneration report. The Supervisory Board additionally discussed corporate governance issues.

Supervisory Board resolution written dated March 20, 2026
The Supervisory Board approved, by written consent, the update to the 2025 Declaration of Compliance and the 2026 Corporate Gov-ernance Statement.

Supervisory Board meeting on March 25, 2026
The Supervisory Board debated and approved the Company's financial reporting and consolidated financial reporting and adopted the report of the Supervisory Board for fiscal year 2025.

The auditor reported on the course of the audit, the focal points of the audit and the audit results relating to the annual financial statements 2025 of the AG in accordance with German GAAP, the consolidated financial statements in accordance with IFRS and the combined management report in accordance with German GAAP for the 2025 financial year. The independent auditor issued unqualified audit opinions for the annual financial statements, the consolidated financial statements and the combined management report. Following its own detailed examination of the accounting documents and the independent auditor's reports, the Supervisory Board approved the annual financial statements, the consolidated financial statements and the combined management report and approved the appropriation of the annual result for 2025. The annual financial statements are thereby adopted. The Supervisory Board updated the target for the remuneration of the Executive Board members for the year 2026.

The work of the Audit Committee
The Audit Committee held a total of ten meetings in fiscal year 2025, of which four were held in person and six virtually. So far in fiscal year 2026 the Audit Committee met three times.

In addition to the committee members, an Executive Board member, the manager responsible for the consolidated financial reporting and representatives of the auditor and specialist consultants took part in most of the committee meetings in the 2025 fiscal year.

At its regular meetings, the Audit Committee had the opportunity to discuss matters with the auditor without the Executive Board being present, as this was a fixed item on the agenda.

The Audit Committee prepared the resolutions of the Supervisory Board in detail for all matters assigned to it. The following topics were dealt with at the Committee's meetings:

- → reporting on the current status of ongoing closing procedures in the Group for the quarterly and annual financial statements
- → discussion of the accounting processes in subsidiaries and at the parent entity, including the requisite IT support and process automation, as well as of the associated internal controls and any potential for improvement
- → discussion of the details of individual important accounting policies in the consolidated financial statements
- → discussion of the presentation of the corporate acquisitions or investments in 2025 in the consolidated financial reporting
- → discussion of the accounting documents for fiscal year 2024 submitted by the Executive Board and the audit opinions and audit reports presented by the independent auditor, including issuing a recommendation

on the approval of the accounting documents by the Supervisory Board
- discussion of the draft remuneration report for fiscal year 2024 submitted by the Executive Board and the audit opinion presented by the independent auditor in this regard, including issuing a recommendation on the finalization and approval of the remuneration report by the Supervisory Board
- discussion of the 2025 Half-Year Financial Report and the quarterly statements for Q1 2025 and 9M 2025 before their publication and of the corresponding preparation processes
- discussion of the compliance investigation in the IHSE subgroup and its impact on the financial reporting and consolidated financial reporting as well as on the audit
- call for bids for the 2025 audit by means of a bidding and selection process to determine a suitable new auditor
- based on the bidding process, recommendation to the Supervisory Board for the proposal for the election of the auditor for the 2025 fiscal year at the Annual General Meeting, with two candidates being proposed to the Supervisory Board, stating a reasoned preference, after the Committee had satisfied itself of the independence, quality, and qualifications of both candidates in the bidding process
- negotiation of the audit fees with the auditor
- engagement of the auditor for an audit of BKHT's remuneration report
- discussion of the audit planning and key audit matters of the audit of the 2025 financial statements together with the auditor
- discussion of the obligation to prepare and audit a sustainability report according to the Corporate Sustainability Reporting Directive (CSRD), of the processes to prepare and audit the relevant reports and, in the final quarter of 2025, of the impact of the likely non-adoption of the German CSRD Implementation Act by the end of the year
- reporting on the current status of ongoing auditing activities in the Group
- discussion and approval of non-audit services by the auditor and monitoring compliance with the upper limit for such non-audit services
- discussion of the audit planning and key audit matters of internal audit, reporting on the completed audits by internal audit and discussion of internal audit's recommendations derived from these audits
- discussion of the status quo and any potential for improving the compliance management system in the Group
- discussion of the status quo and any potential for improving the risk management system in the Group
- potential sale of BLS Beteiligungs GmbH and its impact on the consolidated financial statements (IFRS 5)

In addition, the chair of the Audit Committee advised on various aspects of the points listed above and important individual topics in the Audit Committee's area of activity in numerous discussions both with members of the Executive Board and the managers responsible for the consolidated financial reporting as well as with representatives of the auditor. The chair of the Audit Committee in each case informed the other committee members about these discussions at the next meeting. The chair of the Audit Committee also regularly reported on the activities of the Audit Committee at the Supervisory Board meetings.

The work of the Executive and Nomination Committee

The Executive and Nomination Committee, which was established in June 2021, held three meetings in the 2025 financial year, on February 24, 2025, April 22, 2025, and October 14, 2025.

With the help of a specialized consulting firm, the committee prepared the new Executive Board compensation system applicable from fiscal year 2025, which was approved by the Supervisory Board. The committee prepared the targets for assessing Executive Board compensation for 2025 and 2026, which were approved by the Supervisory Board.

Audit of the financial reporting and consolidated financial reporting in 2025

On November 27, 2025, in response to the proposal of the Supervisory Board, the Company's Annual General Meeting elected Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft ("Rödl") as the auditor of the financial reporting and consolidated financial reporting. The engagement letter for the audit of the annual and consolidated financial statements and of the combined management report for fiscal year 2025 was issued by the Supervisory Board following the Annual General Meeting.

Rödl audited BKHT's financial reporting and consolidated financial reporting for the year ended December 31, 2025, and issued an unqualified audit opinion on these on March 25, 2026. The audited financial reporting and consolidated financial reporting consisted of BKHT's annual financial statements prepared in accordance with the requirements of the German Commercial Code (HGB), its consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union, and its combined management report for fiscal year 2025. In addition, in accordance with section 317 (3a) HGB, Rödl audited and confirmed that the reproduction of the annual financial statements, the consolidated financial statements and the combined management report, which were contained in the files provided on an electronic data storage medium and retrievable in the client portal with access protection and were prepared for the purpose of publication, complies in all material respects with the requirements of section 328 (1) HGB for the electronic reporting format ("ESEF format").

The Supervisory Board also arranged for Rödl to inform it and note in the audit report if, during the performance of the audit, any facts are identified that indicate an inaccuracy in the Declaration of Compliance regarding the recommendations of the German Corporate Governance Code issued by the Executive Board and Supervisory Board.

The Audit Committee, and in particular the Chairman of the Audit Committee, was always closely involved in the preparation of the audit measures and the audit process and was in close contact with BKHT's financial statement preparation team and the auditors.

Ahead of the first financial statements meeting on March 25, 2026, the Supervisory Board received the draft versions of the financial reporting, the consolidated financial reporting, and the corresponding auditor's reports. In the Audit Committee meeting and in the Supervisory Board meeting on March 25, 2026, the Audit Committee and the Supervisory Board discussed the financial reporting and consolidated financial reporting on the basis of the final accounting documents and audit reports. At these meetings, the Executive Board and the managers responsible for the consolidated financial reporting reported on the preparation of the documents and the auditor reported on the audit overall, on the individual key audit matters, and on the key findings of the audit. At their respective meetings, the Audit Committee and the Supervisory Board then discussed the financial reporting, the consolidated financial reporting, the findings of the audit and the audit reports with the Executive Board and the auditor. All the Audit Committee's and the Supervisory Board's questions were answered. Furthermore, the auditor explained that there were no facts that gave rise to concerns about bias on its part and informed the Supervisory Board about services provided in addition to the audit services. At the Supervisory Board meeting, the Audit Committee also reported on its own review of the financial reporting and consolidated financial reporting, its discussion with the Executive Board and the auditor, and its oversight of the financial reporting process.

Both the Audit Committee and the Supervisory Board were able to satisfy themselves that the audit by Rödl was properly conducted. In particular, the Audit Committee and the Supervisory Board concluded that the audit reports and the audit itself complied with statutory requirements. They therefore approved the findings of the audit, and the Supervisory Board determined that, on the basis of the final result of the review by the Audit Committee and its own review, no objections were to be raised. The Supervisory Board therefore approved the financial reporting and consolidated financial reporting. The annual financial statements were thus adopted in accordance with section 172 sentence 1 of the German Stock Corporation Act (AktG).

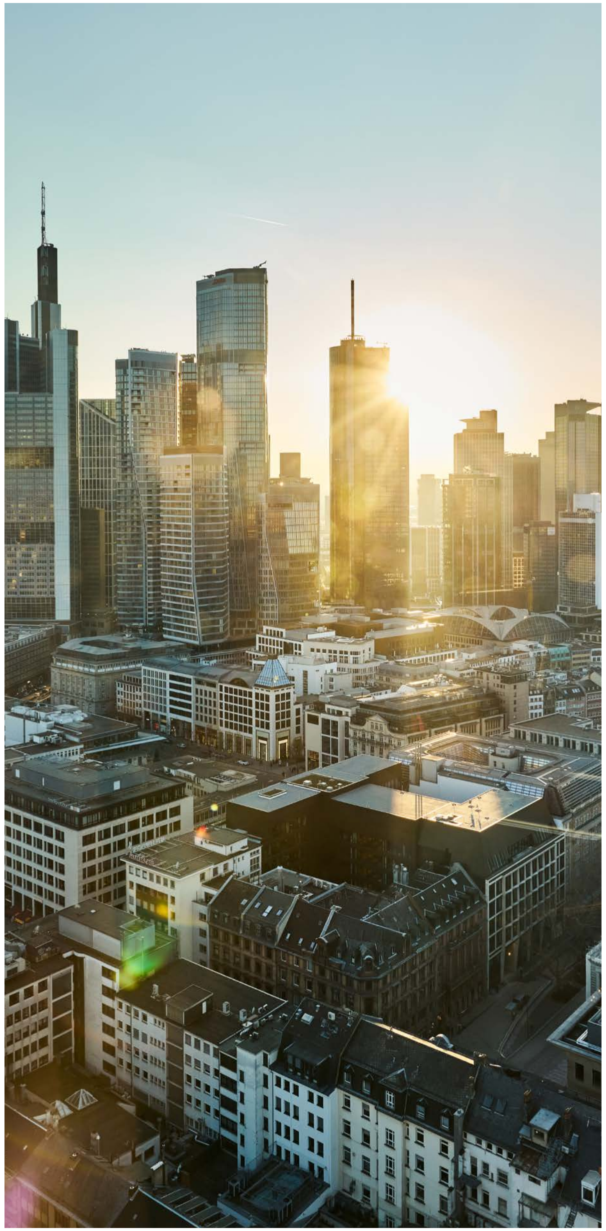
Appropriation of the result and withdrawal from capital reserves

As of December 31, 2025, the Company reported net retained profits of €0 thousand (previous year: net retained profits of €0 thousand). This consists of the net loss for 2025 of €11,599 thousand plus the withdrawal from capital reserves of €11,599 thousand.

The Supervisory Board thanks the members of the Executive Board and all employees of Brockhaus Technologies AG and its subsidiaries for their enormous personal commitment and the shareholders for the confidence they placed in the company. Even in a challenging economic environment, Brockhaus Technologies AG and the Group again reported excellent operating results.

On behalf of the Supervisory Board

Dr. Othmar Belker, Chairman
Frankfurt am Main, March 25, 2026



Our Management

The management team boasts a long and successful track record and has once again proven that it can achieve value growth, even under demanding conditions.

Executive Board

Marco Brockhaus
Chief Executive Officer

Dr. Marcel Wilhelm
Chief Operating Officer
Legal Counsel

Marco Brockhaus has been a successful entrepreneur and investor for over two decades. He is the Chairman of the Executive Board of Brockhaus Technologies AG, which he founded in 2017 together with other team members.

With more than 25 years of experience in private equity, he has managed and advised three generations of funds with a capital of around €300 million with Brockhaus Private Equity GmbH. He has held a number of supervisory and advisory board positions in various industries. He was also a board member of the German Private Equity and Venture Capital Association (BVK) from 2011 to 2015, where he was responsible for the SME segment. Before this, he served as manager at 3i from 1997 to 2000. He began his professional career in 1995 in Corporate Finance at Rothschild.

Marco Brockhaus graduated with a degree in business administration from Julius-Maximilians-University Würzburg in 1994.

Dr. Marcel Wilhelm is responsible for all legal and administrative matters at Brockhaus Technologies AG. He has worked at Brockhaus Private Equity GmbH since 2006 and has been Managing Director since 2012.

As a lawyer specializing in corporate and tax law, he previously headed the team for international clients at Rödl & Partner Germany.

A graduate of the University of Passau, he has been a member of the Munich Bar Association since 2001. In 2006, he received his doctorate in media law and policy.

Our Track Record

We professionalize and internationalize B2B technology and innovation leaders, scale them operationally and so generate sustainable value growth.

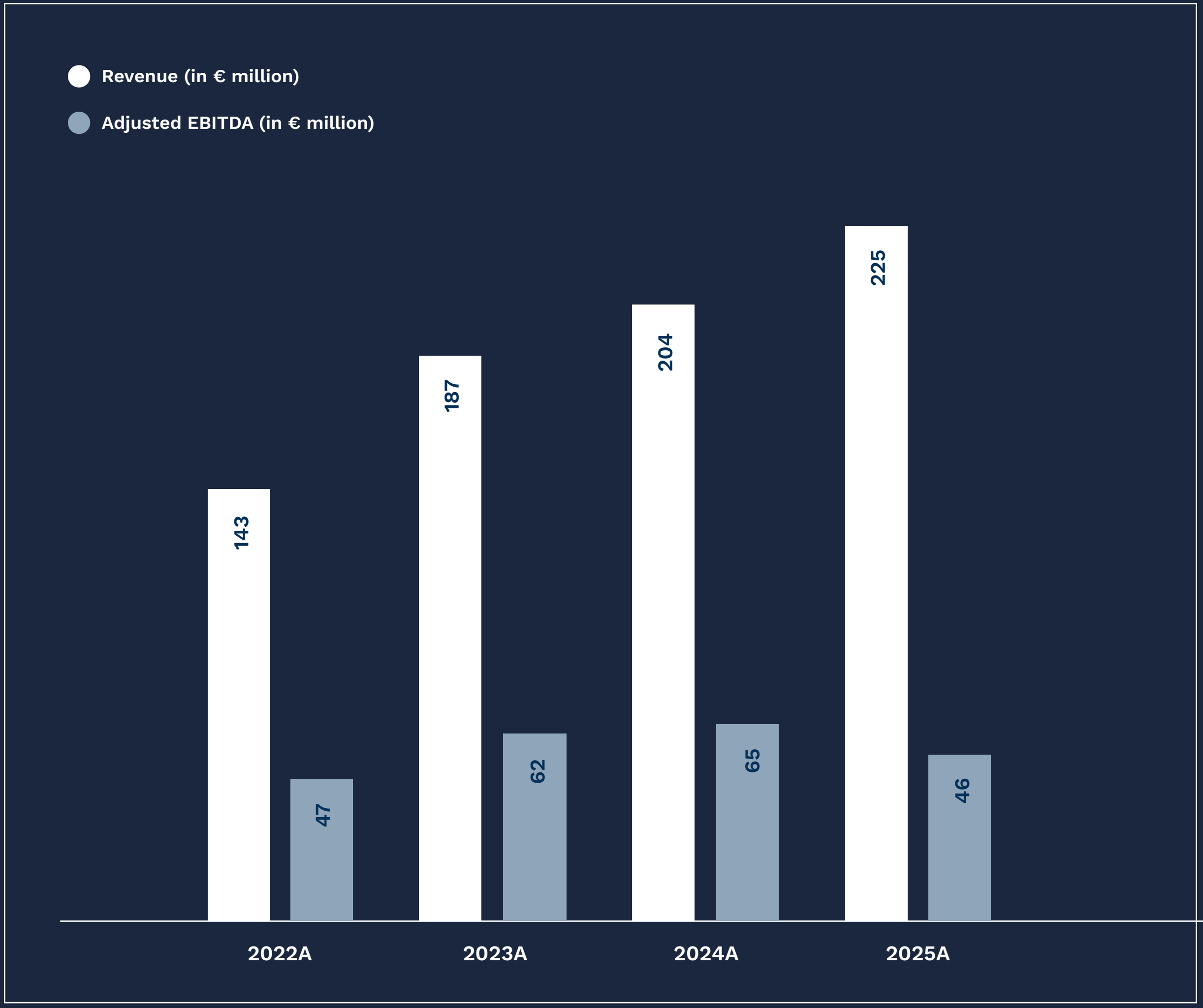
€225 million
Revenue

€46 million
Adjusted EBITDA

20.6%
Adjusted EBITDA margin

The figures for the 2025 fiscal year relate to the discontinued and continuing operations

Growth thanks to resilient business model



We generate sustainable value growth

Our business model and strategy have proven their value, even during challenging economic times. We believe the right time has now come at Bikeleasing to realize the value we have created in the interests of our shareholders.

Our guarantees for success:
- Focus on high-margin and high-growth technology and innovation leaders in the SME sector
- B2B business models with low capital requirements
- High scalability
- Acquisition candidates meet the “Rule of 50”, an EBITDA margin of at least 30% and average revenue growth of 20% per year
- Potential to reach the next profitable growth stage with our active support

Our listing on the stock exchange gives investors access to the growth of these champions.

Brockhaus Technologies – Elevating Champions.

Our Growth Drivers

Our subsidiaries Bikeleasing and IHSE are both technology champions in the SME sector, with high growth potential and strong margins.

01 Bikeleasing, Probonio & Bike2Future p. 25 →

02 IHSE p. 31 →

Bikeleasing, Probonio & Bike2Future

Successfully established HR Benefit & Mobility platform.

Bikeleasing, Probonio & Bike2Future, our former HR Benefit & Mobility Platform

Bikeleasing, the digital B2B finance platform, enables highly automated brokerage, financing, and management of employee benefits through employers. Through the acquisition of Probonio in spring 2024, the more than 81,000 corporate customers connected to the platform and their roughly 3.9 million employees can now access many other employee benefits, in addition to the established company bike leasing. These compensation alternatives represent a valuable support for companies in today's challenging economic times.

Revenue

€194.7 million

2024 | €172.6 million
2023 | €146.2 million

EBITDA (adjusted)

€49.3 million

2024 | €67.3 million
2023 | €63.1 million (pro-forma)

Employees

approx. 500

Partner dealers

approx. 8,000

Headquarters

Vellmar, Germany

Branches

Berlin, Freiburg, Munich, Uslar, Innsbruck, Landshut (Probonio), Weiterstadt (Bike2Future)

Bikeleasing – Creating a one-stop platform for employee benefits

Bikeleasing offers B2B customers a leading digital and highly automated financial platform for employee benefits. The specially developed platform connects companies, employees, dealers, insurers and financing providers. It is a primarily transaction-based business model with revenue per company bike brokered. In today's challenging economic times, companies find that appealing as a compensation alternative. In this case, part of the gross salary is converted into a salary in kind ("salary conversion"). Employees can also choose from a wide range of insurance policies for damage or wear and tear. Even the risk of early termination of the lease because an employee leaves the company is covered by insurance for the employer, as the lessee.

Transition toward a multi-benefit platform

By acquiring the software company Probonio in April 2024, Bikeleasing accomplished the strategically important step of transitioning toward a fully comprehensive multi-benefit platform. This allows us to offer our now more than 81,000 corporate customers not only leasing of company bikes, but also a range of other employee benefits from a single source. These compensation alternatives, combined with greater automation of their administration, represent a valuable support for companies in the areas of staff retention and HR management in today's challenging economic times.

Platform strategy for marketing returned leased bikes

In addition, Bikeleasing – Germany's second-largest bicycle leasing provider – should benefit from the fact that returned leased bicycles will now be resold not only through its established B2B business but also via Bike-2Future, a new B2C marketing platform for used bicycles launched in 2024. This platform approach is designed not only to enable Bikeleasing to integrate even more closely into its corporate clients' benefit programs, but also to strengthen long-term customer retention.

Ongoing internationalization of business

Following its first step toward internationalization with its organic market entry in Austria in 2022 – where Bikeleasing is now the market leader – the company has taken the next major move in its expansion by acquiring a stake in the US company Ridepanda. Effective September 30, 2025, Bikeleasing took a minority stake in Ridepanda, seeing this as an opportunity to achieve valuable synergies and contribute its own experience from the successful Bikeleasing business model to the US market. Ridepanda is a digital platform that enables employers in the USA to offer bicycles, e-bikes and e-scooters to their employees as a benefit, meaning its business model dovetails perfectly with Bikeleasing's strategic alignment. In recent years, Ridepanda has already built up an attractive customer base, numbering companies such as Amazon, Google and OpenAI.

Growth drivers for Bikeleasing, Probonio & Bike2Future

- Expanding market penetration through continued acquisition of new corporate customers
- Promoting additional employee benefits made possible by Probonio among all corporate customers
- Raising the usage rate among existing connected companies
- Increasing added value through B2C sale of used bikes (Bike2Future)
- Ongoing internationalization (Austria and Ridepanda in the USA)

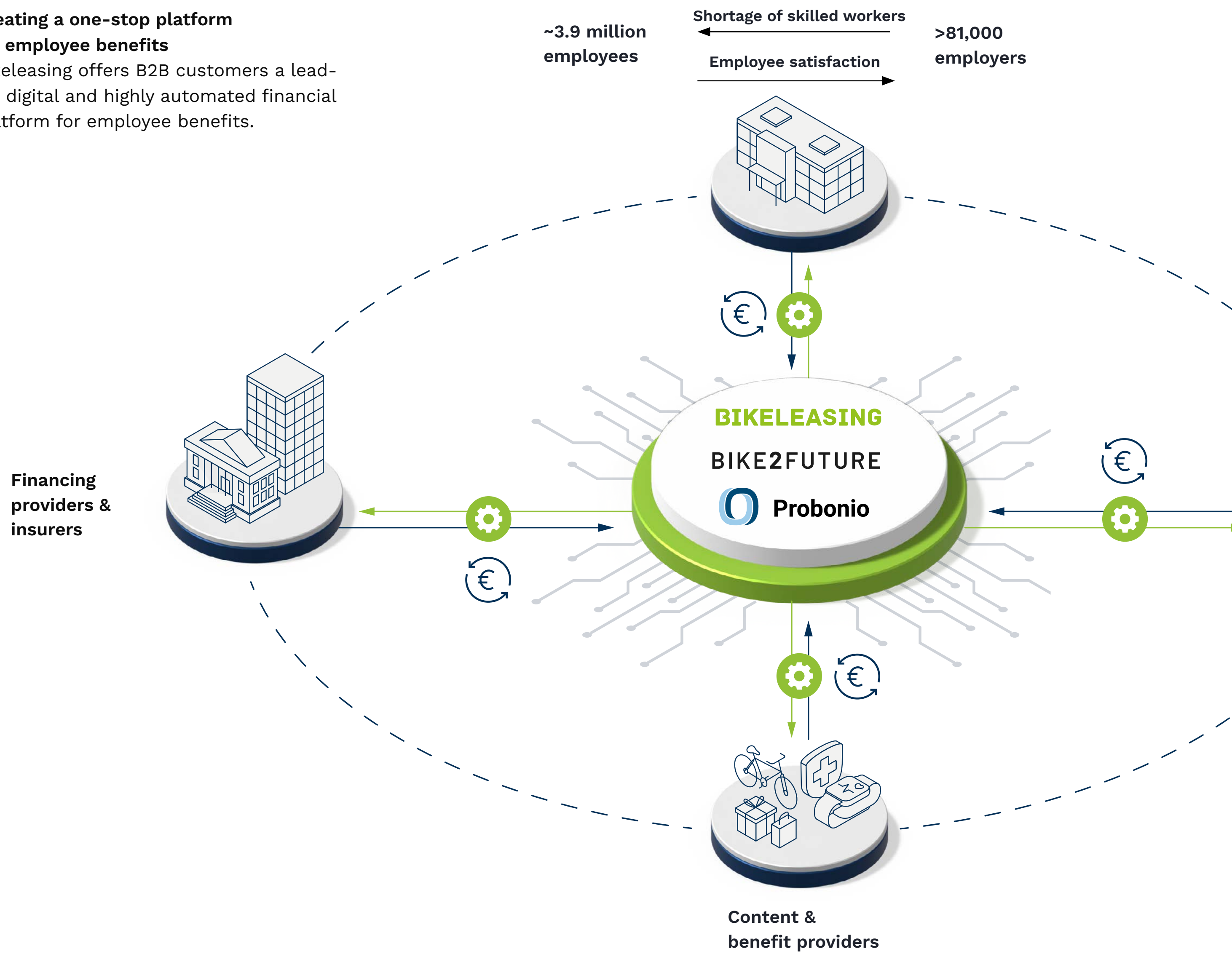
“Bikeleasing is increasingly evolving from a pure company bike leasing provider into a comprehensive platform for employee benefits. With the acquisition of Probonio in 2024, we have laid the foundation to offer our now more than 81,000 corporate customers even more benefits from a single source in the future and to develop further into a multi-benefit platform. At the same time, we are expanding our business model with the B2C platform Bike2Future and tapping into additional market potential. Alongside that, we are pressing ahead with internationalization. Following our successful entry into the Austrian market, our investment in Ridepanda marks a strategic move into the U.S. market.”

Bastian Krause
CEO of Bikeleasing

* Source: Deloitte study “The German Company Bike Leasing Market,” June 2025

HR Benefit & Mobility Platform – Visualization of the business model

Creating a one-stop platform for employee benefits
Bikeleasing offers B2B customers a leading digital and highly automated financial platform for employee benefits.



Bikeleasing and Probonio leverage network effects and create a win-win situation for all network members.

Bikeleasing, Probonio & Bike2Future – Highlights and value drivers in fiscal year 2025

Transition toward a multi-benefit platform

Bikeleasing is systematically pushing ahead with its transformation from a pure company bike leasing provider to a comprehensive multi-benefit platform. The acquisition of the digital benefit platform Probonio in April 2024 marked an important strategic milestone. This allows corporate customers of the multi-benefit software to obtain and manage further employee benefits in addition to company bike leasing through a central digital platform. This expanded offering strengthens Bikeleasing's position as a comprehensive provider of HR benefits.

Expansion of the platform model

With the launch of the Bike2Future platform in 2024, Bikeleasing is expanding its business model to include an additional sales channel for returned leased bicycles. In the future, used bicycles will be able to be sold not only through the existing B2B network but also directly to end customers. This platform approach increases added value throughout the entire lifecycle of a bicycle. At the same time, it strengthens the integration of Bikeleasing in corporate customers' benefit programs. This significantly expands the market that can be addressed.

International expansion

Following its successful entry into the Austrian market, Bikeleasing is continuing its international expansion. The acquisition of a minority stake in the US platform Ridepanda marked an important move into the North American market. Ridepanda offers employers a digital platform via which bicycles, e-bikes and e-scooters can be offered as an employee benefit. Its business model thus dovetails perfectly with Bikeleasing's strategic alignment. The partnership opens up synergy potentials and supports international scaling of the platform model.

IHSE

Global technology provider for flexible and highly secure KVM solutions.

IHSE, our Security Technologies segment

IHSE is one of the world's leading technology providers in the field of flexible and highly secure KVM (keyboard, video and mouse) solutions for reduced-latency and loss-free data transmission in mission-critical applications, such as in the government and defense sector.

Revenue

€30.3 million

2024 | €31.8 million
2023 | €40.5 million

EBITDA (adjusted)

€3.2 million

2024 | €2.9 million
2023 | €11.1 million

Employees

approx. 120

Headquarters

Oberteuringen, Germany

Branches and sales offices

China, United Kingdom, Israel, Singapore, South Korea, USA

IHSE – Key technology for secure data transmission in mission-critical applications

IHSE develops, produces and distributes KVM (keyboard, video and mouse) technology for high-security, reduced-latency and loss-free data transmission of often high data volumes in mission-critical applications. KVM technology can be used to create direct, highly secure access from a workstation (which may be remote) to several servers (switching) and/or conversely from several workstations to a single server (sharing). The outcome is a significant improvement in the efficiency, reliability, security and user-friendliness of high-end IT applications, without any loss of performance.

KVM technology from IHSE is used wherever latency, system failures or cyberattacks could have serious consequences and people's lives even depend on the transmission of data. IHSE's products bridge distances of up to 160 kilometers between control units and computer units, usually servers or other high-performance computers.

IHSE's services include not only proprietary but also flexible, highly secure KVM-over-IP solutions where the standardized Internet Protocol (IP) is used for signal transmission in existing networks. These KVMoIP (keyboard, video, mouse over Internet Protocol) products are increasingly being used in industry, television and radio as a rapidly implemented, flexible, low-cost solution. With the acquisition of kvm-tec, IHSE has added complementary products to its portfolio so that customers can now flexibly choose between proprietary, IP-based as well as hybrid KVM solutions.

Customer base keeps on expanding

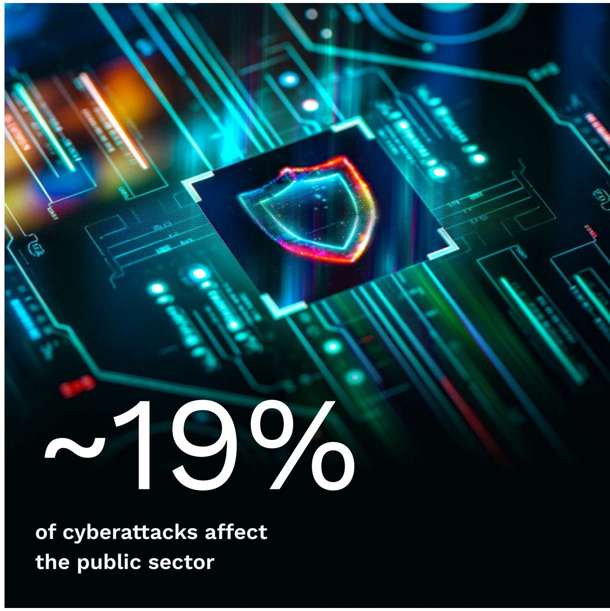
Products from IHSE are used, for example, in

- the government and defense sector
- air traffic control
- medicine
- utilities, transportation and banking
- maritime shipping
- the gaming/e-sports sector
- semiconductor production
- broadcasting/postproduction

Growth in defense business

2025 was a challenging year for IHSE and was characterized by generally subdued investment activity in several core markets. In the EMEA region in particular, weaker demand and postponed customer projects impacted revenue. At the same time, the company made important progress in its technological further development and strategic positioning over the course of the year. A significant milestone was the approval and listing for the first time of Secure Isolated KVM extenders in the NATO Information Assurance Product Catalogue (NIAPC). This listing confirms the high-quality security standards of IHSE's technology and strengthens the company's position in the growing government and defense sector. This sector continued to gain importance in the course of the year, emerging as a key growth driver and the company's largest end market.

IHSE significantly improved its gross profit margin in fiscal year 2025. A key factor in this was, in particular, an optimized product and customer mix featuring a higher proportion of high-margin projects, especially in the defense sector. In addition, the company made targeted investments in the development of new product generations in the field of KVM extenders and matrix systems, thereby driving the ongoing further development of its technology portfolio. With a well-filled pipeline of product innovations and growing demand from the government and defense arena, IHSE is optimistic about the long-term outlook despite challenging market conditions and continues to see itself as well-placed thanks to its leading technological position in the KVM sector.



Cyberattacks on critical infrastructure are on the rise:
Cyberattacks on critical infrastructure and government institutions are increasing significantly worldwide. According to the European Union Agency for Cybersecurity (ENISA), around 19% of the cyberattacks observed recently were directed at government organizations and public institutions. Public administration systems, the energy supply and the defense infrastructure are particularly affected. At the same time, security agencies are observing a growing level of professionalism among attackers, including state-sponsored groups that selectively use cyber operations to advance geopolitical and military objectives.

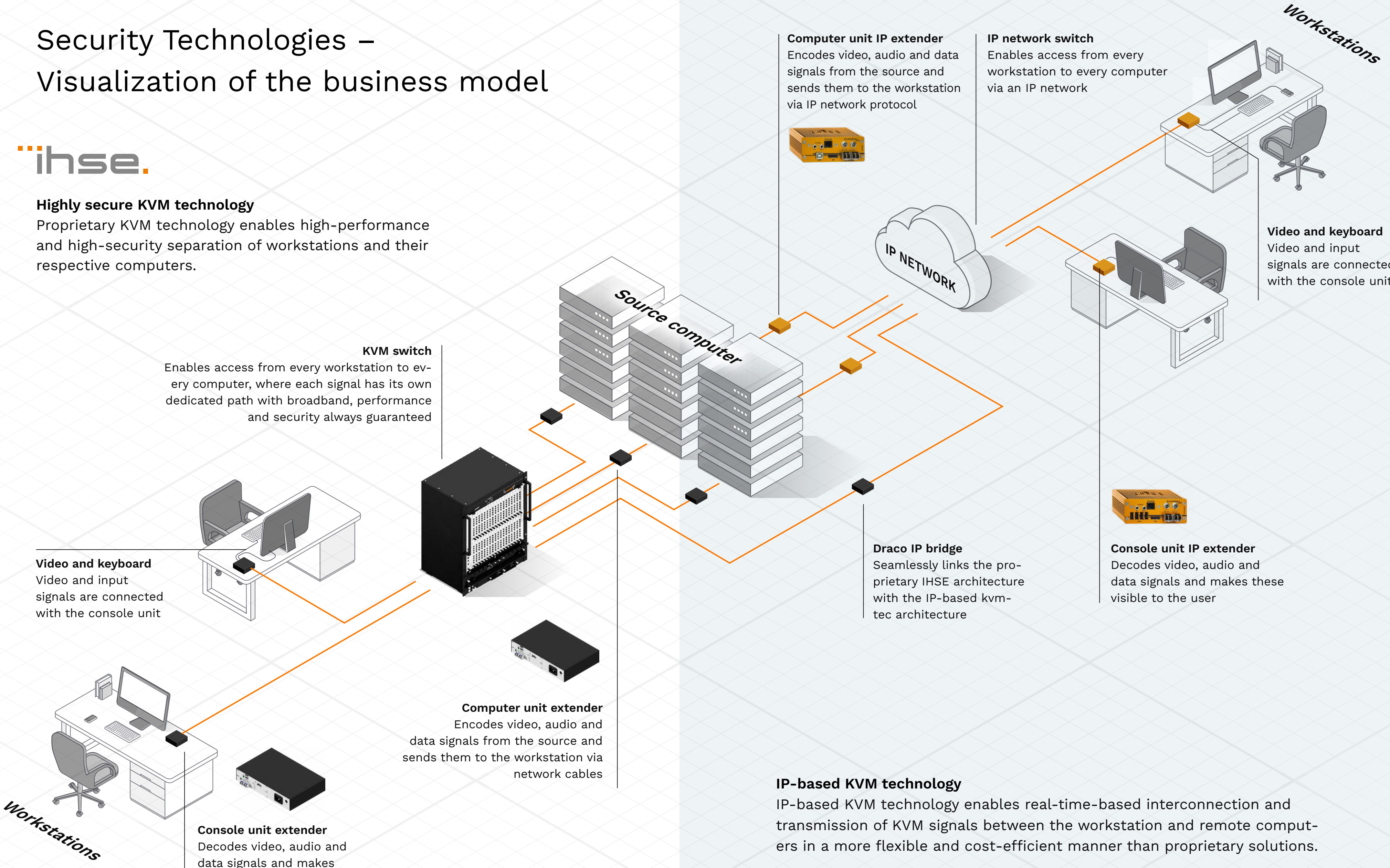
KVM technology protects critical IT systems

KVM solutions offer comprehensive security mechanisms to protect against internal and external cyberattacks, far beyond the simple outsourcing of computers.

- **Physical security:** Computers are stored in protected server rooms to avoid manipulation
- **Tap-proof transmission:** Proprietary and encrypted protocols protect data communication
- **Access control:** Only authorized users have access with rights that are configured individually
- **Data security:** Impossible to access data at the workstation
- **Network separation:** The central KVM switch is physically separated from the IP network
- **Flexible extension:** Adjustments during operation without interrupting security
- **Certified secure:** Solutions like those from IHSE are certified in accordance with Common Criteria EAL4+ – suitable for highly sensitive applications

Security Technologies – Visualization of the business model

Highly secure KVM technology
Proprietary KVM technology enables high-performance and high-security separation of workstations and their respective computers.



KVM switch
Enables access from every workstation to every computer, where each signal has its own dedicated path with broadband, performance and security always guaranteed

Video and keyboard
Video and input signals are connected with the console unit

Computer unit extender
Encodes video, audio and data signals from the source and sends them to the workstation via network cables

Console unit extender
Decodes video, audio and data signals and makes these visible to the user

Computer unit IP extender
Encodes video, audio and data signals from the source and sends them to the workstation via IP network protocol

IP network switch
Enables access from every workstation to every computer via an IP network

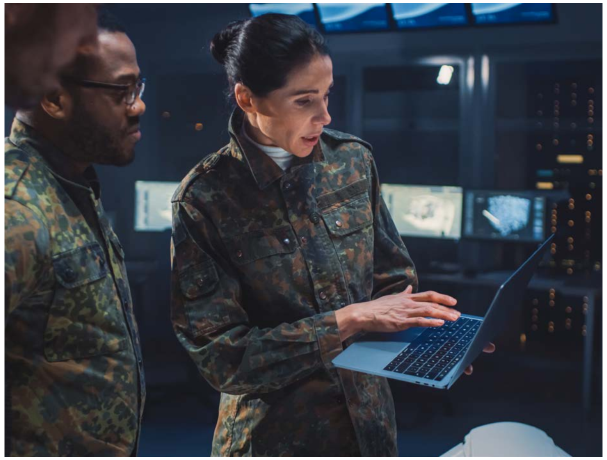
Video and keyboard
Video and input signals are connected with the console unit

Draco IP bridge
Seamlessly links the proprietary IHSE architecture with the IP-based kvm-tec architecture

Console unit IP extender
Decodes video, audio and data signals and makes these visible to the user

IP-based KVM technology
IP-based KVM technology enables real-time-based interconnection and transmission of KVM signals between the workstation and remote computers in a more flexible and cost-efficient manner than proprietary solutions.

IHSE – Highlights and value drivers in fiscal year 2025



Growing government and defense business

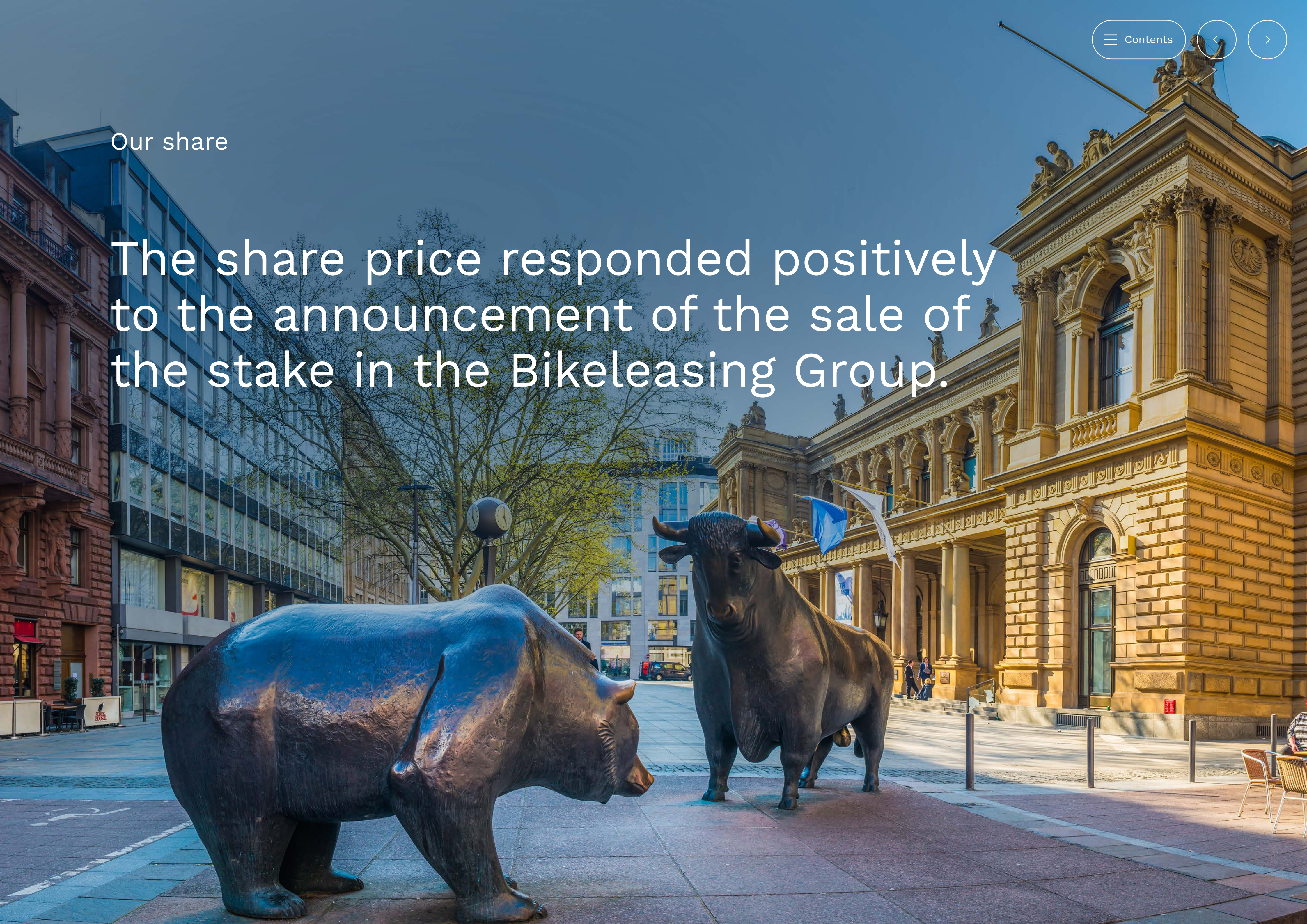
In 2025, IHSE increasingly benefited from business with government security and defense customers. This segment experienced dynamic growth and accounted for around 43% of IHSE's consolidated revenue. The higher share of these customers led to an improved product and customer mix, which had a positive impact on profitability. In addition, IHSE is driving the ongoing further development of its product portfolio and investing in new generations of matrix and extender solutions. Moreover, NIAPC approval and listing in the NATO Product Catalogue marked an important milestone in gaining access to international defense projects.

Reorganization of management

IHSE has reorganized its management team, thus taking an important step toward the Group's further development. Frank Breitenfelder has been responsible for the company's financial, operational and administrative activities in his role as new commercial Managing Director since April 2025. He previously worked in the same capacity at companies in the sensor, aviation and logistics sectors and therefore has extensive international experience. He is supported by Dr. Enno Littmann, the former long-standing Chairman of IHSE's Management Board.

Further development of the product portfolio

In 2025, IHSE stepped up investment in further development of its KVM technologies and worked on a new generation of matrix and extender solutions. The increased R&D activities and a technologically advanced product portfolio strengthen the innovation pipeline and lay the foundation for future growth. In addition, IHSE invested more strongly in research and development and worked on a new generation of matrix and extender solutions. These further developments strengthen the company's technological competitiveness and lay the foundation for future growth.



Our share

The share price responded positively to the announcement of the sale of the stake in the Bikeleasing Group.

Our share

In 2025, German stock markets performed very well overall. The DAX rose by about 23% over the course of the year, the best stock market year since 2019. Second-tier stock indices also posted significant gains, with both the MDAX and SDAX rising by around 20%. At the same time, the global market environment was marked by heightened uncertainty. Geopolitical tensions, particularly new trade policy measures by the US government under President Donald Trump, led to increased volatility in international financial markets. In addition, the rapid advancements in artificial intelligence (AI) remained a key driver for the capital markets and caused strong price movements, particularly in technology and semiconductor stocks.

In 2025, the Brockhaus Technologies share initially posted a weak performance. For much of the year, the share price came under pressure due to uncertainty surrounding the delay in issuing of the audit opinion for the 2024 financial statements. There was no significant recovery in the share price until the sale of the stake in the Bikeleasing Group was announced on December 23, 2025. The capital market reacted positively to this news, as a result of which the share price rose from €10.50 to €15.55, or by almost 50%, in a single day of trading.

Share performance in 2025

Opening price on January 2, 2025	€23.50
Peak in 2025*	€28.00
Low in 2025*	€9.28
Closing price on December 30, 2025*	€15.95
Annual performance in 2025	-32.13%
Average daily trading volume (shares)**	6,740
Average daily trading volume in euros**	101,944

* Closing prices in XETRA trading ** Across all exchanges

The Brockhaus Technologies share

Type of share	Registered shares
Share capital	€10,947,637
Shares (December 31, 2024)	10,947,637***
ISIN	DE000A2GSU42
Securities identification number	A2GSU4
Stock exchange	Frankfurt Stock Exchange
Segment	Prime Standard

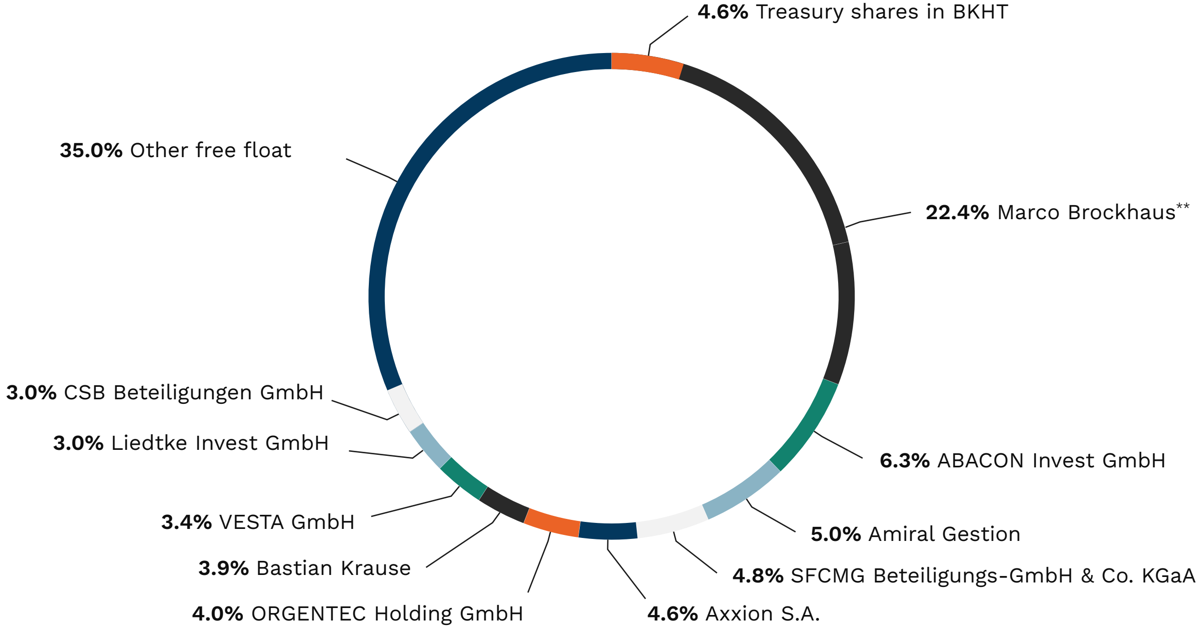
*** Of which there are 10,447,666 outstanding shares after the share buyback

Investors viewed the announced sale of our stake in the Bikeleasing Group as a key strategic move to realize the value growth achieved in recent years. It underscores the company's ability to identify attractive businesses with high potential, develop them operationally and realize the resulting value growth by successfully selling them. The significant value growth achieved by the Bikeleasing Group in recent years has not yet been reflected in the share price of Brockhaus Technologies AG. In the view of the Executive Board, the sale therefore represents an important step toward realizing the value created in the interests of the company and its shareholders.

"By selling our stake in Bikeleasing, we are realizing the value growth achieved in recent years for our shareholders."

Florian Peter
Capital Markets

Brockhaus Technologies AG's shareholder structure*



* As of January 22, 2026, according to voting rights disclosures
** Share capital via indirect shareholdings

Combined Management Report

Combined Management Report

The registered office of Brockhaus Technologies AG (**BKHT**, or the **Company**, together with its subsidiaries **Brockhaus Technologies** or the **Group**) is Nextower, Thurn-und-Taxis-Platz 6, 60313 Frankfurt am Main, Germany, and the Company is registered in the commercial register at the Local Court in Frankfurt am Main under commercial register number HRB 109637.

In addition to information on the Group, this combined management report (**management report**) includes information on the parent company BKHT. The reporting on the position of the Company generally corresponds to the reporting on the position of the Group. Additional disclosures regarding the BKHT annual financial statements pursuant to the German Commercial Code (HGB) can be found in the section Brockhaus Technologies AG's economic development. This combined management report has been prepared in accordance with German Accounting Standard No. 20 (GAS 20). The report describes the position of both the Group as a whole and BKHT as a single entity.

Unless otherwise stated, the period-related disclosures in this management report relate to the period from January 1, 2025, to December 31, 2025 (**reporting period**) and disclosures for a specific date relate to December 31, 2025 (**reporting date**). Quantitative information is rounded in accordance with standard commercial practice. This rounding method does not necessarily preserve totals, so that it is possible that the amounts in this report do not add up precisely to the total shown. Negative amounts are shown in parentheses.

Since July 14, 2020, Brockhaus Technologies has been listed in the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (Prime Standard). Brockhaus Technologies' reporting therefore follows the high level of requirements stipulated for the Prime Standard.

Equal treatment is important to us. Only for reasons of better legibility, the use of male, female or language forms of other genders is avoided. All personal references apply to all genders unless otherwise specified.

Fundamentals of the Group

Business model

Brockhaus Technologies is a group of companies consisting of high-margin, fast-growing technology and innovation leaders with B2B business models in the German-speaking Mittelstand. The Company's strategy is to continuously acquire further companies in line with this focus and to develop them further together with the relevant management teams. With its distinctive platform approach and a generally long-term horizon, Brockhaus Technologies supports its subsidiaries actively and strategically to enable them to achieve profitable long-term growth beyond sector and national boundaries. At the same time, Brockhaus Technologies offers capital market investors access to these unlisted German technology champions.

In addition to having capital for future corporate acquisitions, carrying out the business activities requires in particular highly qualified specialists from a wide variety of high-tech fields, such as information technology and electronics. Material intangible assets include the extensive experience of the employees and their technological and process expertise, long-standing customer relationships and internally developed software, hardware and trademarks.

With the signature of the share purchase agreement on December 23, 2025, BKHT announced the sale of its approximately 52% interest in BLS Beteiligungs GmbH (**Bikeleasing Group**), which constitutes the former HR Benefit & Mobility Platform segment, to DECATHLON PULSE SAS, a wholly owned subsidiary of global sports brand DECATHLON. This changes the structure of the Group. The profit or loss of the former HR Benefit & Mobility Platform segment is reported for the first time under discontinued operations in the statement of comprehensive income. The former HR Benefit & Mobility Platform segment is no longer presented in the segment reporting. Details of the discontinued operation can be found in Note 7 to the consolidated financial statements. Unless otherwise indicated, the information presented in the management report regarding the statement of comprehensive income relates solely to continuing operations.

Brockhaus Technologies' business activities consist firstly of its Security Technologies segment, and secondly of Central Functions, which focuses on identifying, investigating and acquiring subsidiaries and supporting their long-term growth. In addition to the parent company, 27 indirect and direct subsidiaries as well as two structured entities are included in the consolidated financial statements as of the reporting date.

Security Technologies

The Security Technologies segment is active in the field of security technologies, in particular for high-security data transmission in mission-critical applications. The segment currently consists of the IHSE companies (**IHSE**), which have been wholly owned by Brockhaus Technologies since December 2019, as well as KVM-TEC Electronic GmbH (**kvm-tec**), in which IHSE acquired a 100% interest in November 2021.

The segment develops, produces and distributes KVM (**k**eyboard, **v**ideo and **m**ouse) technology for high-security, reduced-latency and loss-free data transmission of often high data volumes in mission-critical applications. KVM technology can be used to create direct, highly secure access from a workstation (which may be remote) to several servers (switching) and/ or conversely from several workstations to a single server (sharing). The outcome is a significant improvement in the efficiency, reliability, security and user-friendliness of high-end IT applications, without any loss of performance.

The operating segment focuses on high-performance systems in the following product groups:

- KVM extenders: Modular devices to control PC-based applications remotely in real time independently of the operating system (operating channel extension)
- KVM matrix switches: Routing systems for single and multiple workstation solutions to operate PC-based applications on one or more computer units
- Converters and accessories: devices for signal conversion
- Others: Repeaters, programmable controllers and input devices, aftersales service and other services

IHSE's products comprise proprietary network infrastructure solutions that, as cross-cutting technologies, are used in a wide range of the mission-critical fields such as air traffic control, defense, radio and TV, transportation, banking, medicine, maritime shipping, industry, especially semiconductor production in fabs and control centers in general – especially in situations where latency, system failures or cyberattacks could have serious consequences (if people's lives depend on the transmission of data, for example). They bridge distances between work stations and computer units, usually servers or other high-performance computers, of up to 160 kilometers.

The segment's product portfolio consists of proprietary IP-based and hybrid KVM technologies. This allows IHSE to deliver flexible solutions for any application.

As a cross-cutting technology, IHSE's products benefit from a wide range of global megatrends (including autonomous driving, Industry 4.0, and networked production, among others). These trends go hand in hand with growing connectivity and digital transformation and the accompanying growth in mission-critical data.

When planning (e.g., control rooms), operators must take into account of future developments to the farthest extent possible. The increasing pace of digital transformation, the closure of security gaps in hardware and software in light of growing cyberattacks and the creation of best working conditions possible are the focus of efforts when optimizing control rooms. The systems of IHSE are optimized for these factors and are thus focused directly on customer requirements. The solutions offer a high degree of investment security because of things such as their modular approach. Customers can flexibly assemble a tailored KVM system from a variety of modules. Existing installations can be retrofitted with new functions and interface standards with a minimum of effort and expense. These aspects systematically enhance customer loyalty and hence also follow-up business with longstanding customers.

IHSE is certified according to the ISO 9001 quality management standard and applies a certified environmental management system in accordance with ISO 14001 and, since 2024, ISO 27001 as well.

IHSE is headquartered in Oberteuringen by Lake Constance. It has subsidiaries in the USA, Singapore and China, as well as in Austria (kvm-tec). IHSE also has regional sales offices in the United Kingdom, Israel and South Korea.

The segment's customers are primarily global sales partners and systems integrators, which in turn sell to a wide range of data-driven end markets.

Whereas the technologically lower and middle market for KVM is characterized by a high degree of fragmentation and competition between a large number of generalist suppliers, there are only a few specialized suppliers in the high-end segment relevant for IHSE that compete with each other in specific end markets.

Business activities in the Security Technologies segment are largely immune to seasonal factors. However, large individual orders and their delivery may result in revenue fluctuations during the year and across years at irregular intervals.

Central Functions

Organizationally, the M&A activities are concentrated on the Group parent. They focus on the identification, due diligence and acquisition of majority stakes in or the disposal of high-margin and high-growth companies in the German-speaking Mittelstand that lead in technology and have B2B business models. Central Functions also include activities such as investor relations, finance, risk management and compliance.

In addition to competitive bidding processes with several prospective buyers, Brockhaus Technologies also focuses on creating proprietary, bilateral transaction situations. This approach aims to avoid the high purchase prices commonly found in auctions. It is also designed to ensure the greatest possible probability that the transaction will enter the due-diligence phase. Selling processes of M&A consultants are selectively pursued with an eye to cost-benefit aspects.

To obtain access to attractive investment opportunities, Brockhaus Technologies actively nurtures its existing network and expands it continuously. To ensure a constant deal flow of high-quality proprietary acquisition opportunities, Brockhaus Technologies has implemented a structured and tried-and-tested process that is designed to identify and proactively develop close relationships with attractive companies, their founders, family shareholders and directors.

Brockhaus Technologies supports its subsidiaries' sustainable post-acquisition development through a nuanced approach aimed at driving further organic and inorganic growth (through add-on acquisitions). The aim is to develop a close relationship and partnership with the management teams of the subsidiaries, to provide them with comprehensive strategic support and access to the Brockhaus Technologies network and to enable the continuous review of strategic options, such as continued professionalization or expansion through internationalization.

Control system

The Group's control system is geared toward its objective of sustainably increasing the long-term value of its subsidiaries. The subsidiaries are allocated to the operating segments. To achieve this, Brockhaus Technologies' management receives and evaluates weekly and monthly reports from its operating segments. In addition to sales updates and financial reporting, these also contain explanations by the relevant management on material events, opportunities and risks.

The Group's most important financial key performance indicators are revenue and the adjusted EBITDA.

Brockhaus Technologies AG's performance indicator at standalone entity level is the profit or loss for the period.

Non-financial key performance indicators are not currently used as key performance indicators.

The Group uses adjusted EBITDA or the ratio of adjusted EBITDA to revenue expressed as a percentage (**adjusted EBITDA margin**) as an indicator of its pricing power and operating cost efficiency. It is calculated as earnings before interest, taxes, depreciation and amortization, adjusted for the costs of acquiring subsidiaries, personnel expenses from business combinations, share-based remuneration expenses, non-recurring costs from the introduction of the ERP system, special compliance costs and consulting costs in connection with the audit of M&A inbound transactions and the sale of equity investments, to the extent that these are not attributable to discontinued operations.

Research and development

The Group's development activities are concentrated on the development of new – and enhancement of existing – technologies, products, processes and software. These activities are undertaken in the high-performance secure transmission and switching of computer signals.

Research and development costs for discontinued operations for both the reporting and the comparative period are not contained in the table.

Research and development activities

€ thousand	2025	2024
Research and development expense	3,936	3,401
Development intensity (development costs/revenue)	13.0%	10.7%
Capitalized development investments	2,071	1,803
Capitalization rate	52.6%	53.0%
Capitalized research and development costs	3,222	2,017
Employees in research and development	27	36

Research and development expense in the reporting period amounted to €3,936 thousand (previous year: €3,401 thousand), corresponding to a development intensity of 13.0% (previous year: 10.7%). €2,071 thousand of these expenses (previous year: €1,803 thousand) was capitalized as development investments. The capitalization ratio was therefore 52.6% (previous year: 53.0%). Including amortization of capitalized development costs amounting to €1,357 thousand (previous year: €419 thousand), the total capitalized research and development costs of €3,222 thousand were up year-on-year (previous year: €2,017 thousand).

The portfolio of KVM and KVMoIP products was expanded in the Security Technologies operating segment during the reporting period. KVMoIP solutions build on the standardized Internet Protocol (IP) and are a cost-efficient, more flexible alternative to a proprietary KVM network solution in certain applications. The IP capabilities gained through the acquisition of kvm-tec were used to enhance the modular IHSE KVM platform into a hybrid solution. This has resulted in a solution that combines proprietary with new, IP-based components in a single system and can hence respond even more flexibly to customer requirements.

To be able to continue to meet the strict requirements for security-critical applications in the future, work started on the certification of further parts of the product family in accordance with the international Common Criteria for Information Technology Security Evaluation and the German KRITIS (critical infrastructure according to the Federal Office of Civil Protection and Disaster Assistance and the Federal Office for Information Security). In addition, cooperation was stepped up further with several partner companies in the field of security and environmentally hardened devices.

IHSE and kvm-tec had 27 employees working in the research and development department as of the reporting date (previous year: 36).

Employees

As of December 31, 2025, Brockhaus Technologies employed a total of 635 employees (previous year: 620 employees). This corresponds to a year-over-year increase in our headcount of around 2.4%. Of this total, 148 employees are attributable to continuing operations and 487 to discontinued operations. The number of employees in the Security Technologies segment decreased by 12.7% to 138 (previous year: 158 employees). The number of employees in the Central Functions was 10 (previous year: 11). The number of employees in the former HR Benefit & Mobility Platform segment, which is now a discontinued business segment, increased by 8.0% from 451 to 487.

The average number of full-time equivalents (FTEs) was 587 in the reporting period (previous year: 514). Of this number, 151 FTEs are attributable to continuing operations and 436 FTEs to discontinued operations. In this calculation, part-time positions are weighted proportionate to their working hours.

The average number of full-time equivalent employees as of the reporting date was 584 (previous year: 562). Of this number, 137 FTEs are attributable to continuing operations and 447 FTEs to discontinued operations.

Economic report

With the signature of the share purchase agreement on December 23, 2025, BKHT announced the sale of its approximately 52% interest in BLS Beteiligungs GmbH (**Bikeleasing Group**), which constitutes the former HR Benefit & Mobility Platform segment, to DECATHLON PULSE SAS, a wholly owned subsidiary of global sports brand DECATHLON. This changes the structure of the Group. The activities of the former HR Benefit & Mobility Platform segment are now reported for the first time under discontinued operations.

In light of this, the Group's continuing and discontinued operations must be viewed separately.

Comparison of actual and forecast business performance

Forecasts in the course of 2025

At the time of the publication of the 2024 Annual Report on August 6, 2025, Brockhaus Technologies expected revenue for the 2025 fiscal year to range from €225 million to €235 million, which would represent growth of 10% to 15%. The Group projected an adjusted EBITDA of €50 million to €55 million, which would have represented a decline of 15% to 23% compared with adjusted EBITDA in the comparative period. This estimate was reiterated in the 2025 Half-Year Financial Report and most recently in the 9M 2025 Quarterly Statement, which was published on November 14, 2025. These forecasts related to the entire Group, comprising both the continuing and discontinued operations.

For Brockhaus Technologies AG at the standalone entity level (German GAAP), BKHT have predicted a significant net loss for the year in August 2025.

Actual course of business compared to forecast

The figures for continuing and discontinued operations are assessed together to determine whether targets were met.

At €225 million, revenue generated by Brockhaus Technologies was at the lower end of the revenue range forecast for fiscal year 2025 (€225 million to €235 million).

The adjusted EBITDA of Brockhaus Technologies amounting to €46 million was below the forecast range of €50 million to €55 million.

Continuing Operations | Revenue in the Security Technologies segment amounted to €30,288 thousand. In particular, cost-cutting measures by the US administration and the US government shutdown toward the end of the year negatively impacted IHSE's business in the United States, especially in the second half of the year. In the EMEA region, business was negatively impacted overall by restrained investment activity in the market. In the Central Functions, other operating expenses were higher than in the prior-year period due to increased consulting services. While personnel expenses in the Central Functions were also slightly higher than in the prior year, they were lower than in the prior year in the Security Technologies segment.

Overall, IHSE's fiscal year 2025 was marked by a systematic realignment with a clear focus on stabilization, increased efficiency and long-term value creation.

In light of this clear strategic focus, IHSE's management actively decided at the end of the fiscal year to discontinue financial support for kvm-tec. Bankruptcy proceedings were initiated for kvm-tec at the beginning of the 2026 fiscal year. This will consolidate IHSE's development, production, and distribution processes with a view to realizing synergies and sustainably increasing the efficiency and competitiveness of the entire group.

Discontinued Operations | Revenue in the former HR Benefit & Mobility Platform segment amounted to €194,701 thousand. The market environment in the 2025 fiscal year was again characterized by an oversupply of bikes and large discounts offered by bicycle retailers because of full warehouses resulting from factors such as insolvencies and withdrawals from the market, as well as the continuing knock-on effects of the COVID-19 pandemic. In addition, revenue from the resale of previously leased bicycles and e-bikes fell short of expectations in the fourth quarter.

As expected, personnel and other operating expenses were substantially higher year-on-year. This was primarily due to investments made to enable the expected strong long-term growth. These costs are primarily attributable to the continued transformation from a single-product company bicycle leasing provider into a multi-benefit platform.

Brockhaus Technologies AG at the standalone entity level | At the standalone entity level, Brockhaus Technologies AG reported a net loss (German GAAP) of €11,599 thousand, in line with expectations (previous year: €71,412 thousand).

Macroeconomic environment

In the 2025 fiscal year, price-adjusted gross domestic product (GDP) was 0.2% higher than in the previous fiscal year, according to calculations by the Federal Statistical Office. Adjusted for calendar effects, economic output in Germany rose by 0.3%.

The German economic output rose again slightly in the 2025 fiscal year following the recession in 2023 and 2024. Growth was driven primarily by increased consumer spending by private households and the government. By contrast, exports again declined in the 2025 fiscal year. The export sector faced strong headwinds, driven primarily by higher US tariffs, the appreciation of the euro and increased competition from China. Investment also remained weak.

The number of people in employment has grown steadily since 2006. 2020 was an exception because of the COVID-19 pandemic. This trend had already slowed significantly by 2024 and came to a standstill in 2025. Employment increased exclusively in the service sectors, especially in public services, education and healthcare. By contrast, the number of people employed in manufacturing industry and construction declined.

After several interest rate cuts, the European Central Bank (ECB) lowered its key interest rate for the last time in June 2025, from 2.25% to 2.0%. At its meetings in July, September, October, and December, the central bank took a break from cutting rates for the first time and left the key interest rate unchanged at the end of the year. This saw the key interest rate at year-end at 2.0%, and hence lower than the 3.0% level as of December 31, 2024.

Industry specific environment

Due to the niche strategy of the Security Technologies segment, only a few reliable statistics or studies are available on trends in the relevant markets. For this reason, the following information on market trends in the segment is based on an external source and, in particular, on estimates provided by IHSE management.

Security Technologies | In the market for KVM switches, there has been a decline in low-cost desktop applications as companies are switching to software alternatives. At the same time, demand for high-performance hardware is rising, driven by the growth of infrastructure for artificial intelligence.

Customers in the IT, telecommunications and data center sectors continue to account for the majority of demand in the KVM switch market. Growth is expected to accelerate in the defense sector, which now accounts for approximately 43% of revenue in the Security Technologies segment.

A healthy project backlog at data center integrators, the broader adoption of secure desktops in public authorities, and ongoing government procurement cycles are continuing to support unit sales, even though demand for standard models is declining.

Hardware remains indispensable in situations where access at the BIOS level, via a secondary network (air gap), or completely independent of the IP network (out-of-band) must be guaranteed, meaning that physical switches remain the focus of long-term strategies for data center reliability, despite the availability of cloud-native remote desktop tools. The growing requirements being placed on video resolution and the transition to optical networks with higher bandwidth are increasing the need for specialized FPGA- or ASIC-based solutions that cannot be implemented with software alone, particularly in latency-sensitive environments. At the same time, edge computing implementations are expanding sales opportunities for robust devices that can operate reliably even under uncontrollable field conditions.

Overall, the development of the sales markets in the Security Technologies segment varied by region in the reporting period. Geopolitical conditions in particular significantly impacted demand. Increased demand for KVM technology was evident in the markets of Central Europe and Israel, whereas the Asian market, and the Chinese market in particular, generally exhibited reluctance to invest in Western technologies. IHSE's business is characterized by typical fluctuations in revenue that depend on major deliveries. In the second half of the year, the US business was increasingly impacted by government cost-cutting measures and, toward the end of the year, by the US government shutdown.

Central Functions | Following the modestly positive trend of the previous year, the global M&A market saw a more pronounced recovery in the 2025 fiscal year – though this was driven primarily by large-scale transactions. Although the number of transactions stagnated compared with 2024, the total value of global M&A transactions rose by around 36% to approximately USD 3.5 trillion in 2025. While the volume of smaller transactions stalled, the number of megadeals (≥ USD 5 billion) rose significantly by 76%. Technology-driven transactions in particular served as a major driver of the growth in value.

The German M&A market revealed a mixed picture in 2025. Whereas the number of transactions declined compared with the previous year, deal values rose significantly. As a result, activity in 2025 was marked less by a broad increase in transaction frequency and more by larger transactions and correspondingly higher volumes. In addition, the share of transactions involving private equity investors fell from 52% in the previous year to 49% in 2025.

Drivers of this trend in 2025 included declining inflation, interest rate cuts and the resulting improvement in financing conditions. At the same time, risk appetite remained limited due to geopolitical conflicts, trade policy uncertainties and structural location factors (including energy and labor costs, as well as regulatory complexity), which weighed particularly heavily on cross-border processes and transaction speeds. In operational transaction practice, the continued high level of uncertainty – combined with some remaining valuation gaps – led in many cases to longer preparation phases, greater complexity and consequently to a noticeable prolongation of sales processes and decision-making cycles.

Despite the challenging market situation, Brockhaus Technologies continues to have an attractive pipeline of potential acquisition targets due to the systematic implementation of its three-pronged sourcing approach, which consists of M&A consultants, proactive sourcing at trade fairs and events and an industry network that it built up over many years. This includes new platforms and segments as well as opportunities for expansion in existing segments through add-on acquisitions. In 2025, in addition to evaluating a wide range of potential transactions, an investment in the US company Ridepanda was successfully completed for Bikeleasing, following a proprietary approach by the Brockhaus Technologies team.

Results of operations

In light of the sale of the Bikeleasing Group, continuing and discontinued operations must be considered separately in the following.

Continuing operations | The Group's revenue decreased by 4.7% to €30,288 thousand (previous year: €31,770 thousand) in the 2025 fiscal year and gross profit fell by 2.3% to €23,013 thousand (previous year: €23,554 thousand).

While a decrease in finished goods and work in progress had a negative impact of €739 thousand on earnings in the 2025 fiscal year, earnings in the previous year had been positively impacted by an increase in inventory of €1,135 thousand. Due to lower revenue and the decrease in finished goods and work in progress, cost of materials amounted to €8,607 thousand, significantly below the previous year's figure (previous year: €11,154 thousand).

Personnel expenses increased by 19.9% to €22,223 thousand (previous year: €18,532 thousand). Other operating expenses also increased in the reporting period, by 22.0%, from €12,059 thousand to €14,713 thousand. Both personnel expenses and other operating expenses were significantly impacted during the reporting period by non-recurring transaction-related expenses associated with the sale of the Bikeleasing Group.

EBITDA amounted to €-13,377 thousand (previous year: €-6,251 thousand). Adjusted EBITDA for the reporting period was €-3,060 thousand (previous year: €-2,365 thousand). Please refer to Note 6 to the consolidated financial statements details on the adjustments in the Group.

Depreciation of property, plant and equipment and amortization of intangible assets (excluding PPA assets) increased from €1,882 thousand to €3,023 thousand. This is primarily attributable to higher impairment losses on intangible assets. Amortization of intangible assets identified in initial consolidation (PPA assets) amounted to €6,855 thousand, which was lower than in the prior-year period (prior year: €13,510 thousand). Extraordinary impairment losses on PPA assets amounted to €1,558 thousand (previous year: €7,599 thousand) and relate exclusively to kvm-tec in the reporting period.

In the previous year, an impairment loss of €39,869 thousand was also recognized in respect of goodwill in the Security Technologies segment.

Finance costs decreased from €9,087 thousand to €1,605 thousand. The comparative period had mainly been impacted by increased costs from writing down in full the earn-out receivable from the sale of Palas amounting to €7,880 thousand.

Income taxes amounted to €1,464 thousand in the 2025 fiscal year (previous year: €1,090 thousand). €59 thousand of this amount was attributable to current tax income (previous year: €2,022 thousand tax expense) and €1,405 thousand to deferred tax income (previous year: €3,112 thousand).

Profit or loss for the period improved from €-66,578 thousand in the previous year to €-22,287 thousand in the 2025 fiscal year. The loss in the previous year was primarily attributable to an impairment loss on goodwill amounting to €39,869 thousand.

Discontinued operations | Revenue increased by 12.8% from €172,552 thousand to €194,701 thousand. Gross profit increased by 2.4% from €112,242 thousand to €114,991 thousand. The reason for the lower increase in gross profit despite higher revenue was primarily the increased revenue share of resale proceeds of bicycle sales, which involve significantly higher material costs than the segment's other revenue components.

Personnel and other operating expenses were significantly higher year-on-year. This was primarily due to investments made to enable the expected strong long-term growth. These costs are primarily attributable to the continued transformation from a single-product company bicycle leasing provider into a multi-benefit platform. Strictly prioritized growth initiatives in this regard manifested in higher marketing expenses. In addition, the rise in expenses is primarily attributable to the acquisition of Probonio and the establishment of Bike2Future for marketing and brokering used bicycles via B2B and B2C channels and the associated growth measures.

These higher expenses were the main reason for the lower income from discontinued operations, which amounted to €1,540 thousand (previous year: €22,262 thousand). Please refer to Note 7 in the notes to the consolidated financial statements for further information.

Net assets

The sale of the interest in the Bikeleasing Group changed the structure of the Group. The former HR Benefit & Mobility Platform segment is reported as a discontinued operation for the 2025 fiscal year. The assets of the discontinued operation are reported as "Assets held for sale" (€465,223 thousand) in the balance sheet as of December 31, 2025.

Compared to December 31, 2024, total assets decreased from €598,990 thousand to €563,239 thousand, and were split between 12.8% (previous year: 79.2%) non-current and 87.2% (previous year: 20.8%) current assets as of the reporting date. The change in weighting is primarily due to the classification of the Bikeleasing Group's assets in the "Assets held for sale" line item. This classification is also the main reason for the changes in the following balance sheet items. Intangible assets, including goodwill, amounted to €65,045 thousand as of the balance sheet date (previous year: €291,045 thousand). These primarily comprised the customer bases, basic technologies and brands (PPA assets) identified as part of purchase price allocation for the acquisition of IHSE, as well as IHSE's goodwill in the amount of €40,400 thousand (previous year: €40,400 thousand). Cash and cash equivalents amounted to €10,171 thousand (previous year: €48,427 thousand). In this context, the Bikeleasing Group's cash and cash equivalents amounting to €29,169 thousand were classified under "Assets held for sale". Trade receivables amounted to €4,251 thousand as of the balance sheet date and relate entirely to the Security Technologies segment. In the prior year, trade receivables for the Group totaled €38,700 thousand, of which €5,603 thousand was attributable to the Security Technologies segment. The same applies to inventories, which amounted to €7,641 thousand as of the balance sheet date. In the prior year, total inventories amounted to €20,961 thousand, of which €9,043 thousand was attributable to the Security Technologies segment. Property, plant and equipment amounted to €5,868 thousand and other financial assets amounted to €3,813 thousand.

Financial position

As of December 31, 2025, the liabilities of the discontinued operation are reported as "Liabilities associated with assets held for sale" (€312,123 thousand).

The following figures relate to continuing and discontinued operations. As of the reporting date, the Group's net debt amounted to €48,119 thousand (December 31, 2024: €45,587 thousand). This corresponds to a factor of 1.04x (**leverage**) of adjusted EBITDA for the last twelve months (**LTM**).

Calculation of net financial debt

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Senior loans	15,257	19,446
Current account liabilities	2,611	-
Cash and cash equivalents*	(10,171)	(16,823)
Other financial liabilities	10,536	11,231
Net debt from continuing operations	**18,234**	**13,855**
Senior loans	40,372	40,553
Subordinated loans	3,790	10,298
Real estate loans	54	71
Current account liabilities	4,373	2,472
Lease refinancing	158,594	172,578
Lease receivables	(155,740)	(167,586)
Cash and cash equivalents*	(29,169)	(31,604)
Other financial liabilities	7,613	4,951
Net debt from discontinued operations	**29,885**	**31,732**
Net debt (Group)	**48,119**	**45,587**
Adjusted EBITDA	46,286	64,975
Leverage	**1.04x**	**0.70x**

* Cash and cash equivalents are deducted from the loans in this presentation for purposes of analysis. There is no corresponding appropriation.

As a rule, the Group aims to achieve leverage of up to approximately 2.5x, i.e., net debt of up to approximately 2.5x adjusted EBITDA. In exceptional cases, e.g., following acquisitions, this value may be exceeded in the short to medium term. This is intended to ensure a balance between a high return, which can be achieved through a certain level of debt, and the advantages of a strong equity base.

The senior loans outstanding as of December 31, 2025, have maturities up to and including the end of 2026.

In connection with the acquisition of IHSE in 2019, there is still €1,000 thousand outstanding the IHSE subgroup from Tranche A of the senior acquisition loan and €14,000 thousand from Tranche B (originally Tranches A and B totaled €38,000 thousand), which will become due within the forecast period. As usual for such loan tranches, the Company plans to refinance Tranche B, which matures on December 31, 2026, in the amount of €14,000 thousand, which had not yet been completed at the time this combined management report was prepared.

Based on discussions to date with current and potential new lenders and the Company's expected financial position and net assets, it is assumed that the refinancing will be completed on time. The risk that refinancing will not be available is therefore considered low. If follow-on financing were not agreed at all or in time, IHSE would have to rely on the shareholder's financial support or alternative financing options to avoid significant uncertainty in connection with continuing as a going concern.

Some of the Group's loan agreements contain arrangements on whose basis extensive early repayment obligations may be triggered. For example, the loans in question may be repayable immediately if the Group breaches contractual conditions. For example, the loans in question are subject to covenants that must be complied with by the subsidiaries funded by the loans. No covenants were breached during the 2025 fiscal year.

As of December 31, 2025, an acquisition loan in the amount of €3,790 thousand remains outstanding at the level of BCM Erste Beteiligungs GmbH from the acquisition of Bikeleasing. The Group plans to repay this loan upon completion of the sale of the Bikeleasing Group, which is expected to take place during the first half of 2026.

There are restrictions on the availability of the Group's capital in the form of restrictions on distributions by the subsidiaries resulting from the loan agreements. Once the loans from acquisitions of subsidiaries have been repaid in full, the restrictions on distribution will cease to apply. Cash and cash equivalents are held in separate accounts by the relevant Group companies. There is no cash pooling. Financial risks, as well as financial management objectives and procedures, are covered by risk management and are described in the report on opportunities and risks.

The Group had cash and cash equivalents of €1,079 thousand (previous year: €1,102 thousand) in a range of foreign currencies at the reporting date. These cash holdings are not hedged. Because of its good liquidity position, the Group was able to discharge its payment obligations at all times in the reporting period. No liquidity shortfalls arose and none are foreseeable on the basis of the expected development of the Group's business.

The deferred tax liabilities of €6,401 thousand (previous year: €53,095 thousand) relate mainly to PPA assets and will be reversed through profit or loss (with no effect on cash flow) in the future as these are amortized. The amount classified as "Liabilities related to assets held for sale" is €47,320 thousand.

Group equity declined from €237,188 thousand to €202,961 thousand as of the reporting date, equal to 36.0% of total assets (previous year: 39.6%). The decline is solely a result of the loss for the period.

The Executive Board defines the principles and goals of the Group's financial management. The primary goals are to safeguard liquidity and limit financial risks. Our goal is therefore not to enter into any material risks from the investment of the Group's cash funds. To ensure this, these funds are held in bank accounts at domestic credit institutions or in the form of German federal bonds until they are needed to finance acquisitions.

The condensed statement of cash flows presented here shows cash flows from continuing operations.

Cash flow from operating activities amounted to €-7,610 thousand (previous year: €-3,323 thousand) or €-5,427 thousand before income taxes paid (previous year: €-1,680 thousand) in the reporting period and was primarily attributable to the operating cash flow surpluses of the subsidiaries. In addition, increased payments related to additional expenses for the 2024 annual audit (special compliance costs) negatively impacted cash flow from operating activities.

Cash flow from investing activities amounted to €-2,144 thousand (previous year: €-2,272 thousand) and consisted primarily of capitalized development costs of €-2,071 thousand.

Cash flow from financing activities amounted to €-6,661 thousand (previous year: €-8,288 thousand). The primary components are listed in the following:

> €4,500 thousand, regular repayment of the senior loan in the Security Technologies segment
> €1,226 thousand, loan interest payments
> €935 thousand, repayment of lease liabilities

Adjusted free cash flow before tax in the reporting period (cash flow from operating and investing activities adjusted for special compliance costs, the cost of business combinations and equity investments, the cost of acquiring/ (selling) subsidiaries, net of cash and cash equivalents, and income tax payments/(income tax refunds)) of continuing operations was €-3,172 thousand (previous year: €-1,842 thousand).

Condensed statement of cash flows

€ thousand	2025	2024
Adjusted EBITDA	**(3,060)**	**(2,365)**
EBITDA adjustments	(10,317)	(3,886)
(Income taxes paid)/ income tax refunds	(2,183)	(1,642)
Expenses for equity-settled share-based payment transactions	713	828
(Gain)/ loss on sale of property, plant and equipment	(27)	(0)
Other non-cash expenses/ (income)	326	(179)
Interest received	418	520
(Increase)/ decrease in inventories, trade receivables and other assets not attributable to investing or financing activities	3,013	1,722
Increase/ (decrease) in trade payables and other liabilities not attributable to investing or financing activities	3,184	1,679
Increase/ (decrease) in other provisions	324	1
Cash flow from operating activities	**(7,610)**	**(3,323)**
Payments to acquire property, plant and equipment	(73)	(449)
Proceeds from sale of property, plant and equipment and intangible assets	30	29
Payments to acquire intangible assets	(30)	(49)
Capitalized development costs	(2,071)	(1,803)
Cash flow from investing activities	**(2,144)**	**(2,272)**
Repayment of loans and other financial liabilities	(4,500)	(4,000)
Repayment of lease liabilities	(935)	(884)
Interest paid	(1,226)	(1,105)
Dividend	-	(2,298)
Cash flow from financing activities	**(6,661)**	**(8,288)**
Change in cash and cash equivalents	**(16,415)**	**(13,883)**
Effect of exchange rate changes on cash and cash equivalents	(131)	121
Cash and cash equivalents at period start	43,937	52,969
Change in cash and cash equivalents in connection with assets held for sale	(19,831)	4,730
Cash and cash equivalents at period end	7,560	43,937

The following table shows the cash flows of the entire Group, broken down into continuing and discontinued operations.

Adjusted free cash flow before tax from discontinued operations amounted to €33,952 thousand (previous year: €45,288 thousand). The main reason for the lower cash flow was higher expenditures related to investments to enable the expected strong long-term growth of the former HR Benefit & Mobility Platform segment.

As a result, **adjusted free cash flow before tax** from continuing and discontinued operations amounted to €30,780 thousand (prior year: €43,445 thousand).

Statement of cash flows broken down by continuing and discontinued operations

€ thousand	2025	2024
Cash flow from operating activities from continuing operations	(7,610)	(3,323)
Cash flow from operating activities from discontinued operations	36,921	44,340
Cash flow from operating activities	**29,311**	**41,017**
Cash flow from investing activities from continuing operations	(2,144)	(2,272)
Cash flow from investing activities from discontinued operations	(8,905)	(5,949)
Cash flow from investing activities	**(11,049)**	**(8,221)**
Cash flow from financing activities from continuing operations	(6,661)	(8,288)
Cash flow from financing activities from discontinued operations	(25,368)	(33,661)
Cash flow from financing activities	**(32,029)**	**(41,949)**
Change in cash and cash equivalents from continuing operations	(16,415)	(13,883)
Change in cash and cash equivalents from discontinued operations	2,648	4,730
Change in cash and cash equivalents	**(13,767)**	**(9,153)**

Segment reporting

For the 2025 fiscal year, Brockhaus Technologies' segment reporting comprises the Security Technologies segment. With the signature of the share purchase agreement on December 23, 2025, and the sale of the Bikeleasing Group, the former HR Benefit & Mobility Platform segment is no longer a reportable segment.

Security Technologies

At €30,288 thousand, revenue in the Security Technologies segment (IHSE) for the 2025 fiscal year was down on the previous year (€31,770 thousand). At €19,051 thousand, revenue in EMEA was lower than in the previous year (€21,305 thousand) as a result of generally subdued investing activity in the market. Revenue in the APAC region was €3,023 thousand, likewise down year-on-year (€5,412 thousand). By contrast, at €8,214 thousand, revenue in the Americas region grew year-on-year (€5,053 thousand). This trend is attributable to the uptick in the defense business.

Revenue by product group

€ thousand	2025	%	2024	%
Digital KVM extenders	19,398	64.0%	18,562	58.4%
KVM matrix switches	6,358	21.0%	6,621	20.8%
Real-time IP extenders	1,952	6.4%	2,523	7.9%
Services	722	2.4%	2,932	9.2%
Converters and peripherals	547	1.8%	439	1.4%
IP Remote Access	576	1.9%	467	1.5%
Other	734	2.4%	226	0.7%
Revenue	**30,288**	**100.0%**	**31,770**	**100.0%**

At 74.7%, the gross profit margin was above the comparative period's level (72.1%). During the reporting period, own work capitalized amounted to €2,071 thousand and was higher than in the prior-year period (previous year: €1,803 thousand). This was primarily attributable to an increase in development investments in new hardware and software product generations.

	Reportable segment					
	Security Technologies		Central Functions and consolidation		Group	
€ thousand	2025	2024	2025	2024	2025	2024
Revenue	30,288	31,770			30,288	31,770
Revenue growth	(4.7%)				(4.7%)	
Gross profit	22,614	22,922	399	632	23,013	23,554
Gross profit margin	74.7%	72.1%			76.0%	74.1%
Adjusted EBITDA	3,179	2,894	(6,238)	(5,259)	(3,060)	(2,365)
Adjusted EBITDA margin	10.5%	9.1%			(10.1%)	(7.4%)
Adjusted EBIT	365	1,278	(6,446)	(5,526)	(6,082)	(4,247)
Adjusted EBIT margin	1.2%	4.0%			(20.1%)	(13.4%)

Excluding own work capitalized, the segment's gross profit margin was 67.8%, which was also higher than in the prior-year period (previous year: 66.5%). This is primarily due to the current product and customer mix, especially the increase in business in the defense sector. However, impairment losses on inventory negatively impacted gross profit in the reporting period.

The segment's adjusted EBITDA of €3,179 thousand was moderately above the comparative period figure of €2,894 thousand. At 10.5%, the adjusted EBITDA margin was up on the comparative period (previous year: 9.1%). This is primarily due to the higher gross profit margin and lower fixed costs in the area of personnel expenses.

The adjusted EBIT margin stood at 1.2% (Previous year: 4.0%).

Central Functions (not an operating segment under IFRS)

Expenses in the Central Functions were higher than in the 2024 fiscal year. The main reasons were higher expenses for consulting services and slightly higher personnel expenses.

Brockhaus Technologies focuses on acquiring high-margin, fast-growing technology and innovation leaders with B2B business models in the German-speaking Mittelstand. Within this focus, the shortlist last year included in particular those companies with "recurring revenue" business models. However, competition for these companies that are available for sale continues to be intense. This is also reflected in purchase price expectations because the valuations of some companies that were able to prove their resistance to crisis in the preceding months have even attracted a purchase price premium compared with pre-crisis levels.

Overall assessment of the Group's economic position

Brockhaus Technologies sees itself as a fast-growing group of technology companies which acquires highly profitable leaders in technology and innovation, helping them to grow organically and inorganically across product boundaries and national borders.

The following comments apply to both continuing and discontinued operations.

The Executive Board of Brockhaus Technologies AG considers the business performance, the economic situation and the accompanying disruptions in the global economic cycle to be challenging.

For the Security Technologies segment, overall cautious investment activity in the market, as well as the US government's cost-cutting measures and budget freeze at the end of the fiscal year, slowed business during the reporting period.

The former HR Benefit & Mobility Platform segment was characterized by an oversupply of bikes and large discounts offered by bicycle retailers because of full warehouses resulting from factors such as insolvencies and withdrawals from the market as well as the continuing knock-on effects of the COVID-19 pandemic. These factors had a negative impact on the sales numbers of newly brokered bicycles.

The analysis of the Group's performance focuses in particular on the most significant financial performance indicators, revenue and adjusted EBITDA.

Despite everything, Brockhaus Technologies reported a 10.1% increase in revenue to €225 million (previous year: €204 million). Adjusted EBITDA was €46 million (previous year: €65 million), with an adjusted EBITDA margin of 20.6% (previous year: 31.8%). In an environment of considerable uncertainty in the macroeconomic situation – at both national and international level – the Executive Board of Brockhaus Technologies considers the Group's business performance and financial situation to have been positive in the reporting period.

Economic development of Brockhaus Technologies AG

The Group parent Brockhaus Technologies AG (**BKHT**) is managed by an Executive Board with two members. Marco Brockhaus is the Chief Executive Officer and Chairman of the Executive Board and Dr. Marcel Wilhelm is Chief Operating Officer and Legal Counsel. BKHT's headcount, including the members of the Executive Board, came to 10 (previous year: 11). The employees report directly to the Executive Board. They are employed by BKHT and work at its head office.

BKHT's annual financial statements are prepared based on German GAAP (HGB) in accordance with German principles of proper accounting. The table shows a condensed version of these annual financial statements.

The revenue of €660 thousand in the reporting period (2024: €1,152 thousand) was generated by services provided to subsidiaries.

Other operating income amounted to €1,055 thousand (2024: €3,893 thousand) and was primarily attributable to the remeasurement of the success fee liability in connection with the acquisition of Bikeleasing in the 2021 fiscal year amounting to €961 thousand. In the previous year, other operating income was also primarily driven by the remeasurement of the success fee liability amounting to €3,770 thousand.

Personnel expenses rose from €3,529 thousand in the previous year to €7,039 thousand in the reporting period. This increase is largely attributable to higher bonus payments in connection with the sale of the Bikeleasing Group. These payments were not incurred in the previous year.

Other operating expenses increased significantly to €11,852 thousand (previous year: €5,674 thousand). During the reporting period, these expenses were dominated by higher costs related to additional expenses for the 2024 annual audit (special compliance costs) as

Income statement (German GAAP)

€ thousand	2025	2024
Revenue	660	1,152
Other operating income	1,055	3,893
Personnel expenses	(7,039)	(3,529)
Amortization of intangible assets and depreciation of property, plant and equipment	(5)	(32)
Write-downs of financial assets and securities classified as current assets	(816)	(67,565)
Other operating expenses	(11,852)	(5,674)
Income from equity investments	5,910	-
Interest and similar income	672	469
Interest and similar expenses	(185)	(114)
Earnings after tax	**(11,599)**	**(71,399)**
Other taxes	-	(13)
Net loss for the year	**(11,599)**	**(71,412)**

Condensed balance sheet (German GAAP)

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Intangible and tangible fixed assets	-	3
Financial assets	198,169	197,262
Non-current assets	**198,169**	**197,265**
Receivables and other assets	3,548	1,286
Cash and bank balances*	7,757	14,102
Current assets	**11,305**	**15,389**
Prepaid expenses	**90**	**315**
Assets	**209,564**	**212,969**
Subscribed capital net of treasury shares	10,448	10,448
Capital reserves	183,812	195,412
Equity	**194,260**	**205,859**
Provisions	**13,264**	**5,896**
Liabilities	**2,040**	**1,213**
Equity and liabilities	**209,564**	**212,969**

* includes securities other than federal treasury notes of the Federal Republic of Germany

well as transaction-related costs associated with the sale of Bikeleasing.

Income from equity investments results from distributions by the Bikeleasing Group. The Bikeleasing Group distributed €28,000 thousand to its shareholders in the reporting period. €12,663 thousand of those distributions were attributable to non-Group shareholders and €15,337 thousand to intermediate holding company BCM Erste Beteiligungs GmbH, which is controlled by Brockhaus Technologies AG. This company distributed €7,770 thousand to its shareholders, of which €5,910 thousand was in turn distributed to Brockhaus Technologies AG.

As of December 31, 2025, an impairment loss of €816 thousand was recognized on the equity interest in BT Zweite Beteiligungs GmbH (**BT Zweite**) to reflect its lower fair value. Impairment losses on financial assets totaling €67,565 thousand were recognized in the previous year. €44,971 thousand of this total related to the impairment of shares of IHSE AcquiCo GmbH and €22,594 thousand to the impairment of shares of BT Zweite. With regard to the shares of BT Zweite, part of the interest in Bikeleasing was transferred to this wholly owned subsidiary of Brockhaus Technologies AG in fiscal year 2023, thereby realizing hidden reserves. These shares had been valued significantly above their original acquisition cost as a result of this contribution. Even after the impairment in fiscal year 2025, their carrying amount remains significantly above their original cost. The remaining shares of Bikeleasing, which are measured at their original acquisition cost, remain fully recoverable.

The net loss for the year was €11,599 thousand (previous year: €71,412 thousand).

The Company's financial assets amounted to €198,169 thousand (previous year: €197,262 thousand) and mainly comprise the investments in subsidiary companies. In addition, the financial assets item includes loans to subsidiaries amounting to €6,543 thousand (previous year: €4,830 thousand).

As of December 31, 2025, the item "Cash on hand and bank balances" amounted to €7,757 thousand (previous year: €14,102 thousand). As of the reporting date, this includes other securities valued at €7,522 thousand (previous year: €13,695 thousand). These securities consist of German government bonds issued by the Federal Republic of Germany.

Equity declined from €205,859 thousand to €194,260 thousand. In the reporting period, a withdrawal of €11,599 thousand (previous year: €52,978 thousand) was made from capital reserves in accordance with section 150(4) no. 1 of the *Aktiengesetz* (Stock Corporation Act – AktG). The capital reserves in accordance with section 270(2) no. 1 of the HGB decreased accordingly, from €195,412 thousand to €183,812 thousand. Net retained profits as of December 31, 2025 were unchanged at €0 thousand (previous year: €0 thousand).

Provisions amounted to €13,264 thousand (previous year: €5,896 thousand). The increase in provisions is primarily due to higher provisions of €8,062 thousand for transaction-related expenses associated with the sale of the Bikeleasing business.

At €2,040 thousand, liabilities were up year-on-year (previous year: €1,213 thousand).

Forecasting report

Economic and political conditions

For the 2026 fiscal year, the International Monetary Fund (IMF) is expecting the German economy to grow more strongly than previously anticipated. In its report released at the end of January 2026, the IMF is forecasting growth of 1.1%. This is 0.2 percentage points higher than predicted at the end of October 2025. Among other things, the main reason for this trend is government spending in the billions, which is intended to provide a short-term economic boost while also mitigating negative effects such as the slowdown caused by US tariffs.

The IMF is forecasting growth of 1.3% for the eurozone. In this context, Germany is expected not only to consolidate its position within the eurozone but also to be seen once again as a stronger catalyst for the entire region.

The US economy is performing better than previously thought. Growth of 2.4% is expected for the 2026 fiscal year. Among other things, this trend is attributed to the Federal Reserve's cut in the key interest rate. The rate cuts had a positive impact on investment activity in the 2025 fiscal year. Furthermore, according to the IMF, the negative impact of US tariffs on the domestic economy is gradually diminishing.

The IMF estimates that global economic output will grow by 3.3% this year. Despite this, the risk from the geopolitical situation still remains. The macroeconomic situation – at both the national and international level – remains subject to considerable uncertainty due to a variety of macroeconomic factors. This means that trade conflicts could intensify further and have a much more significant negative impact on productivity than is currently being assumed.

The war in the Middle East currently poses a geopolitical risk factor for global and European economic growth. Overall, the conflict is exacerbating global economic uncertainty, impacting supply chains, financial markets and geopolitical power dynamics. In the long term, it may even trigger structural changes in the global economy. The future course of events cannot be foreseen. A continuing escalation of the conflict could, however, have a significantly negative impact on economic and political conditions.

No consideration of future acquisitions

Although further acquisitions are considered, the Group's earnings figures have been planned based on the assumption that there will be no change in the basis of consolidation. The reason for this approach is the difficulty in predicting the nature and scope of future acquisitions and disposals. The Executive Board of Brockhaus Technologies does not believe that any estimates in this respect are sufficiently reliable.

Revenue and earnings forecast

The revenue and earnings forecast relates to the Group's continuing operations. Brockhaus Technologies is expecting revenue of between €30 million and €32 million in fiscal year 2026, which would represent growth of between 0% and 5%. The Group expects adjusted EBITDA of between €0 million and €2 million an increase of €3 million and €5 million compared with adjusted EBITDA in the reporting period. In addition to the moderately higher revenue, this development is primarily attributable to the lower expected personnel costs and lower other operating expenses within the Security Technologies segment.

The forecast is based on the assumption that there will be no additional significant macroeconomic friction in the sales markets relevant to the Group.

Based on the preliminary purchase price attributable to BKHT and taking the preliminarily estimated transaction costs from the sale of the shares in the Bikeleasing Group into account, Brockhaus Technologies AG expects a cash inflow of approximately €240 million at the standalone entity level (German GAAP) in 2026. Compared to the reporting year, in which a net loss was reported, the Company anticipates significantly higher investment income as well as a profit for 2026. This development will be primarily resulting from the sale of the shares and is therefore mainly attributable to a non-recurring effect.

Disclaimer

This Annual Report, and in particular the report on expected developments, contain forward-looking statements that are based on the management's current estimation of the future development of the market environment and the future performance of the Group. This estimation was made on the basis of all information available at the time when this Annual Report was prepared. Forward-looking statements are subject to uncertainties – as described in the Risk and opportunity report within this Management Report – that are beyond the Group's control. This applies in particular to the ongoing Russian war of aggression against Ukraine, the Middle East war, China's efforts to decouple itself from the West, domestic and foreign policy uncertainties, a German economy that is close to being in recession, high energy costs, the tariff and trade policy of the US administration and the repeated US federal government shutdowns. If the assumptions made are not accurate, or if the risks or opportunities described were to materialize, actual results may differ significantly from the expected results. If the underlying information changes in such a way that a deviation from the forecast is more likely than not, Brockhaus Technologies will notify this in accordance with the statutory disclosure requirements.

Risk and opportunity report

Risk management system

Risks and opportunities relate to potential future developments and events that could result in a significant negative or positive deviation from Brockhaus Technologies' goals. Brockhaus Technologies is exposed to numerous risks in its business activities. The Group's goal is not to avoid risks in general, but to carefully weigh the opportunities and risks associated with its decisions and business activities on the basis of appropriate information. This aims to establish an optimum balance between growth and profitability on the one hand and the associated risks on the other. Accordingly, opportunities that arise to increase enterprise value should be leveraged and risks should only be entered into to the extent that they are acceptable to the Group. A reasonable level of business risks must be accepted, but they must be managed by effective risk management that deploys suitable measures. Measures can be implemented to limit risks to an acceptable level, transfer them to third parties in part or in full or avoid them. All employees are expected to deal responsibly with risks within the scope of their areas of responsibility. The risk policy principles and risk strategy are coordinated with and closely linked to the corporate strategy. Risks to Brockhaus Technologies or individual subsidiaries as a going concern must be avoided in any case. The risks and opportunities presented in the following also apply largely to BKHT.

The concept, organization and functions of Brockhaus Technologies' risk management system are defined by the Executive Board and the Supervisory Board. Documentation is provided in the form of a risk management system manual (**RMS Manual**). The risk management requirements are regularly amended to reflect changes in the legal framework and are subject to a continuous improvement process.

The Group parent's Finance department coordinates the implementation and enhancement of the risk management system and reports to the Executive Board. The Supervisory Board oversees its effectiveness, in particular to establish whether the early risk warning system is generally suitable for identifying risks and developments that could jeopardize the Group at an early stage so that suitable countermeasures can be taken without undue delay.

The risk management system consists of measures that enable Brockhaus Technologies to identify, assess and monitor material risks to the attainment of the Company's objectives at an early stage. With the signature of the share purchase agreement on December 23, 2025, BKHT announced the sale of its approximately 52% interest in the Bikeleasing Group to DECATHLON PULSE SAS, a wholly owned subsidiary of global sports brand DECATHLON. The companies of the Bikeleasing Group are therefore no longer included in the basis of consolidation for Group risk consolidation purposes as of the end of the 2025 fiscal year.

The risk management system complies in particular with the requirements imposed on risk early warning systems by Auditing Standard 340 issued by the Institut der Wirtschaftsprüfer in Deutschland e.V. (IDW AuS 340, as amended). Mandatory components include in particular the definition and quantification of risk-bearing capacity and the systematic aggregation of risks. Risk-bearing capacity is defined as the maximum risk exposure that a company can bear without jeopardizing its continued existence. Aggregation serves to provide reliable information about whether or not any identified risk poses a threat to the company as a going concern, not only individually but also in combination with other risks.

A measure of the Group's risk-bearing capacity was defined in order to meet these requirements. A Monte Carlo simulation (stochastic method) was performed to aggregate risks. It is based on the risks identified and quantified in the course of the Group risk inventory. Risks were quantified by estimating the probability of occurrence and the extent of any losses, as well as the lowest and highest losses that could reasonably be expected. As well as a random simulation of the occurrence of a risk, this allows an equally random loss amount with the expected value of the most likely loss, but additionally with the possibility of a lower or higher loss incurred. Any identified interdependencies between individual risks were taken into account in the course of aggregation.

The outcome of the aggregation model is a distribution of a large number of total extents of potential loss, each with a different frequency in a relevant loss interval. Based on these data points, the interactions between the risks can be identified on a Group-wide basis. For example, confidence levels can be used to establish the probability that the sum of all risks occurring will not exceed a certain loss value.

The data used in the aggregation model is based predominantly on the probabilities of occurrence and extents of loss reported by the relevant Group companies. These are based in part on estimates that can only be supported to a limited extent by historical or other data. Individual judgment therefore significantly affects the overall outcome of risk aggregation.

The aggregation model reflects all quantifiable risks reported across the Group. Risks not covered by the aggregation model include in particular compliance risks, whose impact cannot be quantified reliably.

Despite the limitations described above, the results of the aggregation model are considered to be suitable overall to enable an appropriate assessment of the risks.

Whereas overall responsibility for risk management lies with the Executive Board, the subsidiaries are responsible for the operational management of the individual risks relevant to them. This includes the early identification, assessment and definition of suitable measures, the management and monitoring of such measures, and appropriate documentation and reporting. The RMS Manual is intended to ensure a uniform approach and binding applicability in the Group.

All material risks are assessed using defined classes (1 to 5) for probability of occurrence (**P**) and the impact on the Group's objectives. The probability of occurrence refers to the estimated probability of a risk occurring during the time horizon under observation and is expressed as a percentage. The allocation of probability intervals to classes 1 to 5 is presented in the following overview.

Value	Class and probability interval
75% < P	5 Highly probable
50% < P <= 75%	4 Probable
25% < P <= 50%	3 Possible
10% < P <= 25%	2 Unlikely
P <= 10%	1 Very unlikely

The assessment of the loss when a risk occurs can be either quantitative, which is the preferred method, or qualitative if risks cannot be quantified or qualitative aspects predominate (e.g., for compliance risk). Classification is also based on classes with values of 1 to 5. The quantitative classes are based on an estimated loss in euros relating to the potential impact on the Group's results of operations, net assets and financial position. The qualitative classes are based on criteria that consider damage to the Group's reputation or the impact of any prosecution, with a particular focus on compliance-related risk.

Impact	Assessment
5 Very high	Going-concern risks with a negative impact on business activities, results of operations, net assets and financial position, as well as reputation >=€10 million per individual risk
4 High	Significant negative impact on business activities, results of operations, net assets and financial position as well as reputation €5–€10 million per individual risk
3 Moderate	Some negative impact on business activities, results of operations, net assets and financial position as well as reputation €2–€5 million per individual risk
2 Low	Limited negative impact on business activities, results of operations, net assets and financial position as well as reputation €500 thousand –€2 million per individual risk
1 Insignificant	Immaterial negative impact on business activities, results of operations, net assets and financial position as well as reputation < €500 thousand Individual risk

All identified risks are assigned a risk score, based on the assessment of probability of occurrence and impact. This corresponds to the sum of the class for probability of occurrence and the class for impact if the loss occurs. The probability class is weighted at 30% and the impact class at 70%.

The following overview provides a color coding for the risk scores. It corresponds to the visualization in the risk matrix.

Color code	Risk score
	5 Going-concern risk
	4 Very high risk
	3 High risk
	2 Moderate risk
	1 Low risk

The risk matrix graphically presents the classification of the identified risks and is used to prioritize the most significant risks and enhance transparency across the Group's entire risk situation. The classification presented here corresponds to the net risk, i.e., the expected effect of control measures already effectively implemented has been taken into account in the quantification. This systematic and standardized risk analysis and assessment is conducted twice a year. It is the risk officers' responsibility to continuously monitor all changing risk situations within their departments or their company. In addition to regular risk reporting, a process has been implemented to ensure prompt reporting of newly emerging risks (ad hoc risk reports).

The Executive Board assessed the RMS, including the risk early warning system, as of December 31, 2025. Based on the findings in the reporting period, the Executive Board had no reason to believe that the system was not appropriately designed or ineffective during the reporting period.

Risks

Brockhaus Technologies classifies its risks according to the designations markets/ technology, new acquisitions, business operations, compliance and finance.

These areas are subject to risk types that are described in detail in the following, and whose impact on the Group is presented in more detail.

In addition, sustainability risks are considered factors of the listed and known types of risk, and may have a significant impact on these risks and act as multipliers that contribute to the materiality of these risk types.

With the sale of the Bikeleasing Group, its companies are no longer included in Brockhaus Technologies' basis of consolidation for group risk consolidation purposes. This has a partially positive effect on the Group's risk profile. On the one hand, it reduces the Group's exposure to supplier risk and cyclical risk. On the other hand, the proceeds from the sale of the Bikeleasing business, which is expected in H1 2026, will significantly increase the Group's risk-bearing capacity in the future.

Market/ technology risks

Economy | The general economic environment and other economic and political conditions significantly impact Brockhaus Technologies' markets.

The macroeconomic situation – at both the national and international level – remains subject to considerable uncertainty due to a variety of macroeconomic factors.

Among other things, potential risks currently result from the ongoing Russian war of aggression against Ukraine, the Middle East war, China's efforts to decouple itself from the West, domestic and foreign policy uncertainties, the continuing challenging situation facing the German economy, high energy costs, and the US government's unpredictable tariff and trade policies. These factors – individually or collectively – affect the Group's risk situation and impact both its domestic and its foreign business. Any further decline or stagnation of the economy could have a correspondingly negative impact on revenue and hence on net assets, financial position, and results of operations. In particular, the Group's revenue could be negatively impacted because unit sales volumes may fall short of expectations due to investment restraint on the part of customer companies.

There are currently no signs of recovery in the German economy. According to the International Monetary Fund (IMF), macroeconomic capacity is still underutilized. Given this situation, a sustained decline or stagnation in macroeconomic growth represents a significant risk to the Group.

The war in the Middle East currently poses a geopolitical risk factor for global and European economic growth. A potential escalation of the conflict could have negative consequences for economic growth, particularly as a result of rising energy prices, supply chain disruptions and increased uncertainty in the financial markets. This could also result in risks to the Group's results of operations, net assets and financial position. The Group's risk management function is continuously monitoring further developments. The overall risk is currently classified as moderate.

In light of economic developments and existing uncertainties, BKHT continues to assess the likelihood of this risk occurring as high, despite the Group's niche strategy.

Customer concentration | Because of the niche strategy in the Security Technologies segment, it has significant customer concentrations.

The loss or default of one or more key customers would have a noticeable negative impact on revenue and thus on the results of operations, net assets and financial position of Brockhaus Technologies. To mitigate this risk, the Group maintains close, longstanding customer relationships and tries to avoid high customer concentrations wherever possible.

Technology | The success of the Group companies is rooted in technologies and innovative products that follow sustainable global trends such as digital transformation, automation, cybersecurity or sustainability. Changing regulatory and technical requirements, particularly with regard to customer preferences, new or substitutive technologies or the emergence of industry standards and trends with negative consequences could make the Group's existing products obsolete or less attractive. To rule out this risk, the Group makes targeted investments in research and development.

Regulatory and security-related requirements can lead to increased development and certification costs in the Security Technologies segment and entail the risk of technological obsolescence. In addition, increasing complexity and integration requirements can lead to project delays or incur additional costs. The Group counters these risks with a modular and scalable product architecture that enables adaptation to technological and regulatory conditions. Regulatory, safety- and quality-related requirements are systematically incorporated into the development process at an early stage to mitigate approval, integration and implementation risks. Internationally recognized ISO certifications are obtained to further reduce quality, process and compliance risks.

Suppliers | Various disruptive factors such as financial, capacity or procurement-related bottlenecks at the Group's suppliers could lead to delays or even the collapse of supply chains. This would affect Brockhaus Technologies' production and hence its revenue generation and would negatively impact the Group's results of operations, net assets and financial position. In order to mitigate this risk, the Group companies plan their future requirements in advance wherever possible and adjust their ordering behavior accordingly when circumstances dictate.

Risk matrix

Loss in the event of occurrence	<= 10%	<= 25%	<= 50%	<= 75%	>75%
>=€10 million					
< €10 million		Due diligence			
< €5 million	Acquisition finance Compliance risks Sale of equity investments	Customer concentration	Economy Deal sourcing		
< €2 million	Financial planning Taxes Foreign currency	Key management	Technology		
< €500 thousand	Project business Credit risk Liquidity	Suppliers IT Obstacles to growth	Covenants Interest rates		

Probability of occurrence

Risks from new acquisitions and the sale of equity investments

Deal sourcing | Brockhaus Technologies' business model is based on its ability to identify companies as suitable acquisition targets and acquire them on attractive terms. If the Group is not able to conclude such acquisitions, this may adversely affect its future growth and the efficiency of the allocation of its cash resources. To minimize this risk, Brockhaus Technologies actively manages a network of sector experts, entrepreneurs, managers and consultants to give it access to potential acquisition targets. It also conducts its own prospecting activities, for example by attending trade fairs and systematically monitoring company awards.

Acquisition finance | In many cases, acquiring companies is associated with a substantial need for finance. Transaction processes could fail if Brockhaus Technologies is not able to obtain this through equity or debt within a reasonable time and on acceptable terms. To prevent such a situation, the Group has numerous potential financing partners, which include debt funds and coinvestors in addition to banks. The initial listing in the Prime Standard quality segment also represents a source of finance through capital increases.

If follow-on financing of the IHSE loan maturing as of December 31, 2026, were not agreed at all or not in good time, IHSE would have to rely on the shareholder's financial support or alternative financing options to avoid significant uncertainty in connection with continuing as a going concern. Based on discussions to date with current and potential new lenders and the Company's expected financial position and net assets, it is assumed that the refinancing will be completed on time. The risk that refinancing will not be available is therefore considered very unlikely.

Due diligence | It is possible that the Group might inaccurately estimate the value and future potential of target companies and that they will generate lower revenue, earnings and cash flows than assumed before the acquisition. This may happen if risks relating to the target company and/ or its markets are not communicated or not identified. To reduce the possibility of this risk occurring, the Group conducts comprehensive due diligence before each acquisition, involving experienced specialist advisers. Nevertheless, it cannot be ruled out that material risks are not identified or not accurately assessed in the course of due diligence.

Sale of equity investments | The purchase price for the interest in the Bikeleasing Group will be calculated as of the closing date (expected to be in the course of the first half of 2026), taking into account the cash funds, financial liabilities and net working capital of the Bikeleasing subgroup as of that date (closing accounts method). However, this may vary from the currently expected purchase price depending on future figures as of the closing date. However, both the probability of occurrence and the potential extent of any loss are rated as moderate. The Group included this risk as a new risk category in its risk assessment as of December 31, 2025 (**sale of equity investments**). This risk also includes the unlikely scenario where the transaction does not close, but the costs incurred up to that point, for example for consulting, legal and due diligence services, must be borne by the Company.

Operational risks

Obstacles to growth | The Group companies of Brockhaus Technologies are small or medium-sized organizations with ambitious growth targets. Therefore there is a risk that their management is not able to successfully address promising markets and customers, implement necessary product developments and develop scalable internal structures in good time. The Group manages this risk using proven tools such as the 100-day plan after acquisitions, in which the initial initiatives resulting from the due diligence are documented, scheduled and implemented following the acquisition. There are also processes for strategic planning, ongoing development of the company and strict financial reporting. Furthermore, the members of the BKHT team have extensive experience in developing scalable structures in growing companies.

Project business | In the Security Technologies segment, business is characterized by typical fluctuations in revenue that depend on project-related customer orders and major deliveries. If delivery of several larger projects or a single very large project is delayed beyond a certain key date, or if customers cancel planned projects at short notice, this could adversely impact IHSE's results of operations, net assets and financial position in the relevant period and have a corresponding effect on the Group.

Key management | The Group's commercial success is critically sustained and driven by its ability to recruit, grow and retain experienced, talented managers and staff. In this respect, the Group views the specialized expertise of its employees as one of its most important intangible resources. There is a risk of inappropriate appointments when management structures are expanded to enable further expansion. If Brockhaus Technologies is unable to suitably fill future and existing positions and retain existing managers and staff, this could materially adversely affect commercial success and hence the Group's results of operations, net assets and financial position. To counter this risk, remuneration structures in line with market conditions are in place in the Group, together with a pronounced focus on equity components and long-term incentives. These consist of both direct investments at the level of subsidiaries and investments in BKHT in the form of shares and stock options.

IT | The Group's business processes are critically dependent on information technology (IT). As well as the opportunity to leverage operational efficiencies, this also entails risks. The Group's technical infrastructure could be impaired or fail due to accidents, disasters, technical failures, obsolete technology or cyberattacks. There is also a risk of unauthorized access by external parties to confidential business or personal data. Brockhaus Technologies has security systems that meet market standards in place to safeguard the availability, integrity and confidentiality of its data.

Compliance risks

There are numerous legal risks from the scope of statutory and regulatory requirements, as well as the large number of contractual relationships and agreements that the Group enters into regularly. These relate in particular to the areas of patent, capital market and company law. These risks are reduced to a moderate level through extensive cooperation with experienced prominent law firms. The Group works with several law firms to avoid dependencies resulting from outsourcing and ensure an appropriate level of technical specialization.

Other compliance risks that may result from breaching laws and regulations, such as data protection rules, are identified and monitored by the Legal Counsel. Brockhaus Technologies has developed a code of conduct that contains essential guidance for correct behavior. There are also training events on specialized topics, such as preventing corruption or the proper handling of inside information. To strengthen the compliance culture, Group management and segment management clearly emphasize the importance of compliance (tone from the top). Compliance risks are continuously monitored and appropriate measures are taken if risks materialize.

Financial risks

Financial planning | Brockhaus Technologies' financial planning is based on assumptions and calculations made by the management of BKHT and the subsidiaries. These assumptions relate to business performance and other external factors that are, in part, very difficult to predict or cannot be influenced by the Group and to measures, some of which still have to be implemented. Therefore, there is a risk that the assumptions underlying the planning could be incomplete or incorrect and that this may result in divergence between projected and actual earnings.

Covenants | Some of the Group companies' loan agreements contain arrangements on whose basis extensive early repayment obligations may be triggered. For example, the loans in question are repayable immediately if subsidiaries breach financial covenants. If one or more such cases would arise, this would adversely affect the Group's liquidity. To manage this risk, the Group has established a comprehensive financial reporting system. Additionally, there are contractual options for curing such a breach in the event of a breach.

Interest rates | An increase in interest rates could impact the future development of the Group for a variety of reasons and adversely affect its results of operations, net assets and financial position. This would increase the Group's financing costs, but would also lead to higher acquisition financing costs for acquisitions.

In the first half of the 2025 fiscal year, the European Central Bank (ECB) had lowered its key interest rate in four steps to 2.00% and left it unchanged until December 31, 2025. A further increase in interest rates could impact the future development of the Group for a variety of reasons and adversely affect its results of operations, net assets and financial position. This would increase the Group's financing costs, and would also lead to higher acquisition financing costs for acquisitions. The future trajectory of key interest rates depends primarily on inflation trends and the economic situation. Inflation in the eurozone was 2.0% for the 2025 fiscal year. The central bank is forecasting inflation of 1.9%. In light of these figures, the ECB does not currently see any reason to lower interest rates any further. Based on the currently expected key interest rate trends, the probability of potential interest rate losses is estimated at less than 30%, with an average expected loss of well under €70 thousand.

Foreign currencies | Brockhaus Technologies executes certain transactions in foreign currencies, giving rise to foreign currency risk. The Group hedges foreign currency risk from its order backlog and from receivables and liabilities where this appears to be economically expedient. Such hedges were not applied in the reporting period. The Group does not hedge exchange rate risks from the consolidation of subsidiaries whose functional currencies do not correspond to the Group's reporting currency.

Credit risk | It is possible that customers of Brockhaus Technologies will be unable to settle their liabilities. This risk is mitigated by a stringent receivables management process and by agreeing advance payments in some cases. To the extent economically expedient, trade credit insurance is taken out to reduce the amount of potential credit losses. This was not used in the reporting period.

Liquidity | Liquidity risk describes the risk that Brockhaus Technologies might not be able to meet its financial obligations to a sufficient extent. To safeguard liquidity, changes in liquidity are continuously monitored as part of detailed financial planning and financial reporting. For external financing purposes, the opportunities available on the financial markets are continuously monitored in order to ensure sufficient flexibility.

The proceeds from the sale of the Bikeleasing Group, which is expected to happen in the first half of 2026, will significantly increase the Group's liquidity and, consequently, its risk-bearing capacity.

Taxes | Brockhaus Technologies is subject to income taxes and other taxes in various jurisdictions. Considerable discretion and significant estimates are needed to calculate obligations arising from income tax, value added tax and other taxes, including withholding taxes. In the event of any incorrect tax assessment of transactions or discrepancies between estimated and actually assessed tax amounts, additional tax liabilities, interest, penalties or regulatory, administrative, or other related sanctions may be incurred. In addition, such misjudgments may also have an impact on the correct accounting treatment of tax matters in the consolidated financial statements. Brockhaus Technologies generally seeks tax advice on special or significant transactions.

Sustainability risks

Sustainability risks are events or conditions in the areas of the **E**nvironment, **S**ocial and **G**overnance (**ESG**), whose occurrence could negatively impact Brockhaus Technologies' net assets, financial position and results of operations as well as its reputation. Sustainability risks do not constitute a separate category of risk, but are covered by the existing risk categories.

Sustainability risks in the environment area are divided into physical risks and transition risks. **Physical risks** arise from extreme weather events and long-term changes in climatic and ecological parameters. **Transition risks** arise from the transition to a more sustainable, climate-friendly economy. In this context, policy measures can lead to rising costs or a shortage of fossil fuels and emission allowances. Likewise, significant investments may be required, for example, for the energy-efficient refurbishment of buildings and facilities. There is also a risk that new technologies could displace existing solutions or jeopardize social expectations and the changing preferences of business partners who do not adapt in time.

In addition to sustainability risks in the area of Environment, events, behaviors and developments in the area of Social can also negatively impact the net assets, financial position and results of operations of Brockhaus Technologies.

Social risks can have a negative impact on the Group's stakeholders. Brockhaus Technologies is not only known for its products and services, but also as a place where people come together and work toward common goals. As a result, the treatment of the Group's employees, customers, suppliers and other stakeholders is a key element in risk identification and assessment. The way how people interact with one another and the standards the Group follows for health, safety and recruitment provide insights for assessing the Group's overall quality and risk profile.

Sustainability risks in the area of Governance primarily focus on how a company is managed, supervised and monitored. The idea behind this is that Brockhaus Technologies must assume responsibility for all of the impacts caused by its business activities. Governance plays a decisive role here, as this factor reflects how well Brockhaus Technologies governs its own actions.

For Brockhaus Technologies, sustainable business management and profitable growth go hand in hand. These factors are also expected to play a central role in selecting potential acquisition targets in the future.

In terms of ESG risks, the Group has to date only identified material risks in the form of compliance and key person risks. Compliance risk is addressed through Group-wide policies, regular training, and an internal control and monitoring system that identifies and prevents violations at an early stage. Key employee risk is mitigated through targeted employee retention measures. Although the probability of these risks occurring is currently classified as moderate, they could have an impact on the Group's net assets, financial position and results of operations if they were to materialize.

Opportunities

Brockhaus Technologies has a large range of opportunities. There is an understanding that a pivotal task of management is to identify opportunities at an early stage as they arise and to exploit them so as to increase enterprise value. The Group generated strong cash flows in the 2025 fiscal year that – in conjunction with the generally asset-light business models – enable them to finance growth investments from their own resources. This is further reinforced by the expected cash inflow from the sale of Bikeleasing in H1 2026.

Customer demand in the Security Technologies segment is driven by a high level of requirements for secure, zero-downtime and virtually latency-free data transmission. Continuously increasing data volumes and the need to visualize them, as well as the requirement to protect this data from unintended access, can offer substantial business opportunities in the future. The latter factor is currently being strengthened by global crisis situations. IHSE technology is already integrated into several relevant global projects. In this context, the segment has the opportunity to expand its market share faster than planned, particularly in the government and defense sector.

To sum up, there are significant opportunities for Brockhaus Technologies from the activities of its subsidiaries, as well as from further acquisitions in the future.

Overall assessment of risks and opportunities

The Executive Board takes the view that the general economic environment and other current economic and political conditions will have a significant impact on the business of Brockhaus Technologies. Among other things, this assessment is based in particular on the uncertain future course of the ongoing Russian war of aggression against Ukraine, the Middle East war, China's efforts to decouple itself from the West, domestic and foreign policy uncertainties, the continuing challenging situation facing the German economy, high energy costs, and the US government's unpredictable tariff and trade policies. These factors – individually or collectively – affect the Group's risk situation and impact both its domestic and its foreign business. This could significantly adversely affect the Group's results of operations, net assets and financial position.

At the same time, the geopolitical and security policy conditions described above may also present opportunities for the Group. It cannot be ruled out, for example, especially in the Security Technologies segment, that there will be increased demand in the Government & Defense sector for solutions that enable secure, zero-downtime and virtually latency-free data transmission. However, the extent to which this will result in concrete positive effects on revenue and the results of operations depends to a large extent on future developments in the political environment as well as on budgetary and procurement decisions made by clients.

Overall, Brockhaus Technologies is exposed to a high level of uncertainty that the Group can only partly influence itself. However, no risks have been identified that, individually or in combination with other risks, could affect the continued existence of the Group as a going concern.

Internal control system relevant for the consolidated financial reporting process

The scope and configuration of Brockhaus Technologies' accounting-related internal control system are subject to the discretion and responsibility of the Executive Board. The Supervisory Board's Audit Committee is systematically integrated into the oversight of the ICS and RMS. In particular, it monitors the financial reporting process as well as the adequacy and effectiveness of the ICS, the RMS and internal audit, and reports to the Supervisory Board.

In the opinion of the Executive Board, the accounting-related internal control system is configured in such a way that Brockhaus Technologies' consolidated financial statements are properly prepared in accordance with IFRSs, as adopted by the EU, and in accordance with the additional provisions of commercial law in accordance with section 315e(1) of the HGB. The Company's annual financial statements are prepared in accordance with the commercial law provisions of the HGB (German GAAP).

The financial control manual contains clear instructions and rules. It ensures the regularity, completeness and reliability of the accounting system and the related financial reporting and compliance with the relevant legislation and standards. The accounting-related ICS comprises all organizational arrangements and measures for identifying, assessing and managing all risks that could materially impact the consolidated financial statements.

The Group considers the following elements of the ICS to be significant with respect to the consolidated financial reporting process:

> Internal monthly reports consisting of an income statement, statement of financial position and statement of cash flows, including the presentation of year-over-year differences and differences versus the budget, as well as reporting on significant events
> Group-wide accounting manual
> Accounting guidance notes for specific or new accounting issues
> Group-wide financial control manual
> Documentation of risks and controls in an ICS matrix, including risk description, control description, definition of documentation requirements, frequency of controls and definition of control owners
> Preventive and detective controls such as dual control principle, access authorizations and separation of duties
> Continuous analysis of new or amended accounting standards, legislation and other requirements and assessment of their impact on the financial statements
> Centralized overviews of quarterly, half-yearly and annual reporting, submission and publication requirements and their deadlines
> Further development of accounting processes and systems, such as by providing advice on the consolidation, introduction and optimization of ERP systems, the enhancement of the system environment, the provision of templates and checklists
> Centralized preparation of consolidated financial statements, including the combined management report

Support services provided by external service providers are used in the preparation of the consolidated financial statements. The same applies to the assessment of specific special issues, such as complex IFRS requirements.

The elements and controls described are continuously refined to rule out future risks when vulnerabilities are identified.

BKHT's Finance department uses appropriate processes to ensure compliance with the requirements of the Group-wide accounting policy. BKHT's Finance department supports the subsidiaries across their entire financial reporting process. In addition, the Finance department ensures that its accounting-related processes and systems operate properly and promptly.

Internal controls are designed to ensure that Brockhaus Technologies' financial reporting complies with applicable accounting principles and is reliable. The completeness and accuracy of the data are regularly checked manually by means of sampling and plausibility tests. This is intended to minimize risks that could adversely affect the presentation of Brockhaus Technologies' results of operations, net assets and financial position.

At the beginning of the 2025 fiscal year, in the course of preparing the financial statements for the 2024 fiscal year, the Company identified isolated weaknesses in the effectiveness of controls in specific areas of the accounting-related internal control system at its IHSE subsidiary. BKHT's Executive Board immediately initiated measures to assess and eliminate these individually identifiable control weaknesses. The improvement measures for the accounting-related internal control system within the IHSE subgroup, which are designed to strengthen the effectiveness of the controls, are being further enhanced. BKHT is closely involved in this process, contributing its expertise. Planning of the corresponding improvement measures is structured and they are being implemented successively. Additional personnel in the IHSE subgroup in the 2026 fiscal year will further strengthen the accounting department and the accounting-related internal control system.

The Executive Board assessed the internal control system relating to the consolidated financial reporting process as of December 31, 2025 based on the information available to it. The Executive Board found no evidence indicating that the internal control system relating to the financial reporting process was inadequate or ineffective in the reporting period. In its opinion, the system was appropriately and effectively designed in all material respects. However, it is important to note that even a properly designed internal control system does not provide absolute assurance that inaccuracies will be prevented or detected.

Internal audit

As in the previous years, an auditing and tax consulting firm was engaged for fiscal year 2025 under the terms of an outsourced internal audit to ensure compliance with statutory requirements.

Brockhaus Technologies understands internal audit to be a process-independent audit, assessment and advisory activity. It is intended to support Group management in achieving its business objectives. Outsourcing the internal audit function is designed in particular to strengthen its independence. Using a systematic, targeted approach, internal audit assesses the effectiveness of the risk management system, the management and monitoring system, including controls and helps to improve them.

The basis for internal audit's work is a multi-year audit plan coordinated between the Supervisory Board's Audit Committee and the outsourced internal audit function. The plan is initially based in particular on the findings of the initial analysis of the key elements of the risk early warning system. Other areas of emphasis result from significant changes in the organization of the Group's business activities or in its economic and legal environment.

The following areas were audited in the course of the internal audit in the reporting period:

- Group risk management system (follow-up)
- risk management system for the regulated sector (follow-up)
- sales processes for returned bicycles (Bikeleasing)
- CRM system with a focus on contract management at Bikeleasing
- contract management at IHSE & integration of the implementation plan to prevent corruption

No significant findings were identified in any of the areas audited that would indicate a specific need for action.

Non-financial statement

For the 2025 fiscal year, Brockhaus Technologies is for the first time publishing a non-financial statement in accordance with section 315f(3) and section 289b(3) of the HGB. It does not form part of the combined management report. The non-financial statement is publicly available on the website (www.brockhaus-technologies.com) and can be accessed at any time in the Corporate Governance subsection under the Investor Relations section.

Remuneration report

The remuneration report does not form part of the combined management report. The remuneration report under section 162 of the AktG is made publicly available on the website (www.brockhaus-technologies.com) together with the auditor's report on the formal and voluntary review of the content of the report and is permanently available in the Corporate Governance subsection in the Investor Relations section.

Takeover-related disclosures

As required by AktG section 176(1) sentence 1, the Executive Board of Brockhaus Technologies AG provides the following explanatory report on the disclosures relating to takeover law in accordance with HGB sections 289a(1) and 315a(1).

BKHT's subscribed capital was €10,947,637 as of December 31, 2025. It is composed of 10,947,637 registered shares, each with a notional value of €1.00. The capital stock is fully paid up. Each share conveys one vote at the Annual General Meeting. There are no other classes of shares.

To the knowledge of the Executive Board, there are no restrictions on the voting rights conveyed by shares.

As of the reporting date, the Marco Brockhaus family (resident in Germany) indirectly held 22.4% (previous year: 22.4%) of the Company's outstanding shares. To the knowledge of the Executive Board, there are no further interests in the capital that exceed 10% of the voting rights.

Under Article 9(2) of the Company's Articles of Association, Falkenstein Heritage GmbH, whose registered office is in Wetzlar (Germany), is entitled to appoint one-third of the shareholder representatives on the Company's Supervisory Board. This right exists for as long as Falkenstein Heritage GmbH holds at least 10% of the Company's shares. Marco Brockhaus holds the majority of the shares in Falkenstein Heritage GmbH.

The statutory provisions relating to the appointment and dismissal of members of the Executive Board are governed by sections 84 et seq of the AktG. The Articles of Association include the following arrangements relating to the appointment and dismissal of members of the Executive Board.

"The Executive Board comprises one or more persons. The Supervisory Board determines the number of Executive Board members. The Supervisory Board can appoint a Chair of the Executive Board and a Deputy Chair."

The adoption of the Articles of Association is governed by AktG section 23. Under AktG section 179(1), any amendment to the Articles of Association requires a resolution at the Annual General Meeting. Under Article 12(2) of the Articles of Association, the Supervisory Board is entitled to make amendments to the Articles of Association that relate solely to the wording.

The Executive Board's powers to issue shares are described in Note 26 to the consolidated financial statements.

On June 20, 2024, the Annual General Meeting of the Company authorized the Executive Board to acquire up to a total of 10% of the share capital at the time of the authorization by the Company. Further options for the Executive Board to acquire shares of the Company are governed by section 71 of the AktG.

The members of the Executive Board have a 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 service of the Executive Board member was entered into, did not hold or held 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. Please refer to the remuneration report for a detailed explanation of the severance cap.

Corporate governance statement

For the 2025 fiscal year, the Company is exercising the option to make its corporate-governance statement pursuant to HGB sections 289f and 315d publicly accessible on its website. The corporate governance statement is permanently accessible on our website (www.brockhaus-technologies.com) in the section entitled Investor Relations, subsection Corporate Governance.

The declaration of compliance with the German Corporate Governance Code by the Executive Board and the Supervisory Board of Brockhaus Technologies AG pursuant to AktG section 161 is permanently accessible on our website (www.brockhaus-technologies.com) in the section entitled Investor Relations, subsection Corporate Governance.

Consolidated Financial Statements

Consolidated Financial Statements

Consolidated statement of comprehensive income

€ thousand	Note	2025	2024
Revenue	9	**30,288**	**31,770**
Increase/ (decrease) in finished goods and work in progress		(739)	1,135
Other own work capitalized	10	2,071	1,803
Total output		**31,619**	**34,708**
Cost of materials	11	(8,607)	(11,154)
Gross profit		**23,013**	**23,554**
Personnel expenses excluding share-based payments	12	(20,405)	(17,679)
Personnel expenses from share-based payments	41	(1,818)	(853)
Other operating expenses	13	(14,713)	(12,059)
Impairment loss on receivables	22	(58)	(88)
Other operating income	14	605	875
Depreciation and amortization of assets identified in initial consolidation	15	(6,855)	(13,510)
Impairment of goodwill	20.1	-	(39,869)
Other depreciation of property, plant and equipment and amortization of intangible assets	15	(3,023)	(1,882)
Finance costs		(1,605)	(9,087)
Finance income		1,108	2,931
Financial result	16	(497)	(6,156)
Income from continuing operations before tax		**(23,751)**	**(67,668)**
Income tax expense	17	1,464	1,090
Income from continuing operations		**(22,287)**	**(66,578)**
Income from discontinued operations	7	1,540	22,262
Profit or loss for the period		**(20,748)**	**(44,317)**
of which attributable to BKHT shareholders		(24,734)	(55,553)
of which from continuing operations		(22,287)	(66,578)
of which from discontinued operations	7	(2,447)	11,025
of which attributable to non-controlling interests	7	3,987	11,237

Consolidated statement of comprehensive income (continued)

€ thousand	Note	2025	2024
Foreign currency translation adjustments*		(1,135)	753
Total comprehensive income		**(21,882)**	**(43,563)**
of which attributable to BKHT shareholders		(25,869)	(54,800)
of which attributable to non-controlling interests		3,987	11,237
Earnings per share			
Weighted average number of shares outstanding		10,447,666	10,447,666
Earnings per share (€)**	18	**(2.37)**	**(5.32)**
of which from continuing operations		(2.13)	(6.37)
of which from discontinued operations		(0.23)	1.06

* Other comprehensive income that may be reclassified to profit or loss in subsequent periods.

** Basic earnings per share is equal to diluted earnings per share.

Consolidated statement of financial position

€ thousand	Note	Dec. 31, 2025	Dec. 31, 2024
Assets			
Property, plant and equipment	19	5,868	15,828
Intangible assets and goodwill	20	65,045	291,045
Non-current trade receivables	22	-	21,158
Non-current lease receivables	7, 23	-	144,963
Deferred tax assets	17	936	1,301
Non-current assets		**71,849**	**474,294**
Inventories	21	7,641	20,961
Current trade receivables	22	4,251	17,542
Contract assets	22	-	855
Current lease receivables	7, 23	-	22,623
Other financial assets	24	3,813	12,480
Prepayments		290	1,808
Cash and cash equivalents	25	10,171	48,427
Assets held for sale	7	465,223	-
Current assets		**491,389**	**124,696**
Total assets		**563,239**	**598,990**

€ thousand	Note	Dec. 31, 2025	Dec. 31, 2024
Equity and liabilities			
Subscribed capital	26	10,948	10,948
Capital reserves	27	175,553	187,152
Treasury shares	27	(10,999)	(10,999)
Currency translation differences		(420)	715
Retained earnings	29	56	12,478
Equity attributable to BKHT shareholders		175,137	200,294
Non-controlling interests	7, 39	27,824	36,895
Equity		**202,961**	**237,188**
Non-current financial liabilities excl. lease refinancing	30	5,848	53,697
Non-current financial liabilities from lease refinancing	7, 30	-	152,910
Other non-current provisions	33	198	84
Other non-current liabilities	32	97	3,828
Deferred tax liabilities	17	6,401	53,095
Non-current liabilities		**12,544**	**263,614**
Current tax liabilities		11	3,669
Current financial liabilities excl. lease refinancing	30	22,557	35,324
Current financial liabilities from lease refinancing	7, 30	-	19,668
Trade payables	31	2,898	14,066
Other current liabilities	32	8,829	21,290
Contract liabilities	9	1,143	4,133
Other current provisions	33	173	38
Liabilities in connection with assets held for sale	7	312,123	-
Current liabilities		**347,733**	**98,188**
Liabilities		**360,277**	**361,802**
Total equity and liabilities		**563,239**	**598,990**

Consolidated statement of cash flows

€ thousand	Note	2025	2024
Income from continuing operations		**(22,287)**	**(66,578)**
(Income taxes paid)/ income tax refunds		(2,183)	(1,642)
Income tax expense/ (income tax income)	17	(1,464)	(1,090)
Expenses for equity-settled share-based payment transactions	41	713	828
Amortization, depreciation and impairment losses	15	9,877	55,261
Financial result excluding lease refinancing	16	764	6,156
Interest received		418	520
(Gain)/ loss on sale of property, plant and equipment		(27)	-
Other non-cash expenses/ (income)		59	(179)
(Increase)/ decrease in inventories, trade receivables and other assets not attributable to investing or financing activities		3,013	1,722
Increase/ (decrease) in trade payables and other liabilities not attributable to investing or financing activities		3,184	1,679
Increase/ (decrease) in other provisions	33	324	1
Cash flow from operating activities from continuing operations		**(7,610)**	**(3,323)**
Payments to acquire property, plant and equipment	19	(73)	(449)
Proceeds from sale of property, plant and equipment		30	-
Payments to acquire intangible assets	20	(30)	(49)
Proceeds from sale of intangible assets		-	29
Capitalized development costs	10	(2,071)	(1,803)
Cash flow from investing activities from continuing operations		**(2,144)**	**(2,272)**

Consolidated statement of cash flows (continued)

€ thousand	Note	2025	2024
Repayment of loans and other financial liabilities	30	(4,500)	(4,000)
Repayment of lease liabilities		(935)	(884)
Interest paid	30	(1,226)	(1,105)
Dividend payout to shareholders	29	-	(2,298)
Cash flow from financing activities from continuing operations		**(6,661)**	**(8,288)**
Change in cash and cash equivalents from continuing operations		**(16,415)**	**(13,883)**
Effect of exchange rate changes on cash and cash equivalents		(131)	121
Cash and cash equivalents at period start	25	43,937	52,969
Change in cash and cash equivalents in connection with assets held for sale	7	(19,831)	4,730
Cash and cash equivalents at period end	25	7,560	43,937
Funds of financial resources			
Cash and cash equivalents	25	10,171	48,427
Overdraft facilities used for cash management		(2,611)	(4,490)
Total	25	**7,560**	**43,937**

Further information on the statement of cash flows is presented in Note 36.
Information on the discontinued operation is presented in Note 7.

Consolidated statement of changes in equity

€ thousand	Note	Subscribed capital	Capital reserves	Treasury shares	Currency translation differences	Retained earnings	Equity attributable to BKHT shareholders	Non-controlling interests	Equity
Jan. 1, 2025		**10,948**	**187,152**	**(10,999)**	**715**	**12,478**	**200,294**	**36,895**	**237,188**
Profit or loss for the period		-	-	-	-	(24,734)	(24,734)	3,987	(20,748)
Other comprehensive income		-	-	-	(1,135)	-	(1,135)	-	(1,135)
Equity-settled share-based payment transactions	41	-	-	-	-	713	713	-	713
distributions to non-controlling interests	39	-	-	-	-	-	-	(13,057)	(13,057)
Withdrawal from capital reserve	27	-	(11,599)	-	-	11,599	-	-	-
Dec. 31, 2025		**10,948**	**175,553**	**(10,999)**	**(420)**	**56**	**175,137**	**27,824**	**202,961**
Jan. 1, 2024		**10,948**	**240,130**	**(10,999)**	**(38)**	**16,524**	**256,564**	**44,346**	**300,911**
Dividend payout to shareholders		-	-	-	-	(2,298)	(2,298)	-	(2,298)
Profit or loss for the period		-	-	-	-	(55,553)	(55,553)	11,237	(44,317)
Other comprehensive income		-	-	-	753	-	753	-	753
Equity-settled share-based payment transactions	41	-	-	-	-	828	828	-	828
Distributions to non-controlling interests	39	-	-	-	-	-	-	(15,829)	(15,829)
Transactions with non-controlling interests		-	-	-	-	-	-	(2,859)	(2,859)
Withdrawal from capital reserve	27	-	(52,978)	-	-	52,978	-	-	-
Dec. 31, 2024		**10,948**	**187,152**	**(10,999)**	**715**	**12,478**	**200,294**	**36,895**	**237,188**

Notes to the consolidated financial statements

I. General information, methods and policies

1. Information on the Group

The registered office of Brockhaus Technologies AG (**BKHT**, the **Company** or the **parent company**, together with its subsidiaries **Brockhaus Technologies** or the **Group**) is Nextower, Thurn-und-Taxis-Platz 6, 60313 Frankfurt am Main, Germany, and the Company is registered in the commercial register at the Local Court in Frankfurt am Main under commercial register number HRB 109637.

The Company's purpose is to found companies and acquire, hold, manage and support investments in companies over the long term and, as the case may be, to sell such investments and to provide services relating to the aforementioned, such as support for sales, marketing, finance and general organizational and management matters and to acquire funding. The Company's purpose also includes granting loans to investees, to the extent that this does not require official approval, and developing and implementing new business concepts for investees and third parties, as well as providing services and advisory services to companies, especially with regard to business strategy, business concepts, capital resources, funding options and capital investments (management consulting), to the extent this does not require official approval. The Company's purpose within the scope of the business strategy also includes investing free cash available to the Company that has not yet been committed to investments. Among things, this includes investing in listed securities, such as shares, participation certificates, other mezzanine instruments, debt securities, funds, certificates or derivatives. The Company's objective is long-term support and value growth for its investees.

With the signature of the share sale and purchase agreement on December 23, 2025, BKHT announced the sale of its approximately 52% interest in BLS Beteiligungs GmbH (**Bikeleasing Group**), which constitutes the former HR Benefit & Mobility Platform segment, to DECATHLON PULSE SAS, a wholly owned subsidiary of global sports brand DECATHLON. This changes the structure of the Group. The activities of the previous HR Benefit & Mobility Platform segment are reported as a discontinued operation.

Brockhaus Technologies' business activities consist firstly of its operating segment of Security Technologies, and secondly of its acquisition activities, i.e., identifying, investigating, and acquiring subsidiaries and supporting their long-term growth. The Security Technologies segment is active in the field of security technologies, in particular for high-security data transmission.

2. Reporting principles

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted by the EU and supplementary requirements of section 315e(1) of the German Commercial Code (HGB). IFRS comprise the effective International Accounting Standards (IAS), International Financial Reporting Standards (IFRS) and the Interpretations issued by the IFRS Interpretations Committee (IFRS SIC) and the International Financial Reporting Interpretations Committee (IFRIC).

3. Basis of preparation

These consolidated financial statements have been prepared on a historical or amortized cost basis. This does not apply to certain items that were recognized at the revalued amount or fair value at the reporting date. Corresponding explanations are provided in the relevant accounting policies.

The consolidated statement of comprehensive income is classified by nature of expense and, because of the application of the provisions for discontinued operations under IFRS 5.32 et seqq., has been adjusted for the prior year Continuing operations are reported down to income from continuing operations before tax. Income from discontinued operations is presented in a separate line item. The items of the consolidated statement of comprehensive income and the consolidated statement of financial position are aggregated to enhance clarity and disaggregated and explained in the notes. Unless specifically identified, the disclosures on the consolidated statement of comprehensive income in the notes refer to continuing operations.

The accounting policies, explanations and further disclosures are applied consistently. An exemption to this principle is the new accounting policies presented in Note 4.18.

The consolidated statement of financial position distinguishes between current and non-current assets and liabilities. Assets and liabilities are classified as current if they are due or will be settled within twelve months of the reporting date.

The Company's fiscal year is the calendar year. These consolidated financial statements relate to the fiscal year from January 1, 2025, to December 31, 2025 (**reporting period**), with a **reporting date** of December 31, 2025. Additionally, comparative information is presented for the previous fiscal year from January 1, 2024, to December 31, 2024 (**comparative period**), with December 31, 2024, as the **prior-year reporting date**.

The consolidated financial statements are presented in euros, which is the Company's functional and reporting currency. The amounts disclosed are therefore rounded to the nearest euro (**€**), thousands of euros (**€ thousand**) or millions of euros (**€ million**) in line with standard commercial practice. This rounding method does not necessarily preserve totals, so it is possible that the amounts in these financial statements do not add up precisely to the total shown. Negative amounts are presented in parentheses and zero amounts are denoted as dashes (-).

The Executive Board prepared these consolidated financial statements on March 23, 2026, and approved them for distribution to the Supervisory Board.

4. Accounting policies

Recognition and measurement are based on the going concern assumption. The accounting policies material to the discontinued operation are disclosed in Note 7 in accordance with IFRS 5.33.

4.1 Consolidation methods

Business combinations

The Group accounts for business combinations using the acquisition method, if the acquired group of activities and assets meets the definition of a business and the Group obtains control. When determining whether a certain group of activities and assets is a business, the Group assesses whether the acquired group of activities and assets comprises at least one resource input and one substantial process and whether the acquired group is able to produce output of goods and services.

The consideration transferred and the identifiable assets and liabilities acquired in the acquisition are generally measured at fair value. Any goodwill arising from the transaction is tested annually for impairment (Note 4.9). Transaction costs are recognized as an expense when incurred unless they are connected to the issuance of debt instruments or equities.

The consideration transferred does not contain any amounts used to satisfy relationships that existed before the acquisition. Such amounts are recognized in profit or loss. Each obligation to transfer contingent consideration is measured at fair value. If the contingent consideration is classified as equity, it is not remeasured and compensation is recognized in equity. Amounts of contingent consideration are measured at fair value at each reporting date and subsequent changes in the fair value of contingent consideration are recognized in the financial result in the consolidated statement of comprehensive income.

Discontinued operations

The Group reports discontinued operations when a component of the company is intended for sale or has already been disposed of, and the component represents a material operation. A component of the company is defined at the level of the Group's operating segments and represents a cash-generating unit (CGU) at the same time.

On December 23, 2025, Brockhaus Technologies sold all its shares of the Bikeleasing Group, which it held indirectly via BCM Erste Beteiligungs GmbH, to DECATHLON PULSE SAS, a company of the French DECATHLON Group.

The closing of the transaction is still subject to the closing conditions, in particular the successful completion of the ownership control procedures by DECATHLON. The approvals under merger control law and the consent of the Annual General Meeting of Brockhaus Technologies had been granted at the time of preparing the consolidated financial statements.

The Bikeleasing Group had previously been allocated to the former HR Benefit & Mobility Platform segment and is considered as a discontinued operation under IFRS 5.32. The assets and liabilities of discontinued operations are classified as "held for sale" and reported under "assets held for sale" or "liabilities in connection with assets held for sale" in the consolidated statement of financial position. The disclosures required by IFRS 5.33 are explained in Note 7. Prior-year figures are not restated and therefore reported unchanged.

Income from discontinued operations is presented separately in the consolidated statement of comprehensive income for both the reporting period and the comparative period.

The Group presents the cash flows from discontinued operations for both the reporting period and the comparative period not in the consolidated statement of cash flows but separately in the notes to the consolidated financial statements.

Subsidiaries and structured entities

In accordance with IFRS 10, the consolidated financial statements include Brockhaus Technologies AG as well as all subsidiaries and structured entities, referred to as special purpose vehicles (SPVs), that it controls. The Group has control of an investee if it has power arising from a majority of the voting rights in the investee, is exposed to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of subsidiaries and SPVs are included in the consolidated financial statements from the date on which control begins until the date on which control ends.

To refinance the leasing business, among other things, the Bikeleasing Group uses an asset-backed security (ABS) program, under which lease receivables are securitized for investors using a structured entity. The structured entity is Compartment B of Debt Marketplace SARL, Luxembourg. Companies can securitize receivables through this entity whereby the receivables are sold to various compartments of Debt Marketplace SARL. Compartment B of Debt Marketplace SARL is used to securitize lease receivables. Investors in Compartment B alone are exposed to the credit risk of the Bikeleasing Group's lease receivables. Moreover, there are no cross-compartment credit enhancements by third parties. The Group has no ability to influence the management of the structured entities. However, the Bikeleasing Group handles a material activity of the structured entity by servicing the lease receivables and recovering them upon default by the lessee. The Bikeleasing Group additionally assumes the credit risk associated with the lease receivables by way of a purchase price discount and participates substantially in the variable returns of the structured entity by receiving a share of the excess spread. In the overall assessment, the Group has control over Compartment B of Debt Marketplace SARL within the meaning of IFRS 10. The securitization structure expired in the reporting year.

The Group uses a GmbH & Co. KG (a German limited partnership in which a limited liability company is the general partner) structure for its management investment in KVM-TEC Electronic GmbH. The Group holds all shares in the general partner. The Group controls KVM-TEC MPP GmbH & Co. KG by virtue of separate agreements.

Viewed overall, the Group exercises de facto control over KVM-TEC MPP GmbH & Co. KG within the meaning of IFRS 10.

The financial statements of all Group companies included in the consolidated financial statements are prepared as of the same reporting date using uniform accounting policies.

Please refer to Note 38 for a list of the consolidated entities.

Non-controlling interests

At the acquisition date, non-controlling interests are initially measured at their proportionate interest in the identifiable net assets of the acquiree. Changes in a Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

4.2 Foreign currency

According to the principle of functional currency, the subsidiaries outside the eurozone always prepare their financial statements in the respective local currency. One subsidiary from Asia reports in US dollars.

The assets and liabilities of these foreign subsidiaries are translated into euros at the rate on the closing date. Income and expenses are translated at the exchange rate prevailing on the date of the transaction. For practical reasons, an average rate is used to translate period-related amounts in the financial statements. Any differences resulting from the translation of foreign-currency financial statements of subsidiaries are recognized as a separate component of equity.

The following exchange rates were used for currency translation in the consolidated financial statements.

	Exchange rates 2025		Exchange rates 2024	
1 euro	Closing rate	Average	Closing rate	Average
CNY	8.226	8.104	7.583	7.785
USD	1.175	1.127	1.039	1.082

4.3 Revenue from contracts with customers

Revenue recognition

The table below provides information on the type and the point in time at which performance obligations from contracts with customers are satisfied and the associated revenue recognition policies (IFRS 15).

Type of product/ service	Type and time of performance obligation and material payment terms	Revenue recognition under IFRS 15
Sale of KVM devices or KVM systems	Based on the standardized contractual and supply terms and conditions, customers obtain control when the products leave the company's premises (ex works) or were accepted by them there (transfer of risks and rewards). In some cases, control also passes on the basis of other Incoterms (e.g., DDP Delivery Duty Paid). The invoices are generated as of the date of transfer of risk, based on the underlying Incoterms. Invoices are generally payable within 14 to 30 days. For significant key accounts, longer payment terms (30-60 days, in exceptional cases up to 90 days) are granted in some cases. Price reductions and cash discounts are generally granted for the devices/ systems. The contracts do not permit the customer to return the purchased products. Advance payments or partial advance payments for part of the total purchase price are agreed for large volume orders, new customers or customers who are not covered by credit insurance.	Revenue is recognized when control is transferred. Revenue is recognized net of price reductions and cash discounts. Advance payments received are recognized under contract liabilities.
Repair of devices	The Group provides repair services for devices as required. The performance obligation is satisfied when the repair service has been completed.	Revenue is recognized at a point of time after the service has been rendered.

The Group generates revenue from the sale of KVM devices and KVM system in the Security Technologies segment. Revenue from product sales is recognized at the time of transfer of the significant risks and rewards of ownership of the goods sold to the buyer if it is reasonably certain that the economic benefits from the sale will flow to the Group. The amount of revenue recognized is based on the fair value of the consideration received or receivable, less any cash discounts and rebates.

As a rule, the Group applies the practical expedient for current advance payments from customers. That means that the promised amount of consideration is not adjusted for the effects of a financing component if the period between the transfer of a promised good or service and payment is one year or less.

The Group generally issues a two-year warranty for general repairs of defects that existed at the date of the sale, as required by law. These warranties are recognized in accordance with IAS 37 Provisions (Note 33).

Contract balances

Contract liabilities include advance payments from customers that are expected to be collected in the form of revenue within 12 months of the reporting date. Advance payments are of short-term nature.

4.4 Employee benefits

Equity-settled share-based payment transactions (IFRS 2)

The Group has stock option programs enabling it to issue rights to purchase shares of the parent company to Executive Board members and employees of the Company and to managing directors and employees of subsidiaries.

The total amount to be recognized as expense for employee services received is determined by reference to the fair value of the share-based payment at the grant date. The fair value of stock options is determined using a Monte Carlo simulation, taking the long-term performance targets into account. The fair value determined at the grant date is recognized as expense over the vesting period (the period during which all the specified vesting conditions must be satisfied). The offsetting entry is recorded in equity. The vesting period starts on the grant date of the stock options.

No expense is recognized for share allocations that cannot vest, with the exception of equity-settled share-based payment plans where vesting is dependent on a market condition or a non-vesting condition. These equity instruments are treated as being exercisable regardless of whether a market condition or non-vesting condition applies, provided all other service or employment conditions are satisfied.

Based on the non-market-based vesting conditions, the Company estimates the number of options and shares that are expected to be exercisable at the end of each reporting period. Possible changes compared with the original estimates are recognized in profit or loss with a corresponding offsetting entry in equity.

Expenses arising in connection with equity-settled payment arrangements are recognized as personnel expenses.

Cash-settled share-based payment transaction

The Group recognizes a liability for services rendered by employees for cash-settled share-based payment transactions. The Group remeasures the fair value of the liability at each reporting date and at the settlement date. Changes in the entitlement are recognized in personnel expenses over the vesting period in the amount of the portion attributable to the grant date fair value. The other changes in the entitlement are recognized in the financial result.

4.5 Finance income and finance costs

Interest income and expense is recognized in profit or loss using the effective interest method. To calculate interest income and expense, the effective interest rate is applied to the gross carrying amount of the financial asset (if it is not credit-impaired) or to the amortized cost of the financial liability. By contrast, for financial assets that become credit-impaired after initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, calculation of interest income returns to a gross basis.

4.6 Current and deferred income taxes

Current tax is measured as the amount expected to be reimbursed by, or paid to, the tax authorities. The amount is calculated on the basis of the tax rates and tax laws applicable as of the reporting date.

Deferred taxes are calculated on temporary differences between the carrying amount of assets and liabilities in the IFRS statement of financial position and the corresponding tax base. Temporary differences arise if the amount required to recover the asset or settle the liability differs from taxable income or expense. Deferred taxes are measured using the tax rate that will apply in the period in which the differences are expected to reverse.

Deferred tax assets and deferred tax liabilities are offset against one another if the Company has a legally enforceable claim to set off current tax assets against current tax liabilities and these amounts relate to income taxes levied on the same taxable entity by the same taxation authority.

4.7 Other comprehensive income

Other comprehensive income includes exclusively currency translation adjustments.

4.8 Property, plant and equipment

Property, plant and equipment is measured at amortized cost less accumulated depreciation and accumulated impairment losses.

Items of property, plant and equipment are depreciated on a straight-line basis over their estimated useful life. The useful lives applied are as follows.

	Years
Other equipment, operating and office equipment	3–13
Technical equipment and machinery	3–15

Impairment testing and the recognition of impairment losses and reversals are performed using the approach for finite-lived intangible assets. Please refer to Note 4.9 for further information.

4.9 Intangible assets and goodwill

Impairment losses on goodwill are presented separately in the consolidated statement of comprehensive income and recognized in profit or loss for the period if the recoverable amount falls below the carrying amount of the goodwill allocated to the **c**ash-**g**enerating **u**nit (**CGU**). The recoverable amount is derived from the present value of future cash flows (value in use).

The Group presents goodwill in accordance with the partial goodwill method. The value in use of the relevant groups of CGUs is used to test the recoverability of goodwill. Annual or ad-hoc goodwill impairment tests are performed at the level of the segments since there are no levels below that at which goodwill is monitored for internal management purposes.

When conducting an impairment test, the recoverable amount is always determined separately for each asset. If the asset does not generate any cash flows independently of other assets, the recoverable amount is determined only for the CGU, unless the asset's fair value less cost of disposal is higher than its carrying amount. Impairment losses recognized on goodwill are not reversed. For other assets, impairment losses are reversed only to the extent that the carrying amount of the asset does not exceed the carrying amount, reduced by depreciation, which would have been determined if no impairment loss had been recognized.

Amortization

Intangible assets are amortized on a straight-line basis over their estimated useful lives. The useful lives applied are as follows.

	Years
Patents and trademarks	10
Capitalized development costs	8
Software	3–8
Licenses and other rights	3–8
Basic technologies	8
Customer base	15

For capitalized development costs, amortization begins as soon as the development is complete and series production has started.

Amortization methods, useful lives, and the recoverability of carrying amounts are reviewed at each reporting date and adjusted if appropriate.

4.10 Inventories

Finished goods and work in progress are recognized at the lower of cost or net realizable value using individual calculations which are based on the current cost accounting. Impairment losses on inventories are recognized in cost of materials if net realizable value is below cost.

4.11 Financial instruments

The Group's business model for the management of its financial instruments reflects how the entity manages its financial assets to generate cash flows. Depending on the business model, cash flows are realized through the collection of contractual cash flows ("hold to collect" business model), the sale of financial assets ("for sale" business model) or both ("hold to collect and for sale" business model).

In order to classify and measure a financial asset as at "amortized cost" or "fair value through other comprehensive income," (FVOCI) the cash flows must comprise "solely payments of principal and interest" (SPPI) on the principal amount outstanding. This assessment is called an "SPPI test" and is conducted at the level of the individual financial instrument.

Financial assets whose cash flows are not solely repayments of interest and principal are measured at fair value through profit or loss (**FVPL**).

Initial recognition and measurement

With the exception of contingent consideration and success fee liabilities, the Group only had primary financial assets and financial liabilities in the amortized cost category that are allocated to the hold to collect business model as of the reporting date and the prior-period reporting date. Please refer to Note 34.4 for information on interest risks.

Except for trade receivables, financial instruments are initially measured at fair value. Financial assets or financial liabilities not measured at fair value through profit or loss are always reported inclusive of transaction costs.

Subsequent measurement

The Group's financial instruments at amortized cost comprise trade receivables and payables, lease receivables, other financial assets and liabilities, cash and cash equivalents, as well as bank loans, liabilities from securitizations and other loans.

They are subsequently measured at fair value through profit or loss, in particular if contingent consideration or a success fee liability has been contractually agreed with the purchaser in the context of sales of companies or with the seller in the case of business combinations.

Please refer to Notes 24, 32 and 34 for further information.

Impairment

For financial assets not measured at fair value through profit or loss, a risk provision is recognized for expected credit losses upon initial recognition and at each subsequent reporting date (**simplified approach**). The Group applies this approach for trade receivables, contract assets and lease receivables.

The probabilities of default are calculated using third-party credit ratings by market data suppliers per debtor. The loss given default (**LGD**) model reflects historical losses and determines the loss given an actual default expressed as a percentage. Contract-specific components are used to calculate the LGD.

4.12 Subscribed capital

Ordinary shares

The costs directly attributable to the issuance of ordinary shares are recognized as a deduction from equity. Income taxes on equity transaction costs are recognized in accordance with IAS 12.

4.13 Provisions

Provisions are recognized if there is an obligation to third parties, an outflow of resources is probable, and a reliable estimate can be made of the expected amount of the obligation.

The amount recognized as a provision is the best estimate of the obligation as of the reporting date. Provisions with a maturity of more than one year are recognized at their settlement amount discounted to the reporting date.

Provisions are determined by discounting the expected future payment obligations at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is presented as finance cost.

A provision for warranties is recognized when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of the possible outcomes against their associated probabilities.

4.14 Leases – Group as lessee

A lease is a contract that conveys the right to use an asset (the lease asset) for an agreed period of time in exchange for consideration. The Group as lessee always recognizes right-of-use assets for underlying assets in all leases in the statement of financial position and liabilities at present values for the payment obligations assumed (lease liabilities).

The Group makes use of the practical expedients for low-value underlying assets (up to €5 thousand) and short-term leases (total lease term of less than twelve months) and the payments are recognized in other operating expenses. The Group exercises the option not to separate the components in the case of agreements that include lease components and non-lease components.

Upon initial recognition, right-of-use assets are measured at the present value of the lease liabilities. They are subsequently measured at amortized cost. Right-of-use assets are depreciated on a straight-line basis over the lease term.

The corresponding lease liability is measured at the present value of the lease payments still payable at the time of initial recognition. Present value is calculated using the discount rates underlying the leases if they can be determined reliably. If they cannot be easily determined, an incremental borrowing rate is used. Upon subsequent measurement, the carrying amount is increased by interest cost at the same discount rate and reduced by deducting listed lease payments.

4.15 Leases – Group as lessor

Operating leases

In an operating lease, the Group as a lessor remains the beneficial owner of the leased asset and recognizes it as an asset at amortized cost under property, plant and equipment. The lease payments received in the period are presented as revenue.

Finance leases

Leases are treated as finance leases if the lessee receives substantially all of the risks and rewards associated with ownership of an asset.

The Group recognizes a receivable in the amount of the net investment value from leasing. The lease payments paid to the Group by the lessees are divided into an interest and a principal portion by applying the effective interest method. The interest portion is presented in revenue and recognized in profit or loss for the period. The receivable from leasing is amortized by deducting the principal amounts received.

The only case where the Group acts as lessor is through the Bikeleasing Group, which has been allocated to discontinued operation. The lease receivables resulting from the leases are reported in the “assets held for sale” item in accordance with IFRS 5.

4.16 Fair value measurement

The Group uses valuation techniques that are appropriate for the relevant circumstances and for which sufficient data is available to measure fair value. This involves maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

For disclosures on fair value in the notes to the consolidated financial statements, the Group has defined groups of assets and liabilities based on their nature, characteristics and risks, as well as the levels of the IFRS 13 fair value hierarchy.

4.17 Summary of the measurement policies

Provided there are no impairment losses, the Group's measurement policies are summarized and in simplified form as follows.

Statement of financial position item	Assessment
Assets	
Property, plant and equipment	Amortized cost
Intangible assets and goodwill	
with finite useful lives	Amortized cost
with indefinite useful lives	Impairment-only approach
Lease receivables	Amortized cost
Deferred tax assets	Measured (without discounting) at the tax rates that apply in the period when the asset is realized or a liability is settled
Inventories	Lower of cost and net realizable value
Trade receivables	Amortized cost less lifetime expected credit losses
Contract assets	Amortized cost
Other financial assets	Amortized cost
Assets from contingent consideration (earn-outs)	Fair value according to discounted expected future payments weighted with the relevant probability of occurrence
Prepayments	Amortized cost
Cash and cash equivalents	Amortized cost
Assets held for sale	Lower of carrying amount and fair value less costs to sell of the asset or disposal group (carrying amount of all assets less liabilities received)
Liabilities	
Financial liabilities excl. lease refinancing	Amortized cost
Financial liabilities from lease refinancing	Amortized cost
Deferred tax liabilities	Measured (without discounting) at the tax rates that apply in the period when the asset is realized or a liability is settled
Current tax liabilities	Expected payment to tax authorities that is based on tax rates that apply at the reporting date or shortly thereafter
Trade payables	Amortized cost
Other liabilities	
Liabilities from contingent consideration (earn-outs)	Fair value according to discounted expected future payments weighted with the relevant probability of occurrence
Success fee liability	Fair value
Liabilities from cash-settled share-based payment transactions	Fair value
Other	Amortized cost
Contract liabilities	Amortized cost
Other provisions	Expected discounted amount that will result in an outflow of resources
Liabilities in connection with assets held for sale	After respective item in statement of financial position

4.18 New and amended standards

The accounting policies applied in the consolidated financial statements are applied consistently. Where new or amended standards are mandatory, they are adopted accordingly. New and amended standards adopted by the EU and effective for periods beginning on or after January 1, 2025, did not materially affect the Group's results of operations, net assets and financial position.

In preparation for the implementation of IFRS 18 "Presentation and Disclosure in Financial Statements," the Group is performing a detailed review of current reporting processes and IT systems in order to identify and implement any adjustments required.

There are no other new or amended standards that could materially affect future financial statements of the Group.

5. Use of judgments, estimates and assumptions

Judgments that affect the amounts in the financial statements are necessary in some instances to apply accounting policies. In addition, for the preparation of the financial statements, forward-looking assumptions and estimates must be made that may have an material impact on the carrying amounts of items in the statement of financial position as well as the amount for income and expenses.

The actual future amounts may differ from these estimates. The most important forward-looking assumptions and other sources of estimation uncertainty that may require future material adjustments are explained below.

Capitalized development costs

Initial capitalization of development costs is based on judgments. The assessment of whether a project meets the recognition criteria for intangible assets requires estimates of the technical and economic feasibility, future useful lives, and the available financial and personnel resources. Economic feasibility is assessed using project planning, which includes the necessary material costs and personnel expenses and their financing. An assessment is also required of the point in time at which the development phase is sufficiently reliably completed. In addition, the expected future cash flows from the projects serve as a basis for judgments made when assessing whether any impairment losses need to be recognized. Overall, this means that there are significant management judgments in connection with the development costs recognized as assets.

Inventories

The measurement of inventories entails significant estimates in determining net realizable value. They relate, for example, to selling prices, quantities sold, and costs. Other cases of judgment relate to the identification and usability of obsolete inventories.

Assets and liabilities from contingent consideration

The determination of fair values of assets and liabilities from contingent consideration (**earn-outs**) requires a high level of judgment. Specifically, management has made estimates regarding various planning scenarios that appear realistic and the resulting earn-out payments, as well as regarding the probability of occurrence of each scenario. For further information, please refer to Note 34.

Equity-settled share-based payment transactions

The stock options issued by the Group are subject to conditions determining how the stock options may be exercised by the beneficiaries. There are two settlement scenarios: cash settlement or equity settlement. In light of the Executive Board's intention to settle by issuing new shares, the Group does not have a present obligation to settle in cash. This assessment by management is made again at each reporting date. For further information, please refer to Note 41.

The Monte Carlo simulation, which the Group uses to estimate the fair value of share-based payments, depends on the terms and conditions for granting such payments and requires suitable inputs to be determined. They include in particular the expected volatility derived from comparable listed companies and BKHT as well as the expected term of the option and the risk-free interest rate. The assumptions and techniques used to estimate fair value are presented in Note 41.

Deferred taxes

Deferred tax assets for unused tax loss carryforwards are recognized in the Group if future taxable earnings in the relevant income tax consolidation groups are sufficiently concrete at the date of preparing the financial statements. This assumption is reviewed by management on each reporting date.

Business combinations

The determination of the respective fair value of the acquired assets and liabilities on the acquisition date is subject to significant estimation uncertainty. For the identification of intangible assets, depending on the type of the intangible asset and the complexity of determining fair value, either opinions of external valuation experts are drawn upon or the fair value is determined in-house using an appropriate valuation method for the respective intangible asset, the basis of which is typically used for the forecast of overall expected future generated cash and cash equivalents. These measurements are closely related to management's assumptions and estimates made regarding the future development of the respective assets and the discount rate to be applied.

Impairment test of goodwill and other intangible assets

A cash-generating unit is impaired if its carrying amount exceeds its recoverable amount. The recoverable amount of a CGU is the higher of its fair value less costs to sell and its value in use. The value in use of the former HR Benefit & Mobility Platform (Bikeleasing Group) CGU was calculated in the previous year using the German income approach. In the reporting year, the CGU is reported as a discontinued operation. Cash flows are derived from the financial budgets for the next five years. The discounted cash flow method is used to calculate value in use of the Security Technologies CGU. Cash flows are derived from the financial budgets for the next five years. Terminal value is calculated based on the most recent planning year in combination with the perpetual growth rate. The recoverable amount depends on the discount rate used in the discounted cash flow method as well as on the expected future cash flows and the growth rate used for extrapolation purposes. These estimates significantly influence value in use. The basic assumptions used to determine recoverable amount for the various cash-generating units are presented in Note 20.1.

For other intangible assets that generate cash flows largely independently of other assets, fair values less costs to sell are determined using capitalization-based valuation techniques whose basic assumptions and forward-looking estimates are presented in Note 20.2.

Provisions

Provisions are recognized when the Group has a legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation (Notes 4.13 and 33). Estimates of whether the conditions for recognizing a provision are met and how the provisions to be recognized are measured are subject to significant uncertainty.

Impairment losses on trade receivables, contract assets and lease receivables

For information on the assumptions and estimates involved in calculating impairment losses on trade receivables, contract assets and lease receivables, see Notes 4.11 and 34.4.

II. Notes to the consolidated statement of comprehensive income

6. Alternative performance measures

In addition to the information disclosed in the consolidated statement of comprehensive income, management uses additional performance measures to manage the Group. These comprise **adjusted alternative performance measures**.

Adjusted alternative performance measures

The Group discloses adjusted earnings before interest, tax, depreciation and amortization (**adjusted EBITDA**), adjusted earnings before interest and tax (**adjusted EBIT**) and **adjusted earnings**. The percentage ratio of these indicators to revenue is referred to as a margin (**adjusted EBITDA margin** and **adjusted EBIT margin**). **Adjusted earnings per share** are additionally disclosed. Management uses these performance measures to manage the Company and considers them to be significant for an understanding of the Group's financial performance. The alternative performance measures are not defined in IFRS and the Group's definitions are potentially not comparable with similarly designated performance indicators of other companies.

Management eliminates expenses from **share-based payments** under IFRS 2.51 (a) from the performance indicators relevant for managing the Company. The reason for this is that these are not attributable economically to the Company, but to its shareholders, when they are serviced using shares. The issuance of options and shares does not represent an outflow of resources for the Group. Consequently, management eliminates the relevant expenses from share-based payments for the analysis of the Group's financial performance. Please refer to Note 41 for further information.

The earnings figures for analyzing the Group's performance are also adjusted for the **cost of business combinations and disposals** under IFRS 3.53. Such costs are only incurred when companies and investees are successfully acquired. In terms of BKHT's business model, these costs are therefore of a recurring nature, but amount to zero in each case assuming no change in the scope of consolidation (meaning no companies acquired). In addition, the earnings figures are adjusted for transaction costs in connection with the sale of assets or operations. These costs are incurred exclusively as part of disposals carried out and are not related to the Group's operating activities.

While acquiring the sales agencies of the Bikeleasing Group, the Bikeleasing Group entered into agreements in fiscal year 2023 that resulted in the recognition of **personnel expenses from business combinations**. Because these expenses are directly attributable to acquisitions, they are eliminated from the adjusted indicators when analyzing the Group's financial performance.

The implementation of a new ERP system was initiated in the Bikeleasing Group in the comparative period. Expenditures in such contexts are usually capitalized as intangible assets and do not constitute operating expenses. SaaS solutions are an exception to this principle, as the company using the software does not obtain actual control over the implemented software. In our opinion, this special treatment has an inappropriately negative impact on the Group's operating profitability. For this reason, we adjust the **cost of ERP implementation**.

In the comparative period, the Group was approached by third parties about the possibility of an acquisition of Brockhaus Technologies by these third parties. Legal and consulting fees were incurred for the due diligence review of these inquiries. Since these costs were incurred for the potential benefit of shareholders rather than the Group, these costs of **reviewing M&A inbounds** are eliminated from the adjusted indicators when analyzing the Group's financial performance.

In addition, the statements have been adjusted for **special compliance costs**, which comprise the external costs of the internal investigations conducted as part of the preparation of the financial statements for the 2024 fiscal year as well as the resulting additional costs for the preparation and audit of financial statements.

Equally, depreciation, amortization, and impairment losses on assets, including goodwill, identified in the course of purchase price allocation for acquisitions (**PPA depreciation, amortization and impairment** and **goodwill impairment**) are eliminated in determining alternative performance measures for the purposes of value-enhancing management of the Company. These amortization and depreciation expenses and impairment losses are entries that are independent of the financial figures of the individual Group companies. As a rule, they are not found in the single-entity annual financial statements of the Group companies. These expenses are recognized solely at the level of consolidation. They are non-cash expenses and not relevant for BKHT's ability to pay dividends and no replacement investment spending will also be incurred for them in future cash flows. The considerably lower earnings according to IFRS due to the PPA amortization expenses result solely from the fact that an M&A transaction took place. The financial performance presented is thus considerably poorer solely because of the consolidation. It is also possible that a subsidiary will develop considerably more favorably than projected, but it is still required to recognize substantial PPA amortization expenses in the consolidated financial statements. For this reason, the Group additionally reports these figures before PPA amortization expenses.

As part of the acquisition of the Bikeleasing Group in 2021, the Group agreed a success fee with the intermediary of the M&A transaction. Under this agreement, the intermediary has the right to claim a proportional interest in a possible future increase in the Bikeleasing Group's value. This claim comes due upon sale of the shares. It is reported as a liability and measured at fair value as of the reporting date. The change in the carrying amount is reported as income or expense in the consolidated statement of comprehensive income. This **success fee income and expense** is adjusted for the analysis of the Group's performance.

Contingent consideration (**earn-outs**) was agreed as part of the acquisition of Probonio GmbH. In addition, put and call options with regard to the 0.255% interest in the Bikeleasing Group were agreed with the sellers. Within the Group, the transaction is accounted for as if the put option had already been exercised by the sellers. As a result, the interest is reported as a liability and not as a non-controlling interest (NCI) and the profit share is allocated via the financial result (**NCI put**).

For fiscal year 2025, the Group has additionally adjusted non-recurring expenses in connection with the insolvency of kvm-tec at the beginning of fiscal year 2026; these expenses had already been incurred in the reporting period and would not have been incurred without the insolvency event. These **special insolvency costs** are not related to the Group's operating activities.

In addition to the adjusted earnings figures, the Group provides information on **adjusted cash flow from operating activities before tax** and **free cash flow before tax**.

Calculation of adjusted EBITDA

€ thousand	2025	2024
Income from continuing operations before tax	**(23,751)**	**(67,668)**
Financial result	497	6,156
Amortization, depreciation and impairment losses	9,877	55,261
EBITDA	**(13,377)**	**(6,251)**
Share-based payments	645	853
Cost of business combinations and disposals	5,246	450
Review of M&A inbounds	218	1,661
Special compliance costs	3,476	922
Special insolvency costs	732	-
Adjusted EBITDA	**(3,060)**	**(2,365)**
Adjusted EBITDA margin	(10.1%)	(7.4%)

Calculation of adjusted EBIT

€ thousand	2025	2024
Income from continuing operations before tax	**(23,751)**	**(67,668)**
Financial result	497	6,156
EBIT	**(23,254)**	**(61,512)**
Share-based payments	645	853
Cost of business combinations and disposals	5,246	450
Review of M&A inbounds	218	1,661
Special compliance costs	3,476	922
Special insolvency costs	732	-
PPA amortization/depreciation/impairment	6,855	13,510
Goodwill impairment	-	39,869
Adjusted EBIT	**(6,082)**	**(4,247)**
Adjusted EBIT margin	(20.1%)	(13.4%)

Calculation of adjusted earnings and adjusted earnings per share

€ thousand	2025	2024
Income from continuing operations	**(22,287)**	**(66,578)**
Share-based payments	645	853
Cost of business combinations and disposals	5,246	450
Review of M&A inbounds	218	1,661
Special compliance costs	3,476	922
Special insolvency costs	732	-
PPA amortization/depreciation/impairment	6,855	13,510
Goodwill impairment	-	39,869
(Income)/ expenses from earn-outs	-	7,880
(Income)/ expenses from success fee	(357)	(2,615)
Income taxes on adjustments	(2,341)	(3,409)
Adjusted income from continuing operations	**(7,814)**	**(7,457)**
Income from discontinued operations	**1,540**	**22,262**
ERP implementation	39	4,593
Share-based payments	7,187	45
Cost of business combinations and disposals	4,467	300
Special compliance costs	111	-
Review of M&A inbounds	221	32
Personnel expenses from business combinations	608	584
PPA amortization/depreciation/impairment	12,437	12,851
(Income)/ expenses from earn-outs	(985)	(1,612)
(Income)/ expenses from NCI put	72	(436)
Income taxes on adjustments	(7,509)	(5,493)
Adjusted income from discontinued operations	**18,188**	**33,125**
Adjusted profit or loss for the period	**10,374**	**25,667**
of which attributable to BKHT shareholders	1,783	9,227
of which non-controlling interests	8,591	16,441
Weighted average number of shares outstanding	10,447,666	10,447,666
Adjusted earnings per share (€)	**0.17**	**0.88**
of which from continuing operations	(0.75)	(0.71)
of which from discontinued operations	**0.92**	**1.60**

Calculation of the adjusted cash flow from operating activities before tax and free cash flow before tax

€ thousand	2025	2024
Cash flow from operating activities from continuing operations	(7,610)	(3,323)
Cash flow from operating activities from discontinued operations	36,921	44,340
Cash flow from operating activities	**29,311**	**41,017**
Income taxes paid/ (income tax refunds)	6,029	6,425
Special compliance costs	4,509	-
Cost of business combinations and disposals	276	750
Review of M&A inbounds	-	1,692
Adjusted cash flow from operating activities before tax	**40,125**	**49,884**
Cash flow from investing activities	(11,049)	(8,221)
Acquisition/ (disposal) of subsidiaries	1,703	1,782
Free cash flow before tax	**30,780**	**43,445**

7. Discontinued operations

On December 23, 2025, Brockhaus Technologies sold all its shares of the Bikeleasing Group, which it held indirectly via BCM Erste Beteiligungs GmbH, to DECATHLON PULSE SAS, a company of the French DECATHLON Group.

The closing of the transaction is still subject to the closing conditions, in particular the successful completion of the ownership control procedures by DECATHLON. The approvals under merger control law and the consent of the Annual General Meeting of Brockhaus Technologies had been granted at the time of preparing the consolidated financial statements.

For this reason, the assets allocated to the Bikeleasing Group are classified as “assets held for sale” and the liabilities as “liabilities in connection with assets held for sale.”

€ thousand	Dec. 31, 2025
Property, plant and equipment	11,453
Intangible assets and goodwill	210,682
Trade receivables	33,487
Lease receivables	155,740
Inventories	14,814
Other financial assets	4,951
Cash and cash equivalents	29,169
Miscellaneous other assets	4,925
Total assets held for sale	**465,223**
Financial liabilities excl. lease refinancing	56,201
Financial liabilities from lease refinancing	158,594
Trade payables	10,365
Other liabilities	28,846
Miscellaneous other liabilities	58,116
Total liabilities in connection with assets held for sale	**312,123**

Miscellaneous other assets include financial assets, deferred tax assets, contract assets, and prepayments.

Miscellaneous other liabilities include deferred tax liabilities, tax liabilities, contract liabilities, and other provisions.

The miscellaneous other assets item includes the shares in the US company Elektra Mobility Inc. (“Ridepanda”) acquired in September 2025. The financial asset is measured at fair value through profit or loss. Cost amounted to USD 2,000 thousand, which translates into €1,720 thousand. Fair value as of the reporting date was €1,703 thousand. Since no new financial information or indications are available and the acquisition date is close in time to the reporting date, the transaction price was assumed to be the best estimate of fair value under IFRS 13 as of the reporting date. The change in the amount is exclusively due to the currency translation from USD into euros.

Miscellaneous other liabilities include contingent consideration and liabilities from put options held by non-controlling shareholders in an amount of €1,770 thousand (previous year: €2,643 thousand), which are accounted for at fair value. The fair values are based on the preliminary purchase price from the sale of the Bikeleasing Group.

The summary below shows the expenses and income from the discontinued operation for the reporting period and the comparative period:

€ thousand	2025	2024
Revenue	194,701	172,552
Own work capitalized	2,979	1,306
Cost of materials	(82,689)	(61,615)
Gross profit	**114,991**	**112,242**
Personnel expenses	(33,683)	(25,868)
Other operating expenses	(45,978)	(26,052)
Impairment loss on receivables	(503)	(828)
Other operating income	1,886	2,293
Adjustments	12,633	5,553
Adjusted EBITDA	**49,346**	**67,340**
Income tax expense	(6,869)	(12,783)
Income from discontinued operations	**1,540**	**22,262**
of which attributable to BKHT shareholders	(2,447)	11,025

The table below shows the cash flows from the discontinued operation:

€ thousand	2025	2024
Cash flow from operating activities	36,921	44,340
Cash flow from investing activities	(8,905)	(5,949)
Cash flow from financing activities	(25.369)	(33,661)
Change in cash and cash equivalents from discontinued operations	**2,647**	**4,730**

Revenue recognition

The table below provides information on the type and the point in time at which performance obligations from contracts with customers are satisfied and the associated revenue recognition policies (IFRS 15).

Type of product/ service	Type and time of performance obligation and material payment terms	Revenue recognition under IFRS 15
Provision of extended warranty services	In some instances the Bikeleasing Group provides separate extended warranty services to its customers (distinct service to the customers).	Revenue is recognized over the period in which the warranty services are provided. Advance payments received for warranty services still to be rendered are recognized as contract liabilities.
Provision of brokerage services	1. The Bikeleasing Group generates revenue from commissions in connection with arranging bicycle or e-bike (**bike**) leases from a third-party lessor that conducts the leasing business in conjunction with the Bikeleasing Group. 2. In addition, revenue from commissions is generated in connection with arranging insurance policies. On behalf of a third-party insurance company, the Bikeleasing Group brokers insurance policies to lessees to insure bicycles. For this service, the Bikeleasing Group receives a commission from the insurance company when an insurance policy is arranged. The Bikeleasing Group also makes a margin on the insurance policies, which equals the premiums paid to the Bikeleasing Group by customers less the cost the Bikeleasing Group pays to purchase the insurance cover from a third-party insurance company. This comprises the following insurance components: a) Worker's compensation insurance in the event of unemployment, termination, long-term illness, death or parental leave of the employee using the bike leased by the employer b) Indemnity insurance for bikes c) Wear-and-tear insurance for bikes d) Liability and legal expense insurance for employees' private use of bikes Since this activity constitutes transferring the insurance coverage from the insurance company, the Bikeleasing Group only acts as an intermediary/ broker of insurance services with regard to the aforementioned types of insurance and is therefore an agent.	1. Revenue from commissions for leases from the third-party lessor is recognized when the contracts are entered into. 2. The brokerage commissions collected from the third-party insurance company are recognized as revenue when the contract is entered into, as the service has been performed at that point in time. Two service obligations (brokerage and claims service) are fulfilled by way of the premium payment margin. The allocation to the two services is made on the basis of the individual selling prices. The obligation for the future provision of the claims service is deducted from the margin (total of premiums paid over the future term less cost of purchasing insurance cover) and the remaining amount is recognized as commission income in revenue. Revenue is therefore recognized in the same way as commissions for all of the insurance policies presented here in the amount of the net margin.
Provision of claims service	The Bikeleasing Group provides a claims service to the insurance companies in connection with the aforementioned insurance policies. This involves the handling of claims reported under the liability and wear-and-tear insurance and activities such as providing support to the users of the bikes (employees of the lessee) and suppliers as well as preparing, following up and reporting claims to the third-party insurance company. The Bikeleasing Group does not receive any separate compensation for this service.	The portion of the premium payments and commission paid as compensation for the customer and claims service is deferred upon payment (see previous table row above) and recognized proportionally over the term of the lease. The allocation of the total transaction price of the premium payments by customers is based on the stand-alone selling prices. This is done using the expected cost plus a margin method. The costs calculated directly are personnel expenses for the employees involved in claims settlement as well as the costs of the software licenses used.
Provision of customer service	The Bikeleasing Group provides customer service to the external leasing companies in connection with the aforementioned insurance policies. This involves handling claims notifications for damage and wear-and-tear insurance. The Bikeleasing Group receives monthly fixed compensation from the external leasing companies for the services provided.	This service for the third-party leasing companies is governed by a stand-ready agreement. Compensation is paid monthly and is recognized as revenue in this amount continually over the period.
Provision of inspection services	The Bikeleasing Group sells inspection services for the maintenance of leased bikes. Inspection packages permit the lessee's employees to take advantage of a specified number of inspections during the lease term. Customers pay a monthly fixed rate to the Bikeleasing Group for this service. The Bikeleasing Group acts as principal for this service and is therefore responsible for performing the inspections by third parties. The initial inspection may be performed within 1 to 12 months (previous year: 1 to 18 months) and the second within 13 to 24 months (previous year: 19 to 36 months). In July 2025, a third inspection was established. It can be performed within 25 to 36 months. If the customer does not take advantage of the inspections within the periods specified above, the performance obligation expires without refund of the rates paid.	Installments (payments) received for inspections still to be rendered are recognized as contract liabilities. When the customer takes advantage of the inspection or when a performance obligation expires because the inspection period has ended, the premiums paid that is attributable to the inspection are recognized as revenue. If an inspection is carried out at the start of the term or during a period in which the contract liabilities recognized are not sufficient, a contract asset is recognized, which is reduced thereafter by the amount of the subsequent installments.

Type of product/ service	Type and time of performance obligation and material payment terms	Revenue recognition under IFRS 15
Sale of previously leased bicycles and e-bikes at the end of the lease term	Three months before the end of the lease term, users of the leased bikes are offered the opportunity to acquire them. If they agree, the purchase is invoiced at the halfway mark of the last month of the lease term. The invoice amount is obtained by direct debit a few days after the end of the lease term. If no sale is made to the user, the bikes are offered for sale to bicycle retailers or sold to other third parties. The sale contracts do not permit the buyer to return the purchased products.	Revenue is recognized when the user agrees to the purchase at the time of termination of the lease because the user already controls the bicycle at this time. Revenues from the sale of bicycles to third parties are recognized at the time the bicycles are delivered to the retailer or recycler. This income is recognized as revenue from products sold.
Sale of operating lease assets	After expiration of the lease term, the lessor exercises the option to sell, allowing the underlying asset to be sold to customers. The portfolio of underlying assets comprises a collection of various assets, such as vehicles, machines, equipment etc.	When the lessor exercises the option to sell, the revenues are recognized when the lease is terminated.
Partner participation	The Bikeleasing Group makes its infrastructure for selling bicycles available to bicycle dealers. In return, the Bikeleasing Group receives a usage fee for each bicycle sold, less a potential reimbursement by the Bikeleasing Group to the bicycle dealer after the end of the calendar year.	Revenue is recognized at a point in time when the underlying lease asset is bought.
SaaS revenue	The Bikeleasing Group provides a platform solution through which the employers, as customers, can offer benefits to their employees. The platform software allows the employer to manage the benefits granted and on this basis generates the billing data relevant for payroll accounting. Use of this software as a service is provided monthly and invoiced to customers in the form of a recurring monthly fee.	Revenue is recognized in the period of service provision.

Revenue is generated from commissions, customer and insurance services and from the sale of bikes and other leased assets at the end of their lease terms.

As a rule, the Bikeleasing Group applies the practical expedient for current advance payments from customers. That means that the promised amount of consideration is not adjusted for the effects of a financing component if the period between the transfer of a promised good or service and payment is one year or less.

The Bikeleasing Group receives deferred payments over a period of 36 months from the date of performance from customers for arranging insurance policies. These policies contain an insignificant financing component in the period between performance and payment by the customer.

Contract balances

The contract assets and liabilities relate to the inspection packages, which entail that, when the bike user takes advantage of the inspection service, the value of the service either exceeds or falls below the amount of inspection installments collected up to this point.

Revenue from leases

In addition to revenue from contracts with customers in accordance with IFRS 15, the Bikeleasing Group generates various types of income from leases (pursuant to IFRS 16 and IFRS 9). These result directly from the original business activities and are therefore reported in revenue as well. The following table provides information on the type and timing of revenue recognition by the Bikeleasing Group in its capacity as lessor.

Type of revenue	Type and timing of revenue recognition	Revenue recognition under IFRS 16 and IFRS 9
Interest income from finance leases	The majority of leases for which the Bikeleasing Group acts as lessor are finance leases. For these leases, the Bikeleasing Group recognizes a receivable in the amount of the net investment in the lease. The lease payments the Bikeleasing Group receives from the lessees are divided into an interest portion and a principal portion in accordance with the effective interest method.	The interest portion is presented in revenue as interest income from finance leases in accordance with IFRS 16. The principal portion is not recognized in profit or loss but reduces the related lease receivable.
Income from the disposal of lease receivables	Income from the disposal of lease receivables arises as a result of the non-recourse forfaiting of lease receivables. The right to receive future lease payments and/ or residual values of leases is sold to a third-party financing partner. If the terms of this sale result in substantially all of the risks and rewards of the lease receivable sold transferring to the buyer, then the Bikeleasing Group must derecognize the lease receivables. Forfaiting takes place at a discount from the nominal value of the lease payments to be collected in the future and/ or the unguaranteed residual value. Despite this discount, the selling price is normally well over the amortized cost that the Bikeleasing Group invested to generate the lease. This results in income that must be recognized in profit or loss for the period and that the Bikeleasing Group presents in revenue.	The income is recognized in accordance with IFRS 9. It is reported net, i.e., the difference between the consideration received (less liabilities to be recognized for future servicing) and the amortized cost of the receivables to be derecognized is presented as revenue.
Servicing of forfaited receivables	The Bikeleasing Group continues to provide certain services for leases whose receivables have been forfaited (see above), such as transmitting payments from the lessee to the buyer of the receivables. A liability that reduces the disposal gain is recognized for this future performance obligation at the time of the relevant forfaiting. Servicing is then performed by the Bikeleasing Group over the term of the lease and the liability is reversed ratably in the form of income from the servicing of forfaited receivables.	Income from the ratable reversal of forfeited receivables is recognized in accordance with IFRS 9 and reported under revenue.

8. Operating segments

The subsidiaries are allocated to the segments according to their respective areas of activities. The segmentation is based on the respective products and services. They differ since they operate in different markets and therefore require different technology and marketing strategies. The segmentation is made in accordance with the internal governance and reporting systems. BKHT's Executive Board reviews internal management reports for each segment on a monthly basis. The segments' central performance indicators are revenue and adjusted EBITDA, as defined in the consolidated financial statements.

Following the sale of the shares in the Bikeleasing Group, the **HR Benefit & Mobility Platform** segment ceased to exist as a reportable segment in the Group. The segment disclosures of the comparative period have been adjusted accordingly. The assets and liabilities of the discontinued operation are presented in the reconciliation.

The **Security Technologies** segment includes companies that develop, produce and distribute KVM (**k**eyboard, **v**ideo and **m**ouse) technology for high-security, reduced-latency and loss-free data transmission in mission-critical applications. The segment consists of the IHSE companies (**IHSE**), which have been wholly owned by Brockhaus Technologies since December 2019, as well as KVM-TEC Electronic GmbH (**kvm-tec**), in which IHSE acquired 100% interest in November 2021.

Central Functions relate primarily to the activities of the Group parent, i.e., the M&A, Investor Relations, Finance, Risk Management, and Compliance functions. This means that Central Functions are not a reportable segment under IFRS.

The **reconciliation** column mainly comprises the elimination of management service fees paid by the segments to Central Functions and intercompany loans extended to the operating segments by Central Functions, as well as the discontinued operation without segment allocation.

Please refer to Note 6 for information on the alternative performance measures presented here, including the reconciliations to revenue and earnings before tax.

Apart from the adjustments explained above, segment performance measures are reported based on the management accounting, which largely corresponds to IFRS.

Non-current assets are located almost exclusively in Germany.

Please refer to Note 9 for information on the allocation of revenue to the groups of products and services.

Key performance indicators by operating segment

	Reportable segment							
	Security Technologies		Central Functions		Reconciliation		Group	
€ thousand	2025	2024	2025	2024	2025	2024	2025	2024
Revenue	30,288	31,770	660	1,152	(660)	(1,152)	30,288	31,770
Gross profit	22,614	22,922	660	1,152	(261)	(520)	23,013	23,554
Adjusted EBITDA	**3,179**	**2,894**	**(6,286)**	**(5,259)**	**48**	**-**	**(3,060)**	**(2,365)**
Trade working capital*	14,218	10,668	953	(63)	(6,177)	34,990	8,994	45,595
Cash and cash equivalents	2,100	2,687	8,071	14,136	-	31,604	10,171	48,427
Financial liabilities excl. lease refinancing	37,459	30,918	4,755	4,252	(13,809)	53,851	28,405	89,021
Financial liabilities from lease refinancing	-	-	-	-	-	172,578	-	172,578
Cost of materials	9,006	11,786	-	-	(399)	(632)	8,607	11,154
Personnel expenses	13,366	14,175	8,858	4,357	-	-	22,223	18,532
Finance income	332	50	1,048	3,085	(272)	(204)	1,108	2,931
Finance costs	1,833	1,358	30	7,933	(257)	(205)	1,605	9,086
Amortization, depreciation and impairment losses	9,669	54,994	267	208	(59)	58	9,877	55,261
of which amortization and depreciation	6,925	7,676	267	208	(59)	58	7,133	7,943
of which impairment losses	2,744	47,318	-	-	-	-	2,744	47,318
<u>**Revenue by region**</u>								
EMEA	**19,051**	**21,305**	**660**	**1,152**	**(660)**	**(1,152)**	**19,051**	**21,305**
Germany	8,670	5,491	660	1,152	(660)	(1,152)	8,670	5,491
Other	10,380	15,814	-	-	-	-	10,380	15,814
Americas	**8,214**	**5,053**	**-**	**-**	**-**	**-**	**8,214**	**5,053**
USA	8,175	4,858	-	-	-	-	8,175	4,858
Other	38	195	-	-	-	-	38	195
APAC	**3,023**	**5,412**	**-**	**-**	**-**	**-**	**3,023**	**5,412**
China	1,079	3,207	-	-	-	-	1,079	3,207
Other	1,944	2,205	-	-	-	-	1,944	2,205
Total	**30,288**	**31,770**	**660**	**1,152**	**(660)**	**(1,152)**	**30,288**	**31,770**

* Trade working capital comprises inventories and trade receivables (current and non-current), less trade payables.

Earnings before tax of the operating segment

The following table shows the reconciliation of the information on the reportable segment to the figures reported in the consolidated financial statements.

€ thousand	2025	2024
Earnings before tax of the reportable segment	(9,122)	(53,842)
Earnings before tax of Central Functions	(10,539)	(13,826)
Elimination of income and expenses	(4,090)	-
Income from continuing operations before tax	**(23,751)**	**(67,668)**

Operating segment assets

The following table shows the reconciliation of the information on the reportable segment to the figures reported in the consolidated financial statements.

€ thousand	2025	2024
Reportable segment assets	87,211	99,453
Central Function assets	10,805	15,036
Assets held for sale (reconciliation)	465,223	484,501
Group assets	**563,239**	**598,990**

Operating segment liabilities

The following table shows the reconciliation of the information on the reportable segment to the figures reported in the consolidated financial statements.

€ thousand	2025	2024
Reportable segment liabilities	44,297	47,767
Central Functions liabilities	3,857	1,397
Liabilities in connection with assets held for sale (reconciliation)	312,123	312,638
Group liabilities	**360,277**	**361,802**

9. Revenue

The Group generates revenue from contracts with customers in accordance with IFRS 15 mainly by selling KVM devices and KVM systems in the Security Technologies segment.

In the Security Technologies segment, over 10% of segment revenue was generated with each of four (previous year: zero) customers. The revenue totaled €14,549 thousand, equivalent to 48% of this segment's revenue.

Contract balances

The following table shows trade receivables, contract assets and contract liabilities from contracts with customers.

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Non-current trade receivables	-	21,158
Current trade receivables	4,251	17,542
Trade receivables	**4,251**	**38,700**
Contract assets	-	855
Contract liabilities	(1,143)	(4,133)

The decrease in trade receivables, contract assets, and contract liabilities results primarily from the sale of the Bikeleasing Group. The assets and liabilities were reclassified in accordance with IFRS 5 (Note 7).

The contract assets as of the prior-year reporting date relate to inspections of bicycles that had already been performed as of the reporting date and for which not all related inspection installments had yet been paid by the customer.

Contract liabilities include advance payments from customers that are expected to be realized in the form of revenue within one year of the reporting date.

The following table classifies the Group's revenue from contracts with customers (IFRS 15) by the most important product and service lines and the timing of revenue recognition.

Please refer to Note 8 for further information on revenue by primary geographical markets.

Breakdown of revenue

	Security Technologies		Group	
€ thousand	2025	2024	2025	2024
External customers				
Products sold	33,723	37,530	33,723	37,530
Services rendered	569	556	569	556
External gross revenue	**34,291**	**38,086**	**34,291**	**38,086**
Sales allowances	(4,004)	(6,316)	(4,004)	(6,316)
Proceeds from contracts with customers	**30,288**	**31,770**	**30,288**	**31,770**
Timing of revenue recognition from contracts with customers				
Point in time	29,719	31,214	29,719	31,214
Over time	569	556	569	556
Proceeds from contracts with customers	**30,288**	**31,770**	**30,288**	**31,770**

10. Other own work capitalized

Of own work capitalized, €2,071 thousand (previous year: €1,803 thousand) is attributable to development costs required to be capitalized under IAS 38. These development costs relate in particular to personnel expenses and capitalized work performed by third parties for the development of KVM solutions.

11. Cost of materials

Cost of materials breaks down as follows.

€ thousand	2025	2024
Cost of raw materials, consumables and supplies and purchased merchandise	8,369	10,855
Cost of purchased services	238	299
Cost of materials	**8,607**	**11,154**

The cost of raw materials, consumables and supplies and purchased merchandise includes impairment losses of €1,746 thousand (previous year: €785 thousand) recognized in profit or loss. Of this amount, impairment losses of €1,055 thousand were attributable to inventories of kvm-tec, which were recognized at the amount expected to be recoverable because of insolvency proceedings.

12. Personnel expenses

Personnel expenses break down as follows.

€ thousand	2025	2024
Wages and salaries	18,373	15,586
Social security and post-employment benefit costs	2,031	2,094
Personnel expenses excluding share-based payments	**20,405**	**17,679**
Share-based payments	1,818	853
of which: equity-settled	713	828
of which: cash-settled	1,106	25
Personnel expenses	**22,223**	**18,532**

Wages and salaries include transaction-related bonuses of €4,025 thousand in relation to the sale of the Bikeleasing Group.

13. Other operating expenses

Other operating expenses break down as follows.

€ thousand	2025	2024
Legal and consulting fees	5,264	2,620
Advertising and travel expenses	2,110	3,206
Preparation and audit of financial statements	1,061	1,048
Insurance and contributions	473	514
IT costs	429	529
Supervisory Board remuneration	300	300
Other lease expenses (incidental costs, service components)	278	337
Recruitment	178	274
Incidental transaction costs	74	68
Due diligence costs	30	53
Further training costs	29	35
Expenses for leases of low-value assets	23	25
Other costs	4,464	3,050
Other operating expenses	**14,713**	**12,059**

Other lease expenses include rental and lease expenses under short-term leases.

The due diligence costs relate to the detailed examination of potential acquisitions that were either terminated in the reporting period or are still in progress as of the reporting date.

14. Other operating income

Other operating income breaks down as follows.

€ thousand	2025	2024
Currency translation gains	277	10
Vehicle benefits in kind	120	125
Investment grants under IAS 20	-	95
Miscellaneous other operating income	207	645
Other operating income	**605**	**875**

15. Amortization, depreciation and impairment losses

Depreciation, amortization and impairment losses comprise depreciation of property, plant and equipment and amortization of intangible assets amounting to €6,204 thousand (previous year: €7,039 thousand). €908 thousand (previous year: €978 thousand) of this amount relates to depreciation of property, plant and equipment and amortization of intangible assets not identified in the course of the purchase price allocation for the acquisition of subsidiaries. Depreciation of right-of-use assets from leases amounts to €929 thousand (previous year: €904 thousand).

Depreciation, amortization and impairment losses on PPA assets are also included (Note 20.2). These amounts are attributable to capitalized intangible assets as follows.

€ thousand	2025	2024
Basic technologies	3,913	2,947
Customer base	1,400	9,613
Trademarks	1,542	950
Total	**6,855**	**13,510**

16. Financial result

Finance costs are composed of the following items.

€ thousand	2025	2024
Interest on financial liabilities at amortized cost	1,258	805
Interest on lease liabilities	334	347
Expenses from the remeasurement of earn-out receivables	-	7,880
Other	13	55
Finance costs	**1,605**	**9,087**

The Group sold the Palas subsidiary (former Environmental Technologies segment) in November 2022. The consideration received included future contingent purchase price payments (earn-out). The Group was to receive two additional purchase price payments in the maximum amount of €16,800 thousand from the buyer, depending on the adjusted EBIT attained by Palas in 2023 and 2024. At the time of the sale, these earn-outs were recognized as a receivable at a fair value of €10,816 thousand and amounted to €7,880 thousand at the end of fiscal year 2023. The receivable must be measured as of each reporting date based on the probability of occurrence of the conditions for the subsequent purchase price payments. The change in the carrying amount is presented as income or expense in the financial result. The Group received the financial statements of Palas for the comparative period. Based on the information on the results of operations, the remaining earn-out receivable was derecognized.

Finance income came to €1,108 thousand (previous year: €2,931 thousand) and resulted mainly from interest income on securities amounting to €410 thousand (previous year: €265 thousand), the remeasurement of the success fee liability amounting to €357 thousand (previous year: €2,615 thousand), and the reversal of the liability for the share buyback of kvm-tec from the management holding company amounting to €322 thousand.

17. Income tax expense

Income taxes recorded in profit or loss for the period break down as follows.

€ thousand	2025	2024
Current tax expense		
Current year	(59)	2,022
Deferred tax expense		
Reversal of temporary differences	(1,405)	(3,112)
Total	**(1,464)**	**(1,090)**

The deferred taxes relate primarily to the PPA assets and will be reversed through profit or loss (but with no effect on cash flow) in the future as these PPA assets are amortized. No tax payments are included in this figure and there is no outflow of cash.

Deferred taxes are recognized based on the tax laws applicable or enacted in various countries in accordance with the current legal situation. They are measured using the tax rate that will apply in the period in which the differences are expected to reverse.

A corporate income tax rate of 15% (previous year: 15%) plus a solidarity surcharge of 5.5% (previous year: 5.5%) on the corporate income tax apply in Germany. From 2028 onward until 2032, the corporate income tax rate will decrease by 1% per year due to the gradual reduction in corporate income tax to 10%. Taking into account a municipal trade tax multiplier in a range of 350% to 460%, this results in an income tax rate of between 28% and 32% (previous year: 28% to 32%) for domestic companies.

The foreign tax rates (Austria, USA, Singapore and China) are between 17% and 23% (previous year: between 17% and 23%).

Unrecognized deferred tax assets

Group entities have tax loss carryforwards of €141,231 thousand at the reporting date (previous year: €91,939 thousand). This would result in a tax effect of €39,142 thousand (previous year: €25,481 thousand). Except for BCM Erste Beteiligungs GmbH, no deferred tax assets were recognized for these tax loss carryforwards as future taxable earnings in the relevant income tax consolidation groups were not sufficiently concrete at the date of preparing the financial statements.

The tax loss carryforwards for BCM Erste Beteiligungs GmbH amount to €13,562 thousand (corporate income tax) and €10,034 thousand (trade tax) respectively. Deferred tax assets were recognized for loss carryforwards expected to be usable in an amount of €4,791 thousand (corporate income tax) and €4,280 thousand (trade tax); they amount to €1,447 thousand since they are expected to be utilized when the investment income from the sale of the Bikeleasing Group is realized.

The origins of deferred tax assets and liabilities by item in the statement of financial position are presented below:

Changes in deferred taxes

€ thousand	Jan. 1	Changes in scope of consolidation	Income from continuing operations	Income from discontinued operations	Net exchange differences	Dec. 31 Net	Deferred tax assets from temporary differences	Deferred tax liabilities from temporary differences
2025								
Goodwill	587	-	-	-	(109)	478	478	-
Other intangible assets	(23,946)	-	1,653	1,441	239	(20,613)	-	(20,613)
Property, plant and equipment	173,406	-	(78)	(10,119)	-	163,209	163,209	-
Inventories	(149)	-	(171)	(745)	-	(1,064)	-	(1,064)
Trade receivables	(5,663)	-	-	278	-	(5,385)	-	(5,385)
Contract assets	(257)	-	-	(10)	-	(267)	-	(267)
Lease receivables	(50,703)	-	-	3,576	-	(47,127)	-	(47,127)
Other financial assets	25,738	-	-	(1,057)	-	24,681	24,681	-
Contract liabilities	882	-	-	279	-	1,161	1,161	-
Financial liabilities	(171,703)	-	-	3,826	-	(167,878)	-	(167,878)
Trade payables	20	-	-	-	-	20	20	-
Tax loss carryforwards	-	-	-	1,447	-	1,447	1,447	-
Tax assets (liabilities) before offsetting	**(51,788)**	**-**	**1,405**	**(1,084)**	**130**	**(51,337)**	**190,996**	**(242,334)**
Offsetting of taxes	-	-	-	-	-	-	(188,614)	188,614
Reclassification under IFRS 5	-	-	-	-	-	-	(1,447)	47,320
Tax assets (liabilities), net						**(51,337)**	**935**	**(6,401)**

€ thousand	Jan. 1	Changes in scope of consolidation	Income from continuing operations	Income from discontinued operations	Net exchange differences	Dec. 31 Net	Deferred tax assets from temporary differences	Deferred tax liabilities from temporary differences
2024								
Goodwill	365	-	191	-	31	587	587	-
Other intangible assets	(25,571)	(166)	2,822	(924)	(107)	(23,946)	-	(23,946)
Property, plant and equipment	156,507	-	(6)	16,905	-	173,407	173,407	-
Inventories	112	-	105	(366)	-	(149)	-	(149)
Trade receivables	(5,239)	-	-	(424)	-	(5,663)	-	(5,663)
Contract assets	(149)	-	-	(108)	-	(257)	-	(257)
Lease receivables	(50,319)	-	-	(384)	-	(50,703)	-	(50,703)
Other financial assets	23,252	-	-	2,486	-	25,738	25,738	-
Contract liabilities	647	-	-	234	-	881	881	-
Financial liabilities	(146,582)	-	-	(25,121)	-	(171,703)	-	(171,703)
Trade payables	20	-	-	-	-	20	20	-
Tax assets (liabilities) before offsetting	**(46,957)**	**(166)**	**3,112**	**(7,702)**	**(76)**	**(51,789)**	**200,633**	**(252,422)**
Offsetting of taxes	-	-	-	-	-	-	(199,332)	199,332
Tax assets (liabilities), net						**(51,789)**	**1,301**	**(53,090)**

Reconciliation of effective tax rate

The differences between the expected income tax expense based on the calculated tax rate and the actual income tax expense can be seen in the following table.

At a corporate income tax rate of 15% (previous year: 15%) plus a solidarity surcharge of 5.5% (previous year: 5.5%) and taking into account a municipal trade tax multiplier of 405% (previous year: 420%), this results in an income tax rate of 30.0% (previous year: 30.5%) for domestic companies.

Income tax reconciliation

€ thousand	2025	% of earnings	2024	% of earnings
Income from continuing operations before tax	**(23,751)**		**(67,668)**	
Tax based on German tax rate of the entity	**7,125**	**30%**	**20,300**	**30%**
Tax-exempt income	13	0%	75	0%
Tax rate effects	(466)	(2%)	(750)	(1%)
Permanent differences	306	1%	728	1%
Non-deductible operating expenses	(3,261)	(14%)	(1,529)	(2%)
Trade tax effects	153	1%	(103)	(0%)
Losses in the current year for which no deferred tax asset was recognized	(2,760)	(12%)	(17,357)	(26%)
Impact on deferred taxes due to change in applicable tax rate	207	1%	14	0%
Prior-period (taxable profit)/ tax loss	146	1%	(288)	(0%)
Income tax expense	**1,464**	**6%**	**1,090**	**2%**

18. Earnings per share

The following table presents the calculation of earnings per share, based on the profit or loss attributable to the shareholders of BKHT. Basic earnings per share is equal to diluted earnings per share.

	2025	2024
Earnings attributable to shareholders of BKHT in € thousand	(24,734)	(55,553)
of which from continuing operations	(22,287)	(66,578)
of which from the discontinued operation	(2,447)	11,025
Weighted average number of shares outstanding	10,447,666	10,447,666
Earnings per share (€)	**(2.37)**	**(5.32)**
of which from continuing operations	(2.13)	(6.37)
of which from the discontinued operation	(0.23)	1.06

Adjusted earnings per share are shown in the following table. Please refer to Note 6 for further information.

	2025	2024
Adjusted earnings attributable to shareholders of BKHT in € thousand	1,783	9,227
of which from continuing operations	(7,814)	(7,457)
of which from the discontinued operation	9,597	16,684
Weighted average number of shares outstanding	10,447,666	10,447,666
Adjusted earnings per share (€)	**0.17**	**0.88**
of which from continuing operations	(0.75)	(0.71)
of which from the discontinued operation	0.92	1.60

The weighted average number of shares outstanding did not change compared to the prior year.

III. Notes to the consolidated statement of financial position

19. Property, plant and equipment

There were no indicators of any need to charge impairment losses on property, plant and equipment in the reporting period. Please refer to Note 30 for information on pledges of items of non-current assets as collateral for liabilities.

Please refer to Note 42 for further information on right-of-use assets under leases.

Operating leases

Assets from discontinued operations leased out under operating leases amounted to €1,526 thousand (previous year: €2,096 thousand) as of the reporting date. In the previous year, they were reported in technical equipment and machinery under property, plant and equipment and reclassified in accordance with IFRS 5 due to the sale of the Bikeleasing Group (Note 7).

€ thousand	Land and buildings	Technical equipment and machinery	Operating and office equipment	Prepayments, construction in progress	Total
Cost					
Jan. 1, 2024	**648**	**3,711**	**2,552**	**27**	**6,938**
Additions	68	2,426	1,410	121	4,025
Additions from business combinations	-	-	11	-	11
Disposals	-	(615)	(42)	-	(657)
Reclassifications	-	28	72	(80)	20
Net exchange differences	-	-	2	-	2
Dec. 31, 2024	**716**	**5,550**	**4,006**	**68**	**10,340**
Additions	36	8	897	-	941
Additions from business combinations	-	-	-	-	-
Disposals	-	-	(111)	-	(111)
Reclassifications	48	-	20	(68)	-
Reclassification under IFRS 5	(699)	(2,807)	(4,112)	-	(7,618)
Net exchange differences	-	-	(8)	-	(8)
Dec. 31, 2025	**101**	**2,750**	**693**	**-**	**3,544**
Accumulated depreciation					
Jan. 1, 2024	30	1,863	863	-	2,757
Amortization, depreciation and impairment losses	28	1,147	777	-	1,953
Disposals	-	(302)	(42)	-	(344)
Net exchange differences	-	-	(2)	-	(2)
Dec. 31, 2024	**59**	**2,708**	**1,597**	**-**	**4,364**
Amortization, depreciation and impairment losses	41	1,077	1,075	-	2,193
Disposals	-	-	(106)	-	(106)
Reclassifications	-	-	-	-	-
Reclassification under IFRS 5	(88)	(1,629)	(2,214)	-	(3,931)
Net exchange differences	-	16	9	-	25
Dec. 31, 2025	**12**	**2,171**	**361**	**-**	**2,544**
Right-of-use lease assets, Jan. 1, 2024	7,584	-	1,101	-	8,684
Right-of-use lease assets, Dec. 31, 2024	8,483	-	1,370	-	9,852
Right-of-use lease assets, Dec 31, 2025	**3,540**	**-**	**1,328**	**-**	**4,868**
Carrying amounts					
Jan. 1, 2024	8,202	1,848	2,791	27	12,869
Dec. 31, 2024	9,140	2,842	3,779	68	15,829
Dec. 31, 2025	**3,629**	**579**	**1,660**	**-**	**5,867**

20. Intangible assets and goodwill

€ thousand	Goodwill	Capitalized development costs	Other intangible assets						Total
			IT licenses, software, website	Prepayments	Trademarks	Basic technologies	Customer base	Repurchased distribution rights	
Cost									
Jan. 1, 2024	**215,829**	**2,531**	**2,373**	**-**	**21,600**	**24,974**	**112,458**	**13,900**	**393,666**
Additions	-	3,108	1,490	-	-	-	-	-	4,597
Additions from business combinations	3,109	-	-		115	200	438	-	3,861
Disposals	-	-	(52)	-	-	-	-	-	(53)
Reclassifications	-	1,490	(1,490)	-	-	-	-	-	(1)
Net exchange differences	-	-	-	-	-	-	821	-	820
Dec. 31, 2024	**218,938**	**7,130**	**2,321**	**-**	**21,715**	**25,174**	**113,717**	**13,900**	**402,894**
Additions	-	7,328	996	-	-	-	-	-	8,324
Additions from business combinations	-	-	-		-	-	-	-	-
Disposals	-	(572)	-	-	-	-	-	-	(572)
Reclassifications	-	283	200	-	-	(200)	-	-	283
Reclassification under IFRS 5	(138,669)	(7,915)	(3,116)	-	(10,905)	(1,225)	(73,630)	(13,900)	(249,360)
Net exchange differences	-	-	-	-	-	-	(1,589)	-	(1,589)
Dec. 31, 2025	**80,269**	**6,254**	**401**	**-**	**10,810**	**23,749**	**38,498**	**-**	**159,981**
Accumulated depreciation									
Jan. 1, 2024	**-**	**399**	**1,388**	**-**	**6,199**	**11,889**	**22,642**	**1,553**	**44,070**
Amortization, depreciation and impairment losses	39,869	907	401	-	2,169	3,172	16,387	4,633	67,538
Disposals	-	-	(22)	-	-	-	-	-	(22)
Net exchange differences	-	-	-	-	-	-	264	-	264
Dec. 31, 2024	39,869	1,306	1,767	-	8,368	15,061	39,294	6,186	111,850
Amortization, depreciation and impairment losses	-	2,883	507	-	2,764	4,088	8,196	4,633	23,071
Disposals	-	(43)	-	-	-	-	-	-	(43)
Reclassifications	-	-	50	-	-	(50)	-	-	-
Reclassification under IFRS 5	-	(1,767)	(2,167)	-	(3,650)	(525)	(20,278)	(10,819)	(39,207)
Net exchange differences	-	-	-	-	-	-	(734)	-	(734)
Dec. 31, 2025	**39,869**	**2,378**	**157**	**-**	**7,481**	**18,573**	**26,478**	**-**	**94,936**
Carrying amounts									
Jan. 1, 2024	215,829	2,133	985	-	15,401	13,085	89,816	12,347	349,596
Dec. 31, 2024	179,069	5,824	554	-	13,347	10,113	74,423	7,714	291,045
Dec. 31, 2025	**40,400**	**3,876**	**244**	**-**	**3,329**	**5,176**	**12,020**	**-**	**65,045**

20.1 Goodwill impairment tests

The starting basis for a goodwill impairment test is the corporate planning of the cash-generating unit (CGU).

Corporate planning in each case extends to the end of the detailed planning period of five years after the reporting date. Planned future cash flows are discounted using risk-appropriate (pre-tax) discount rates on the reporting date. The cost of capital for discounting are based on the risk-free rate and on a market risk premium. In addition, the beta factor, borrowing costs, and the capital structure are taken into account. These were derived CGU-specifically based on an appropriate peer group. The assumptions made are subject to a certain sensitivity.

The impairment test for the goodwill of the Security Technologies segment (€40,400 thousand) is based on the assumptions shown in the following table.

	Dec. 31, 2025	Dec. 31, 2024
Determination of recoverable amount	Value-in-use	Value-in-use
Discount rate	8.9%	9.3%
Pre-tax discount rate	8.9%	11.8%
Sustainable growth rate	1.2%	1.5%
Forecast EBIT growth rate (average for the next five years)	21.0%	18.2%

The value in use determined based on these assumptions exceeds the carrying amount of the Security Technologies segment. No impairment loss is therefore recognized.

The impairment test for the goodwill of discontinued operations (€138,669 thousand) is based on the assumptions shown in the following table.

	Dec. 31, 2025	Dec. 31, 2024
Determination of recoverable amount	Value-in-use	Value-in-use
Discount rate	10.7%	11.6%
Pre-tax discount rate	10.7%	11.6%
Sustainable growth rate	1.1%	1.0%
Forecast EBT growth rate (average for the next five years)	43.0%	13.0%

The value in use determined based on these assumptions exceeds the carrying amount of discontinued operations. No impairment loss is therefore recognized. The goodwill was subsequently reclassified in accordance with IFRS 5 (Note 7).

20.2 Testing other intangible assets for impairment

Due to the financial deterioration of kvm-tec, there were indications of impairment in accordance with IAS 36.12 for the capitalized development costs and PPA assets in the Security Technologies segment. These assets were therefore recognized at their recoverable amounts as of the reporting date. Impairment losses of €1,157 thousand were recognized on capitalized development costs and of €1,558 thousand on PPA assets. In the previous year, impairment losses of €7,449 thousand had been recognized on PPA assets.

21. Inventories

Inventories were composed of the following items.

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Lease assets intended for sale	-	11,696
Raw materials and consumables	5,327	6,034
Work in progress	1,734	1,681
Finished goods	487	1,386
Prepayments	94	163
Inventories	**7,641**	**20,961**

The decline in inventories results primarily from the sale of the Bikeleasing Group. The assets were reclassified in accordance with IFRS 5 (Note 7).

In the reporting period, impairment losses of €1,746 thousand (previous year: €785 thousand) were recognized in profit or loss for raw materials and consumables. The expenses from consumption as well as impairment losses on inventories are reported in cost of materials (Note 11).

22. Trade receivables and contract assets

Trade receivables were composed of the following items.

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Non-current trade receivables	-	21,158
Current trade receivables	4,251	17,542
Trade receivables	**4,251**	**38,700**

The decrease in trade receivables results primarily from the sale of the Bikeleasing Group. The assets were reclassified in accordance with IFRS 5. In the reporting period, the Group sold trade receivables in the former HR Benefit & Mobility Platform segment relating to insurance premiums to be collected in the future as part of securitization transactions and subsequently derecognized a part of them. The receivables not fully derecognized are included in the assets attributable to the discontinued operation (see Note 7).

An impairment loss is expected when certain issues arise, such as late payment over time or the initiation of enforcement measures are in place. The table below shows changes in impairment losses relating to trade receivables and contract assets. Please refer to Note 4.11 for further information.

€ thousand	Trade receivables
Jan. 1, 2024	**1,133**
Utilization	(168)
Addition	828
Reversal	-
Exchange rate-related and other changes	(29)
Dec. 31, 2024	**1,765**
Reclassification under IFRS 5	(1,709)
Utilization	(478)
Addition	618
Reversal	-
Exchange rate-related and other changes	-
Dec. 31, 2025	**196**

23. Lease receivables

The Group performs its function as lessor exclusively in the discontinued operation. This business largely entails leasing bikes for use by the employees of corporate customers. The lease receivables were reclassified in accordance with IFRS 5 (Note 7).

24. Other financial assets

Other financial assets include both financial and non-financial assets totaling €3,813 thousand (previous year: €12,480 thousand). They comprise primarily income tax assets of €3,219 thousand (previous year: €3,766 thousand). In the previous year, an amount of €5,081 thousand was included from the discontinued operation in connection with the securitization of lease receivables.

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Income tax assets	3,219	3,766
Trapped cash	-	5,081
Input tax receivables	276	830
Miscellaneous financial assets	318	2,802
Other financial assets	**3,813**	**12,480**
of which: financial assets	318	7,884
of which: non-financial assets	3,495	4,596

25. Cash and cash equivalents

Cash and cash equivalents consist of the following items.

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Bank balances	10,171	48,427
Cash in hand	-	-
Cash and cash equivalents in statement of financial position	**10,171**	**48,427**
Overdraft facilities used for cash management	(2,611)	(4,490)
Cash and cash equivalents presented in the statement of cash flows	**7,560**	**43,937**

Bank balances bear floating rates of interest for call deposits. The carrying amount of these assets approximates to their fair value.

26. Subscribed capital

BKHT's share capital as of December 31, 2025, amounts to €10,947,637 (previous year: €10,947,637) and is composed of 10,947,637 registered shares, each with a notional value of €1.00 per share.

According to voting rights disclosures, the distribution of the shares among the shareholders as of the reporting date was as follows.

Shareholder	% interest
Marco Brockhaus family (indirectly)	22.4%
ABACON Invest GmbH	6.3%
SFCMG Beteiligungs- GmbH & Co. KGaA	4.8%
ORGENTEC Holding GmbH	4.0%
Bastian Krause	3.9%
VESTA GmbH	3.4%
Paladin Asset Management Investmentaktiengesellschaft	3.0%
Liedtke Invest GmbH	3.0%
CSB Beteiligungs GmbH	3.0%
Other free float	37.8%
Brockhaus Technologies AG (treasury shares)	4.6%
Total	**100.0%**

As a result of the share buy-back program implemented at the end of December 2023, the shares outstanding since December 28, 2023, and as of the reporting date amount to 10,447,666.

Authorized and contingent capital

On June 20, 2024, the Annual General Meeting authorized the Executive Board, with the consent of the Supervisory Board, to increase the share capital on one or more occasions until June 19, 2027, in exchange for cash and/or contributions in kind up to a total of €3,284,291.00, with the option to exclude shareholders' preemptive rights (Authorized Capital 2024/I).

At the Company's Annual General Meeting on June 20, 2024, the share capital was contingently increased by up to €550,000 (Contingent Capital 2024/I).

At the Company's Annual General Meeting on June 20, 2024, the share capital was contingently increased by up to €1,090,000 (Contingent Capital 2024/II).

The resolutions of the Annual General Meeting of July 9, 2020 (Authorized Capital 2020/II and Contingent Capital 2020/I) have been repealed.

The share capital was contingently increased by up to €350,200 by issuing 350,200 new no-par-value bearer shares (Contingent Capital 2019/I).

27. Capital reserves

The capital reserve includes the premiums arising from the issue of shares, less costs of capital increases.

In the context of preparing the financial statements for the reporting period, a withdrawal from capital reserve of €11,599 thousand (previous year: €52,978 thousand) was made pursuant to section 150 (4) no. 1 of the German Stock Corporation Act (AktG). The capital reserves in accordance with section 270(2) no. 1 of the HGB decreased accordingly, from €195,412 thousand to €183,812 thousand.

28. Treasury shares

On December 28, 2023, the Company completed a voluntary public share buyback offer. As part of this program, the Company acquired 499,971 treasury shares at a price of €22.00 per share and a volume of €10,999 thousand. Treasury shares account for €499,971 of the subscribed capital, corresponding to 4.6%. Treasury shares held by the Group do not carry any voting rights at Annual General Meetings or dividend rights.

29. Retained earnings

Retained earnings include accumulated profit or loss for the period and accumulated personnel expenses from equity-settled share-based payment transactions of €3,209 thousand (December 31, 2024: €2,497 thousand) in accordance with IFRS 2 (Note 41).

30. Financial liabilities

The Group's financial liabilities are composed of the following items:

Senior loans

Senior acquisition loans | The senior acquisition loans were raised for the partial debt financing of the acquisition of IHSE. They are fully secured by the assignment of non-current and current assets as collateral. An amount of €1,000 thousand remains from tranche A and an amount of €14,000 thousand from tranche B (original total of tranches A and B €38,000 thousand), which will mature during the forecast period. As is customary for such loan tranches, the Company is planning to refinance tranche B, which will mature on December 31, 2026, in an amount of €14,000 thousand; the refinancing had not yet been completed at the time of preparing the consolidated financial statements. Based on discussions to date with current and potential new lenders and the Company's expected financial position and net assets, it is assumed that the refinancing will be completed on time. The risk that refinancing will not be available is therefore considered low. If follow-on financing were not agreed at all or in time, IHSE would have to rely on the shareholder's financial support or alternative financing options to avoid significant uncertainty in connection with continuing as a going concern.

Registered bond | The Bikeleasing Group uses registered bonds for its financing. The liabilities were reclassified in accordance with IFRS 5.

Subordinated loans

Subordinated acquisition loan | As part of the acquisition of the Bikeleasing Group, a subordinated acquisition loan was assumed at the level of the intermediate holding company BCM Erste Beteiligungs GmbH. The purpose of the subordinated loan is the partial debt financing of the purchase price of the interest in the acquisition of the Bikeleasing Group. The liabilities were reclassified in accordance with IFRS 5.

Financial liabilities

	Non-current		Current		Total	
€ thousand	Dec. 31, 2025	Dec. 31, 2024	Dec. 31, 2025	Dec. 31, 2024	Dec. 31, 2025	Dec. 31, 2024
Senior loans	**-**	**29,206**	**15,257**	**30,794**	**15,257**	**60,000**
Senior acquisition loans	-	13,960	15,257	5,486	15,257	19,446
Registered bond	-	15,246	-	25,308	-	40,553
Subordinated loans	**-**	**10,298**	**-**	**-**	**-**	**10,298**
Subordinated acquisition loans	-	10,298	-	-	-	10,298
Real estate loans	**-**	**71**	**-**	**-**	**-**	**71**
Current account liabilities	**-**	**-**	**2,611**	**2,472**	**2,611**	**2,472**
Other financial liabilities	**5,848**	**14,124**	**4,689**	**2,059**	**10,536**	**16,182**
Lease liabilities	5,848	9,947	870	2,059	6,718	12,006
Success fee liability Bikeleasing	-	4,176	3,819	-	3,819	4,176
Other loans	-	-	-	-	-	-
Financial liabilities excl. lease refinancing	**5,848**	**53,697**	**22,557**	**35,324**	**28,405**	**89,021**
Liabilities from securitization	-	-	-	7,104	-	7,104
Loans for lease financing	-	110,553	-	2,018	-	112,571
Financial liabilities from forfaiting	-	6,576	-	769	-	7,345
Buyback and servicing of third-party leases	-	24,631	-	9,776	-	34,408
Associated liability	-	11,150	-	-	-	11,150
Financial liabilities from lease refinancing	**-**	**152,910**	**-**	**19,668**	**-**	**172,578**
Total financial liabilities	**5,848**	**206,607**	**22,557**	**54,992**	**28,405**	**261,599**
Financial liabilities from discontinued operations	**175,970**	**-**	**38,824**	**-**	**214,795**	**-**

Real estate loans

The real estate loans relate to a Bikeleasing Group office building in Vellmar. The liabilities were reclassified in accordance with IFRS 5.

Other financial liabilities

Lease liabilities | The Group's lease liabilities represent the recognized present values of future lease payments discounted to the reporting date. It also includes lease liabilities from a sale-and-leaseback transaction of land and a building in the Security Technologies segment. In continuing operations, financial liabilities arising from leases in the amount of €2,597 thousand were repaid and €334 thousand was paid as interest expense for leasing in the reporting period. Future cash flows at the reporting date amounted to €9,935 thousand. Potential further future cash outflows were not recognized as lease liabilities as it is not reasonably certain that the leases will be extended or terminated. The decline in lease liabilities results from the sale of the Bikeleasing Group. The lease liabilities were reclassified in accordance with IFRS 5. Disclosures on right-of-use assets from leases can be found in Note 42.

Success fee liability Bikeleasing | For brokering the Bikeleasing acquisition, the broker is entitled to participate pro rata in the future increase in value of Bikeleasing. This claim comes due upon sale of the shares. Due to the sale of the Bikeleasing Group and the closing expected in H1 2026, the calculated claim has been reclassified to current financial liabilities.

Lease refinancing

The financial liabilities from lease refinancing relate to the discontinued operation and were reclassified for the reporting year in accordance with IFRS 5.

Liabilities from securitization | In order to finance its strong growth, the Bikeleasing Group implemented a securitization program in the period August 2021 to March 2022 with a major German insurance company in parallel to its existing funding options. In the course of this securitization transaction, lease receivables were sold to a special purpose vehicle (SPV) in several tranches for a total volume of €100,000 thousand. The SPV issued a series of notes to the investor for the purchase of the lease receivables. The lease receivables held in the Group were the source and collateral for settling the notes; they totaled €723 thousand as of December 31, 2024. The notes carried annual interest of 1.25%, and all of the tranches ranked equally. Due to its contractual structure, the SPV had to be consolidated by the Group, which is why both the lease receivables and the securitized liabilities (notes) were presented in the consolidated statement of financial position. This securitization program expired in the reporting period. There were no more liabilities from securitization as of the reporting date.

Loans for lease refinancing | Another form of refinancing in the leasing business is loan financing, i.e., the Bikeleasing Group assumes loans from banks in the amount of the lease volume to be financed. The lease receivables and lease assets serve as collateral for the Bikeleasing Group's loan liabilities.

Financial liabilities from forfaiting | In addition to lease receivables and trade receivables relating to insurance premiums to be collected in the future, the Bikeleasing Group also sells the rights to installments to be collected in the future from inspection packages. In contrast to the other items mentioned, there are no recognized assets for the inspection packages, as the corresponding claims only arise over the term of the leases. Consequently, the payments received for forfeited inspection installments are presented as liabilities. These liabilities are settled by continually forwarding the inspection installments to the external financing partners. In addition, the Bikeleasing Group provides additional services for forfaited lease receivables, such as dunning, liquidating leased assets from terminated leases, document retention and reporting. The Bikeleasing Group recognizes a liability for the obligation relating to the future servicing of forfaited lease receivables. This generally relates to deferred future personnel expenses. The financial liabilities from forfaiting relate to the discontinued operation and were reclassified for the reporting year in accordance with IFRS 5.

Buyback and servicing of third-party leases | Part of the leasing business is handled by non-Group leasing companies. The bicycles are sold to third-party leasing partners in return for a commission for this purpose. At the same time, the Bikeleasing Group commits to buying back these bicycles at the end of the lease term at a price amounting to 10% of the original net purchase price. In accounting terms, this is not treated as a sale due to the fixed buyback agreement, but instead as a finance lease for which a residual value receivable and liabilities for the buyback obligation are recognized in the same amount, €23,852 thousand (previous year: €25,768 thousand). This is a balance sheet extension based on special rules in IFRS 16. At the end of the lease term, approximately 89% of the bicycles are sold to the employees/ users. The remaining bicycles are purchased by specialist dealers or third-party resellers or are resold by the Bikeleasing Group. The remaining amount of the liability relates, as in the case of forfaiting, to future servicing. These liabilities relate to the discontinued operation and were reclassified for the reporting year in accordance with IFRS 5.

Associated liability | The associated liability refers to the maximum possible exposure to credit risk from continuing involvement in a securitization transaction. These liabilities relate to the discontinued operation and were reclassified for the reporting year in accordance with IFRS 5.

Financial liabilities from discontinued operations

The financial liabilities from discontinued operations include liabilities from registered bonds, subordinated loans, real estate loans, lease liabilities, and financial liabilities from lease refinancing of the Bikeleasing Group, which have been reclassified in accordance with IFRS 5 due to the discontinued operation.

Information on the extent to which the Group is exposed to interest rate and liquidity risks can be found in Note 34.4.

Calculation of net debt

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Senior loans	15,257	19,446
Current account liabilities	2,611	-
Cash and cash equivalents*	(10,171)	(16,823)
Other financial liabilities	10,536	11,231
Net debt from continuing operations	**18,234**	**13,855**
Senior loans	40,372	40,553
Subordinated loans	3,790	10,298
Real estate loans	54	71
Current account liabilities	4,373	2,472
Cash and cash equivalents*	(29,169)	(31,604)
Other financial liabilities	7,613	4,951
Lease refinancing	158,594	172,578
Lease receivables	(155,740)	(167,586)
Net debt from discontinued operations**	**29,885**	**31,732**
Net debt	**48,119**	**45,587**

* Cash and cash equivalents are deducted from the loans in this presentation for purposes of analysis. There is no corresponding appropriation.
** The items in the statement of financial position for net debt from discontinued operations were reclassified to “assets held for sale” or “liabilities in connection with assets held for sale” in accordance with IFRS 5.

Reconciliation of changes in liabilities to cash flows from financing of the reporting year

€ thousand	Senior loans	Subordinated loans	Real estate loans	Lease liabilities	Success fee liability	Other loans	Total
Jan. 1, 2025	**59,999**	**10,298**	**72**	**12,006**	**4,177**	**-**	**86.550**
Loans and other borrowed funds raised	25,000	-	-	-	-	-	25.000
repayment of lease liabilities	-	-	-	(2,597)	-	-	(2,597)
Repayment of loans and other borrowed funds	(29,500)	(4,632)	(17)	-	-	-	(34,149)
Interest paid	(3,592)	(2,968)	-	(665)		-	(7,226)
Total change in cash flows	**(8,092)**	**(7,600)**	**(17)**	**(3,262)**	**-**	**-**	**(18.972)**
New leases according to IFRS 16	-	-	-	4,942	-	-	4,942
Effects of changes in foreign exchange rates	-	-	-	(21)	-	-	(21)
Reclassification under IFRS 5	(40,372)	(3,790)	(55)	(7,613)	-	-	(51,829)
Financial result from continuing operations	1,203	-	-	334	(357)	-	1,179
Financial result from discontinued operations	2,518	1,093	-	332	-	-	3,943
Dec. 31, 2025	**15,257**	**-**	**-**	**6,718**	**3,819**	**-**	**25,793**

Reconciliation of changes in liabilities to cash flows from financing activities from the comparative period

€ thousand	Senior loans	Subordinated loans	Real estate loans	Lease liabilities	Success fee liability	Other loans	Total
Jan. 1, 2024	**58,630**	**26,350**	**88**	10,710	**6,792**	**425**	**102,995**
Loans and other borrowed funds raised	15,000	-	-	-	-	-	**15,000**
repayment of lease liabilities	-	-	-	(1,949)	-	-	**(1,949)**
Repayment of loans and other borrowed funds	(14,000)	(17,431)	(16)	-	-	(419)	**(31,867)**
Interest paid	(2,828)	(1,669)	(1)	(500)	-	(7)	**(5,005)**
Total change in cash flows	**(1,828)**	**(19,100)**	**(18)**	(2,450)	**-**	**(426)**	**(23,821)**
New leases according to IFRS 16	-	-	-	3,231	-	-	**2,231**
Effects of changes in foreign exchange rates	-	-	-	15	-	-	**15**
Financial result from continuing operations	819	-	-	348	(2,615)	-	**(1,449)**
Financial result from discontinued operations	2,377	3,048	1	152	-	-	**5,579**
Dec. 31, 2024	**59,999**	**10,298**	**72**	**12,006**	**4,177**	**-**	**86,550**

31. Trade payables

Trade payables amounted to €2,898 thousand (previous year: €14,066 thousand). Information on the Group's liquidity risks relating to trade payables can be found in Note 34.4.

32. Other liabilities

Other liabilities break down as follows.

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Earn-out liabilities	-	1,762
NCI put liabilities	-	881
Management investment in kvm-tec	-	322
Other financial liabilities	**-**	**2,965**
Liabilities from other taxes and levies	232	9,162
Liabilities from cash-settled share-based payment transactions	1,208	327
Liabilities from personnel expenses from business combinations	-	473
Miscellaneous other liabilities	7,487	12,190
Other non-financial liabilities	**8,926**	**22,152**
Other liabilities	**8,926**	**25,118**
of which: non-current	97	3,828
of which: current	8,829	21,290

Please refer to Note 41 in these notes to the consolidated financial statements for information on the liability from cash-settled share-based payment transactions.

There was a management investment at the level of kvm-tec in the Security Technologies segment. Due to the options agreed on the shares, these were not reported as non-controlling interests in equity but as a liability. In the reporting year, IHSE GmbH bought back the shares in kvm-tec from the management holding company.

Earn-out liabilities, NCI put liabilities, and liabilities from personnel expenses from business combinations relating to the Bikeleasing Group were reclassified in accordance with IFRS 5 (Note 7).

The miscellaneous other liabilities relate primarily to outstanding invoices as well as personnel-related and other accrued expenses.

33. Other provisions

Other provisions developed as follows.

€ thousand	Warranties	Miscellaneous other provisions	Total
Jan. 1, 2025	**76**	**46**	**122**
Provisions recognized	309	8	317
Reclassification under IFRS 5	(35)	(33)	(68)
Dec. 31, 2025	**350**	**21**	**371**
of which: non-current	177	21	198
of which: current	173	-	173
Jan. 1, 2024	**75**	**124**	**199**
Provisions utilized	1	-	2
Provisions reversed	-	(78)	(78)
Dec. 31, 2024	**76**	**46**	**122**
of which: non-current	38	46	84
of which: current	38	-	38

Other provisions do not include any interest.

The obligations for warranties were recognized due to legal or constructive obligations.

There are no notable reimbursements in connection with obligations recognized in accordance with IAS 37.

IV. Other disclosures

34. Financial instruments

34.1 Classification and fair values

The adjacent table shows the carrying amounts and fair values of financial assets and financial liabilities, including their level in the fair value hierarchy. It does not contain information on the fair value of financial assets and financial liabilities that are not measured at fair value if the carrying amount represents an appropriate approximation of the fair value.

Financial instruments measured at fair value are classified into the following three levels in accordance with IFRS 13:

> Level 1: Use of quoted prices in active markets for identical assets or liabilities
> Level 2: Use of inputs that are observable in the market either directly or indirectly
> Level 3: Use of inputs that are essentially not based on observable market data

Financial instruments measured at fair value through profit and loss

Type	Valuation technique and inputs
Contingent consideration	Discounted cash flows: The scenario-based valuation model takes account of the present value of the expected payments, discounted using the weighted average cost of capital (WACC) of the subject of the valuation.
Success fee liability Bikeleasing	The fair value is based on the preliminary purchase price from the sale of the Bikeleasing Group.
Put options held by non-controlling shareholders*	The fair value is based on the preliminary purchase price from the sale of the Bikeleasing Group.

*Discontinued operations

Financial instruments measured at amortized cost

Type	Valuation technique
Financial liability	Discounted cash flows: The measurement model takes account of the present value of the expected payments, discounted using the Group-specific current interest rate.

Carrying amounts and fair values

€ thousand	Carrying amount and fair value: Carrying amount	Fair value	Fair value level: Level 1	Level 2	Level 3
Dec. 31, 2025					
Trade receivables	4,251	4,251			
Other receivables[1)]	595	595			
Lease receivables (valued under IFRS 16)	-	-			
Cash and cash equivalents	10,171	10,171			
Assets measured at amortized cost	**15,016**	**15,016**			
Contingent consideration	-	-			
Assets measured at fair value through profit and loss	-	-			
Financial liabilities[2)]	17,868	17,868			
Trade payables	2,898	2,898			
Financial liabilities from lease refinancing*	-	-			
Other liabilities[3)]	8,926	8,926			
Financial liabilities measured at amortized cost	**29,693**	**29,693**			
Contingent consideration	777	777			777
Success fee liability Bikeleasing	3,819	3,819			3,819
Financial liabilities measured at fair value through profit and loss	**4,596**	**4,596**			

[1)] Excluding income tax receivables and value added tax credits
[2)] Excluding lease liabilities, see Note 30
[3)] Excluding other non-financial liabilities, see Note 32
* Reclassified in accordance with IFRS 5 (Note 7)

Carrying amounts and fair values as of the prior-year reporting date

	Carrying amount and fair value		Fair value level		
€ thousand	Carrying amount	Fair value	Level 1	Level 2	Level 3
Dec. 31, 2024					
Trade receivables	38,700	36,421		36,421	
Other receivables[1)]	7,884	7,884			
Lease receivables (valued under IFRS 16)	167,586	178,694		178,694	
Cash and cash equivalents	48,427	48,427			
Assets measured at amortized cost	**262,596**	**271,425**			
Contingent consideration	-	-			
Assets measured at fair value through profit and loss	-	-			
Financial liabilities[2)]	72,839	72,839		72,839	
Trade payables	14,066	14,066			
Lease refinancing	172,578	161,728		161,728	
Other liabilities[3)]	22,474	22,474			
Financial liabilities measured at amortized cost	**281,957**	**271,107**			
Contingent consideration	1,762	1,762			1,762
Success fee liability Bikeleasing	4,176	4,176			4,176
Financial liabilities measured at fair value through profit and loss	**5,938**	**5,938**			

1) Excluding income tax receivables and value added tax credits
2) Excluding lease liabilities, see Note 30
3) Excluding other non-financial liabilities, see Note 32

As in the previous year, there were no transfers between levels in the reporting year.

Level 3 financial liabilities measured at fair value through profit and loss are considered a single class in their entirety and are not sub-classified any further.

The table below shows changes in financial instruments at Level 3:

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Start	**5,938**	**6,792**
Additions		1,762
Disposals	-	-
Changes in value	(1,342)	(2,615)
End	**4,596**	**5,938**

34.2 Net profits and losses

The following table shows the net profits and losses from financial assets and financial liabilities at amortized cost.

€ thousand	2025	2024
Financial assets		
Impairment losses	(58)	(88)
Profit or loss from disposal	-	-
Net profit or loss	**(58)**	**(88)**
Financial liabilities		
Interest	(1,258)	(805)
Amortization	-	-
Net profit or loss	**(1,258)**	**(805)**

The following table shows the net profits and losses from financial liabilities measured at fair value through profit or loss.

€ thousand	2025	2024
Financial liabilities		
Net profit or loss from contingent consideration	985	-
Success fee liability Bikeleasing	357	2,615
Financial result from NCI put	322	28
Net profit or loss from liabilities from put options held by non-controlling shareholders*	(111)	-
Net profit or loss	**1,553**	**2,643**

*Discontinued operations

34.3 Credit risk exposure

The following overview outlines trade receivables and contract assets categorized according to the three-stage model. The simplified approach was applied to calculate the risk provision in accordance with IFRS 9 for all trade receivables, lease receivables, and contract assets.

Assignment to the risk classes is based on third-party rating information. A heightened risk is assumed when the underlying credit risk index exceeds a certain threshold. Another increase over a second threshold then results in assignment to the “non-performing” category.

	Dec. 31, 2025			Dec. 31, 2024		
€ thousand	Low risk	Heightened risk	Non-performing	Low risk	Heightened risk	Non-performing
Simplified Approach						
Trade receivables	-	196	-	38,843	1,325	478
Contract assets	-	-	-	855	-	-
Lease receivables*	-	-	-	167,562	222	-

* Reclassified in accordance with IFRS 5 (Note 7)

34.4 Financial risk management

The Company's Executive Board is responsible for developing and monitoring the risk management system. At the level of the subsidiaries, the managing directors are responsible for risk management. Appropriate processes for payables and receivables management, liquidity planning, monthly reporting etc., are implemented for this purpose.

The Executive Board defines the principles and goals of the Group's financial management. The primary goals are to safeguard liquidity and limit financial risks. The Group's goal is therefore not to enter into any risks from the investment of cash funds. To ensure this, these funds are held in bank accounts at domestic credit institutions or in the form of German Federal Treasury Notes until they are needed to finance acquisitions.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk essentially arises from trade receivables. The carrying amounts of financial assets represent the maximum exposure to credit risk. On the reporting date, the Group had cash and cash equivalents of €39,340 thousand from continuing and discontinued operations (previous year: €48,427 thousand). This amount thus represents the maximum exposure to credit risk relating to these assets. The Executive Board continuously monitors the financial situation of the banks where credit balances are held.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the Executive Board also considers the characteristics of the overall customer base, including the credit risk of the industries and countries in which customers reside, as these factors can also have an influence on credit risk. Detailed disclosures on the concentration of revenue in certain areas can be found in Note 9.

The general economic conditions in Germany, in the eurozone and in Asia and America are actively observed. The Group limits its credit risk exposure from trade receivables by agreeing prepayments with new customers or for larger orders.

For the discontinued operation, counterparty risk is limited because the bulk of the lease portfolio is refinanced through the sale of receivables by way of forfaiting and securitization. This transfers the risk of default to third parties. The remaining counterparty risk attributable to company-financed and loan-financed leases and to securitization with continuing involvement is diversified thanks to a cross-industry debtor group with low exposures per individual debtor.

To determine any necessary loss allowances, the Group uses a process that enables an assessment of expected losses on trade receivables. Please refer to Note 22 for further information.

In the continuing operations, the maximum exposure to credit risk from trade receivables on the reporting date is as follows.

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Trade receivables	4,251	5,603
Maximum exposure to credit risk on trade receivables	**4,251**	**5,603**

In the discontinued operations, the maximum exposure to credit risk from trade receivables and lease receivables on the reporting date is as follows.

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Trade receivables	33,487	33,097
Maximum exposure to credit risk on trade receivables	**33,487**	**33,097**
Lease receivables	155,740	167,586
Hedging with matching repurchase liabilities	(23,852)	(25,768)
Maximum exposure to credit risk on lease receivables	**131,889**	**141,818**

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. A distinction is made between three categories of risk: currency risk, interest rate risk and other market risk.

Currency risk | The Group is exposed to a range of currency risks because of its global operations. A distinction is made here between transaction and translation risk.

Transaction risks: Transaction risks arise due to exchange rate-related changes in value of primary financial instruments and entering into transactions with international counterparties that result in future cash flows in currencies other than the functional currency of the Group company in question. As part of financial risk management processes within Group management, currency risks are monitored and, where needed, managed by the finance departments of the relevant entities using appropriate mitigating measures. The objective of risk management is to limit to an acceptable level the effects of currency risk on future cash flows. Currency risk is partially mitigated by procuring goods and services in the relevant foreign currencies. Group entities are responsible for identifying, assessing and monitoring their transaction-related foreign currency risks.

Translation risk: Some group entities are outside of the eurozone. The consolidated financial statements are prepared in euros and the financial statements of these entities are translated into euros, which can result in exchange rate-related differences. Hedging these differences is not the primary objective of currency risk management. A sensitivity analysis is performed for each currency that represents a significant risk to the Company, based on the following assumptions: All of the Group's monetary financial instruments that are not denominated in the functional currency of the relevant individual entities can be used in the sensitivity analysis. As a result, translation risks are not taken into account. The hypothetical effects on profit or loss and equity for each primary line item included in the sensitivity analysis are determined by comparing the carrying amount (measured using the closing rate) with the translation value obtained using a hypothetical exchange rate. If the EUR/USD exchange rate were 10% higher, earnings before tax would be €113 thousand (previous year: €616 thousand) lower. If the EUR/USD exchange rate were 10% lower, earnings before tax would be €197 thousand (previous year: €505 thousand) higher. If the EUR/CNY exchange rate were 10% higher, earnings before tax would be €39 thousand (previous year: €33 thousand) higher. If the EUR/CNY exchange rate were 10% lower, earnings before tax would be €32 thousand (previous year: €28 thousand) lower. The Group holds financial assets and financial liabilities solely in the functional currency.

Interest rate risk | Interest rate risk arises if the fair value of financial instruments fluctuates due to changes in market interest rates. To assess interest rate risk, financial instruments are classified into fixed- and variable-rate instruments under IAS 32. Interest rate risks arise in the case of floating-rate liabilities to banks. The loans taken out by the Group are subject in part to interest rates that are linked to changes in EURIBOR. There is no interest rate risk exposure from the securitization transaction.

Other market risks | There are no material other market risks in the Group.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with its financial liabilities. The Executive Board monitors the liquidity position and current and future expected outflows of funds as part of budget planning and ongoing financial control.

The Group has secured bank loans that include covenants. Any future breach of the covenants can lead to the loans being subject to early repayment. In line with the agreements, the covenants are systematically monitored by the Group and regularly reported to the Executive Board in order to ensure compliance with the loan agreements.

The liquidity risk arising from leases in the discontinued operation is countered with a high rate of forfaiting and securitization. To increase liquidity, lease receivables are securitized with banks or via SPVs and sold to investors at their present value or with a purchase price discount on the expected future lease payments and unguaranteed residual values, usually at commencement of the lease.

As part of the securitization transactions, the securitized liabilities are repaid from payments received from lease receivables. The liquidity risk of the securitization transactions totals the amount of the residual credit risk associated with the purchase price discounts.

The remaining financial liabilities in connection with lease refinancing are matched by the corresponding lease receivables. The expected cash flows from lease receivables exceed the corresponding liabilities.

The contractual remaining terms of financial liabilities at the end of the reporting period, including estimated interest payments, of continuing and discontinued operations are presented in the following table. These are undiscounted gross amounts including contractual interest payments, though the effects of offsetting are not presented.

Liabilities in connection with assets held for sale relate to subordinated loans, real estate loans, lease liabilities, and financial liabilities from lease refinancing of the Bikeleasing Group; these liabilities have been reclassified in accordance with IFRS 5 (Note 7).

Contractual cash flows from non-derivative financial liabilities

		Contractual cash flows				
€ thousand	Present value	Total	Up to 12 months	1 to 2 years	2 to 5 years	> 5 years
Dec. 31, 2025						
Senior loans	15,257	(15,793)	(15,793)	-	-	-
Lease liabilities	6,694	(9,935)	(1,287)	(1,033)	(1,912)	(5,703)
Other financial liabilities	3,819	(3,819)	(3,819)	-	-	-
Trade payables	2,898	(2,898)	(2,898)	-	-	-
Liabilities in connection with assets held for sale	225,160	(225,160)	(225,160)	-	-	-
Total	**253,828**	**(257,606)**	**(248,958)**	**(1,033)**	**(1,912)**	**(5,703)**
Dec. 31, 2024						
Senior loans	60,000	(64,023)	(33,868)	(30,154)	-	-
Subordinated loans	10,298	(15,288)	-	-	(15,288)	-
Real estate loans	71	(73)	(18)	(18)	(37)	-
Lease liabilities	10,698	(13,589)	(2,188)	(1,753)	(3,137)	(6,511)
Other financial liabilities	5,485	(8,642)	(360)	(360)	(1,080)	(6,842)
Lease refinancing	172,578	(193,756)	(87,578)	(67,602)	(38,576)	-
Trade payables	14,066	(14,066)	(14,066)	-	-	-
Total	**273,193**	**(309,437)**	**(138,078)**	**(99,887)**	**(58,119)**	**(13,353)**

35. Capital management

The Group aims to maintain a strong capital base in order to safeguard the confidence of investors, creditors and the markets, and to ensure the sustainable development of the Company. The Executive Board uses the amount and development of leverage to regularly monitor capital. **Leverage** is defined as net debt (Note 30) as of the reporting date divided by adjusted EBITDA of continuing operations (Note 6) and discontinued operations (Note 7) for the twelve months prior to the relevant reporting date.

As a rule, the Group aims to achieve leverage of up to approximately 2.5x, i.e., net debt of up to approximately 2.5x adjusted EBITDA. In exceptional cases, e.g., following acquisitions, this value may be exceeded in the short to medium term. This is intended to ensure a balance between a high return, which can be achieved through a certain level of debt, and the advantages of a strong equity base.

Leverage is calculated as follows:

€ thousand	Dec. 31, 2025	Dec. 31, 2024
Net debt (Group)	48,119	45,587
Adjusted EBITDA from continuing and discontinued operations	46,286	64,975
Leverage	**1.04x**	**0.70x**

36. Disclosures on the consolidated statement of cash flows

Cash flows are classified into cash flows from operating, investing, and financing activities. The indirect method is used for the cash flow from operating activities.

In the consolidated statement of cash flows, the Group presents the cash flows for continuing operations. The table below shows the cash flows of the entire Group, broken down into continuing and discontinued operations:

€ thousand	2025	2024
Cash flow from operating activities from continuing operations	(7,610)	(3,323)
Cash flow from operating activities from discontinued operations	36,921	44,340
Cash flow from operating activities	**29,311**	**41,017**
Cash flow from investing activities from continuing operations	(2,144)	(2,272)
Cash flow from investing activities from discontinued operations	(8,905)	(5,949)
Cash flow from investing activities	**(11,049)**	**(8,221)**
Cash flow from financing activities from continuing operations	(6,661)	(8,288)
Cash flow from financing activities from discontinued operations	(25,368)	(33,661)
Cash flow from financing activities	**(32,029)**	**(41,949)**
Change in cash and cash equivalents from continuing operations	(16,415)	(13,883)
Changes in cash and cash equivalents from discontinued operations	2,647	4,730
Changes in cash and cash equivalents	**(13,767)**	**(9,153)**

37. Contingent liabilities

Current and non-current assets have been assigned as security and land charges are in place as collateral for bank loans.

38. List of subsidiaries

In addition to the parent company, 27 indirect and direct subsidiaries as well as two structured entities are included in the consolidated financial statements. The following table shows the ownership interest, the equity at the reporting date and the profit or loss for the period of the consolidated entities.

The adjacent disclosures on equity and profit were not subject to a separate financial audit.

Subsidiaries

Company	Registered office	Equity interest	Equity (IFRS)	Profit (IFRS)
IHSE AcquiCo GmbH	Oberteuringen	100.00%	114,242	(4,280)
IHSE Beteiligungs GmbH	Oberteuringen	100.00%	23,408	-
IHSE GmbH	Oberteuringen	100.00%	28,689	1,064
IHSE Immobilien GmbH	Oberteuringen	100.00%	84	(29)
IHSE USA LLC	Cranbury, NJ, USA	100.00%	6,609	131
IHSE GmbH Asia Pacific Pte Ltd	Singapore	100.00%	1,704	(1,082)
IHSE China, Co. Ltd.	Guangzhou, China	100.00%	2	348
KVM-TEC Electronic GmbH	Tattendorf, Austria	100.00%	(3,040)	(4,408)
KVM-TEC MPP Verwaltungs GmbH	Oberteuringen	100.00%	18	(3)
KVM-TEC MPP GmbH & Co. KG*	Oberteuringen	0.00%	295	(15)
BT Erste Beteiligungs GmbH	Frankfurt am Main	100.00%	17	(5)
BT Zweite Beteiligungs GmbH	Frankfurt am Main	100.00%	70,988	1,364
BCM Erste Beteiligungs GmbH	Frankfurt am Main	94.87%	131,804	11,690
BLS Beteiligungs GmbH**	Vellmar	52.09%	201,505	9,014
MFK Holding GmbH**	Vellmar	52.09%	10,666	-
TIROX Holding GmbH**	Uslar	52.09%	21,410	-
Iragon Grundstücks GmbH & Co. KG**	Vellmar	52.09%	254	21
BLS Bikeleasing-Service GmbH & Co. KG**	Vellmar	52.09%	127,981	28,810
Iragon Verwaltungs GmbH**	Vellmar	52.09%	8	(2)
BLS Bikeleasing-Service Verwaltungsgesellschaft mbH**	Vellmar	52.09%	4	(4)
BLS Verwaltungsgesellschaft mbH**	Vellmar	52.09%	9	(3)
BLS Versicherungs GmbH & Co. KG**	Vellmar	52.09%	1,034	5,081
Lesora GmbH**	Freiburg	52.09%	11,203	4,534
BLS Bikeleasing-Service Österreich GmbH**	Innsbruck, Austria	52.09%	(3,830)	(3,057)
Bike2future GmbH**	Uslar	52.09%	(1,926)	(2)
Bike2future Plattform GmbH**	Uslar	52.09%	22	(1)
Probonio GmbH**	Landshut	52.09%	(1,286)	(106)
Compartment B der Debt Marketplace SARL*/**	Luxembourg, Luxembourg	0.00%	(4,796)	(2,458)
BLS Benefit Leasing Service Plattform GmbH**	Vellmar	52.09%	13	-

* Structured entities
** Discontinued operations

39. Non-controlling interests

The following subsidiaries had non-controlling interests as of the reporting date:

Company	2025	2024
BCM Erste Beteiligungs GmbH	5.13%	5.13%
BLS Beteiligungs GmbH*	45.09%	45.09%

* Ratio also applies to all directly and indirectly held subsidiaries of BLS Beteiligungs GmbH.

Brockhaus Technologies AG holds a direct interest of 76.98% in BCM Erste Beteiligungs GmbH and an indirect interest of 17.89% via BT Zweite Beteiligungs GmbH, i.e., a combined interest of 94.87%. Non-controlling interests of 5.13% are attributable to non-Group co-investors. From the Group's perspective, the interests in BCM Erste Beteiligungs GmbH held by other shareholders are not material. No separate disclosure is therefore made of the assets and liabilities of BCM Erste Beteiligungs GmbH.

BCM Erste Beteiligungs GmbH holds an interest of 54.77% in BLS Beteiligungs GmbH (Brockhaus Technologies AG indirectly holds 51.96%). Non-controlling interests of 39.90% are attributable to the founding managing directors, 5.07% to co-investors, and 0.26% to sellers of Probonio GmbH. There are put and call options on this interest held by the sellers of Probonio GmbH, with the result that it does not meet the definition of equity under IFRS. The Group therefore reports this interest as a liability at fair value. As a result, the financial interest held by BCM Erste Beteiligungs GmbH in BLS Beteiligungs GmbH is 54.91%.

Due to the discontinued operation, the consolidated financial information on the Bikeleasing Group is provided in Note 7.

Distributions to non-controlling interests

The consolidated Group company BLS Beteiligungs GmbH (subgroup parent of the operating Bikeleasing companies in the former HR Benefit & Mobility Platform segment) made a €28,000 thousand distribution to its shareholders in the reporting period. Of the shares of BLS Beteiligungs GmbH, 45.23% are legally held by non-Group co-investors (39.9% by the founding managing directors, 5.07% by another co-investor, and 0.26% by the sellers of Probonio). The remaining 54.77% of the shares are held by the intermediate holding company BCM Erste Beteiligungs GmbH (94.87% directly and indirectly owned by Brockhaus Technologies AG), which is included in these consolidated financial statements. That company thus received a dividend share of €15,337 thousand and the non-controlling shareholders received a dividend share of €12,663 thousand. The dividend distribution was used by BCM Erste Beteiligungs GmbH to make voluntary early repayments of €7,600 thousand on its subordinated loan, together with payment of accrued interest. In addition, BCM Erste Beteiligungs GmbH distributed €7,700 thousand to its shareholders, of which €7,305 thousand was attributable to Brockhaus Technologies AG and €395 thousand to non-Group shareholders.

40. Research and development expenses

The Group's research and development expenses amounted to €3,936 thousand in the reporting period (previous year: €3,401 thousand), of which €1,865 thousand (previous year: €1,598 thousand) was attributable to research expenses and development expenses not eligible for capitalization and €1,357 thousand (previous year: €419 thousand) was attributable to amortization of capitalized development expenses.

41. Share-based payments

The expense for share-based payment transactions is disaggregated as follows.

€ thousand	2025	2024
Equity-settled	713	828
Cash-settled	1,106	25
Total	**1,818**	**853**

Equity-settled share-based payment transactions

The Group has stock option plans for employees in accordance with the corresponding resolutions of the Annual General Meeting. The aim of the stock option plans is to offer a suitable performance incentive for the beneficiaries in the interest of enhancing the value of the Group. In line with the stock option conditions, holders of exercisable options have the right to acquire shares at the share price at the grant date of the options. The options are subject to a vesting period of four years after issuance and expire if the beneficiary stops being an employee of the Group. A share of 1/48 of the options granted vest each month. Vesting of options is conditional on a long-term performance target, which requires a minimum 15% increase in the share price (less dividends paid in the meantime) between the date of issuance of the options and the exercise date.

They are settled in the form of new shares of Brockhaus Technologies AG (equity instrument) against payment of the exercise price by the beneficiary. The Group is entitled, but not obligated, to pay a cash settlement to the beneficiaries instead of equity settlement.

The Annual General Meeting resolved on June 27, 2019 to authorize the Executive Board, with the consent of the Supervisory Board, to issue a total of 425,200 stock options and on June 20, 2024 to authorize the Executive Board to issue 550,000 stock option, both from authorized capital. Changes in outstanding options in the reporting period were as follows.

	Number	Exercise price* in €
Outstanding options on Jan. 1, 2025	422,595	23.90
In the reporting period		
options granted	-	
options forfeited	(48,182)	24.35
options exercised	-	
options expired	-	
Outstanding options on Dez. 31, 2025	**374,413**	**24.66**
Exercisable options on Dec. 31, 2025	-	

* Weighted average exercise price

Changes in outstanding options in the comparative period were as follows.

	Number	Exercise price* in €
Outstanding options on Jan. 1, 2024	349,541	22.79
In the reporting period		
options granted	151,700	29.37
options forfeited	(78,646)	29.55
options exercised	-	
options expired	-	
Outstanding options on Dec. 31, 2024	**422,595**	**23.74**
Exercisable options on Dec. 31, 2024	-	

* Weighted average exercise price

Outstanding options at the reporting date have exercise prices between €17.44 and €32.00 (previous year: between €17.44 and €32.00). The average weighted remaining term is 2.1 years (previous year: 2.1 years).

Options are measured at the issue date using a Monte Carlo simulation. The parameters used to measure the options are shown in the following.

Measurement parameters	
Weighted average share price	€23.55
Weighted average exercise price	€23.90
Term of options	4 years
Expected volatility	19.5%–41.5%
Expected dividend yield	0.00%
Risk-free rate	0.0%–2.6%

The parameters used to measure the options as of the prior-year reporting date are shown in the following:

Measurement parameters	
Weighted average share price	€23.55
Weighted average exercise price	€23.90
Term of options	4 years
Expected volatility	19.5%–41.5%
Expected dividend yield	0.0%
Risk-free rate	0.0%–2.6%

A percentage rate of zero was defined for the dividend yield as the option conditions include an adjustment mechanism. This mechanism provides for a reduction in the exercise price in the amount of the dividends paid per share over the term of the option. Early exercise of options was not taken into account in the measurement as this is generally not anticipated. The expected volatility was determined using the historical volatility of the share prices of comparable companies and BKHT. The expected volatility is based directly on historical volatility in this respect. To determine the fair value of options, the performance target of a 15% increase in the share price over the term of the options was considered as an additional feature by eliminating the option proceeds on simulated prices below the performance target in the Monte Carlo model.

Cash-settled share-based payment transaction

Due to the reversal of provisions, the cash-settled share-based payment had a positive impact of €67 thousand on profit and loss of the period (previous year: €-25 thousand). This resulted from a virtual share option program.

42. Leases

The Group leases land and buildings primarily as office space and as production and storage space. As of the reporting date, there were leases for real estate with a remaining term of up to 15 years. This also includes a sale-and-leaseback agreement, under which a previously sold property, including the building, continues to be used under a lease. Other leases have a remaining term of up to 4 years. Leases can include extension and termination options. The terms and conditions are negotiated individually and include a number of differing arrangements.

A number of real estate leases contain prolongation options that can be exercised by the Group. The extension options can only be exercised by the Group and not by the lessor. The Group assesses at the commencement date whether the exercise of extension options is reasonably certain. The Group reassesses whether the exercise of extension options is reasonably certain when a significant event or change in circumstances occurs that is within its control.

Right-of-use assets relating to leased real estate and vehicles are reported in property, plant and equipment (see Note 19). The following table shows right-of-use assets from leases that are reported in non-current assets.

The reclassification in accordance with IFRS 5 relates to the right-of-use assets of the Bikeleasing Group, which were reclassified due to the discontinued operation.

Right-of-use assets

€ thousand	Land and buildings	Operating and office equipment	Total
Balance on January 1, 2024	**7,584**	**1,101**	**8,685**
Additions to right-of-use assets	2,261	944	3,205
Depreciation of right-of-use assets	(1,377)	(675)	(2,052)
Exchange differences	14	-	14
Balance on December 31, 2024	**8,483**	**1,370**	**9,852**
Additions to right-of-use assets	4,689	203	4,892
Depreciation of right-of-use assets	(2,430)	(245)	(2,675)
Reclassification under IFRS 5	(7,181)	-	(7,181)
Exchange differences	(21)	-	(21)
Balance on December 31, 2025	**3,540**	**1,328**	**4,868**

43. Auditor's fees

The auditor's fees show the fees of Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft (previous year: KPMG AG Wirtschaftsprüfungsgesellschaft) recognized as an expense for the services provided to BKHT and to the consolidated subsidiaries. They are disaggregated as follows:

€ thousand	2025	2024
Financial statement audits	605	1,459
Other assurance services	8	63
Other services	154	43
Total	**767**	**1,565**

In the reporting period, the financial statement audit services relate to the audit of the consolidated financial statements and the annual financial statements, as well as to all services required for the audits of the financial statements. The other assurance services in the reporting period relate to the substantive review of the remuneration report.

The other services relate to advisory services in connection with the audit of the consolidated financial statements for fiscal year 2024 and, in the previous year, to expenses for support services provided for the implementation of regulatory requirements in relation to the introduction of the Corporate Sustainability Reporting Directive (CSRD).

Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft audited Brockhaus Technologies AG as a public interest entity for the first time for fiscal year 2025.

In the previous year, Brockhaus Technologies AG was audited by KPMG AG Wirtschaftsprüfungsgesellschaft, which had been the auditor since its initial public listing in 2020.

44. Employees

The following overview shows the average number of employees in the Group.

Average number	2025	2024
Full-time	486	429
Part-time	154	143
Total employees	**640**	**572**

Out of the average number of employees, 164 are attributable to continuing operations and 476 to discontinued operations.

The number of employees as of the reporting date was as follows.

Number	Dec. 31, 2025	Dec. 31, 2024
Full-time	488	465
Part-time	147	117
Total employees	**635**	**620**

Out of the number of employees as of the reporting date, 148 are attributable to continuing operations and 487 to discontinued operations.

45. Governing bodies of the Company

The members of BKHT's Executive Board are.

> Chairman of the Executive Board (CEO): Marco Brockhaus
> Member of the Executive Board (COO/ Legal Counsel): Dr. Marcel Wilhelm

The Supervisory Board of BKHT consists of six members, unless otherwise required by law and was composed of the following members in the reporting period.

> Chairman: Dr. Othmar Belker, independent consultant
> Deputy Chairman: Michael Schuster, lawyer in private practice
> Member of the Supervisory Board: Martin Bestmann, managing director of a consulting firm
> Member of the Supervisory Board: Prof. Dr. Christoph Hütten, independent management consultant
> Member of the Supervisory Board: Dr. Natalie Krebs, Supervisory Board member
> Member of the Supervisory Board: Matthias Memminger, consultant

46. Related party disclosures

Related parties within the meaning of IAS 24 are the key management personnel. In the Group, these are the members of the Executive Board and Supervisory Board of BKHT.

Executive Board members hold positions in other entities in which they are able to control or significantly influence the financial and business policies of those entities. These entities are related parties of the Group within the meaning of IAS 24.

Executive Board remuneration

The remuneration of the members of the Executive Board under IAS 24.17 is composed of the following items.

€ thousand	2025	2024
Short-term benefits	1,601	1,235
Termination benefits	-	-
Share-based payments	59	249
Other long-term benefits	-	-
Total	**1,661**	**1,484**

Short-term benefits are composed of basic remuneration of €1,210 thousand (previous year: €1,210 thousand), fringe benefits of €28 thousand (previous year: €25 thousand), and short-term bonus claims of €363 thousand (previous year: € 0 thousand). The amount outstanding relating to short-term benefits as of the reporting date was €363 thousand (previous year: €0 thousand).

Share-based payment results from previous multi-year variable remuneration granted in stock options in accordance with the option conditions for the 2019 stock option program ("ESOP 2019"). The option value as of the reporting date was €341 thousand (previous year: €282 thousand).

Supervisory Board remuneration

The Chairman of the Supervisory Board receives annual fixed remuneration of €90 thousand, the Deputy Chairman receives €60 thousand and the other members of the Supervisory Board each receive annual fixed remuneration of €30 thousand. The members of the Supervisory Board (but not the Chairman or Deputy Chairman) receive an additional €2 thousand each year for membership in a committee and an additional €20 thousand for chairmanship of a committee. 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 of the Supervisory Board amounted to €294 thousand in the reporting period (previous year: €294 thousand). In addition, expenses of €3 thousand (previous year: €4 thousand) were reimbursed. As of the reporting date, there were liabilities of €378 thousand (previous year: €298 thousand) to the members of the Supervisory Board. The total remuneration is payable on the day after the Annual General Meeting at which a resolution is passed to approve the actions of the members of the Supervisory Board.

The basic principles behind the remuneration system and disclosure of the remuneration of individual Executive Board and Supervisory Board members are presented in the remuneration report.

Other related party transactions

In the reporting period, a member of the Executive Board acquired a used bike from Group company BLS Bikeleasing-Service GmbH & Co. KG at a price of €1 thousand (previous year: €4 thousand).

A member of the Supervisory Board advised a subsidiary of the Security Technologies segment on software and hardware development processes. Payments of €198 thousand (previous year: €0 thousand) were made for advisory services in this context in the reporting year. As of the reporting date, there were outstanding balances of €27 thousand (previous year: €0 thousand) in this regard.

Payments of €222 thousand (previous year: €210 thousand) for the sublease of business premises were made to Brockhaus Private Equity GmbH, Frankfurt am Main, in the reporting year.

47. 2025 declaration of conformity with the German Corporate Governance Code

The declaration by Brockhaus Technologies AG's Executive Board and Supervisory Board on conformity with the German Corporate Governance Code for fiscal year 2025 under section 314 no. 8 of the HGB in conjunction with section 161 of the AktG was issued. The statement is permanently accessible on the Company's website www.brockhaus-technologies.com in the section entitled Investor Relations, subsection Corporate Governance.

48. Appropriation of the result

As in the previous year, the Company did not report any net retained profits in its local GAAP (HGB) annual financial statements as of the reporting date. The net loss of €11,599 thousand for the year 2025 was financed by a withdrawal from capital reserves of €11,599 thousand. In the previous year, retained profits had consisted of profit brought forward of €20,733 thousand less the dividend distribution of €2,298 thousand and the net loss of €71,412 thousand plus the withdrawal from capital reserves of €52,978 thousand.

49. Events after the reporting date

On December 23, 2025, the Company sold all its shares of BLS Beteiligungs GmbH (“Bikeleasing”), which it held indirectly via BCM Erste Beteiligungs GmbH, to DECATHLON PULSE SAS, a company of the French DECATHLON Group (signing).

The closing of the transaction is still subject to the necessary ownership control procedures by DECATHLON. The consent of the Annual General Meeting of Brockhaus Technologies was given on February 26, 2026 and the approvals under merger control law have already been granted. The Company expects a cash inflow and gain on the disposal in a significant amount in fiscal year 2026. In this context, subsequent transaction costs are expected to be incurred in a non-significant amount.

On January 2, 2026, the Managing Director of KVM-TEC Electronic GmbH (“kvm-tec”) filed for the opening of insolvency proceedings before the Regional Court of Wiener Neustadt. The Regional Court of Wiener Neustadt announced the bankruptcy proceedings on January 5, 2026 with effect from January 6, 2026. No self-administration was ordered as part of the opened bankruptcy proceedings. Instead an external liquidator was appointed who, from the effective date, has sole power of administration and disposal over the company’s assets. At that point in time, the Group lost control over kvm-tec in accordance with IFRS 10. As a result, kvm-tec is deconsolidated in fiscal year 2026.

The war in the Middle East currently poses a geopolitical risk factor for global and European economic growth. A potential escalation of the conflict could have negative consequences for economic growth, particularly as a result of rising energy prices, supply chain disruptions and increased uncertainty in the financial markets. This could also give rise to risks to the Group’s results of operations, net assets, and financial position. The Group’s risk management function is continuously monitoring further developments. The overall risk is currently classified as moderate.

Frankfurt am Main, March 23, 2026

Brockhaus Technologies AG
The Executive Board

Marco Brockhaus Dr. Marcel Wilhelm

Responsibility statement

To the best of our knowledge and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group and the combined management report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the material opportunities and risks associated with the expected development of the Group.

Frankfurt am Main, March 23, 2026

Brockhaus Technologies AG
The Executive Board

Marco Brockhaus Dr. Marcel Wilhelm

Independent Auditor's Report

To Brockhaus Technologies AG, Frankfurt am Main

Report on the Audit of the Consolidated Financial Statements and of the Combined Management Report

Opinions

We have audited the consolidated financial statements of Brockhaus Technologies AG, Frankfurt am Main, and its subsidiaries (the Group), which comprise the consolidated statement of financial position as of December 31, 2025, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the financial year from January 1 to December 31, 2025, and notes to the consolidated financial statements, including significant information on the accounting policies. In addition, we have audited the combined management report of the Company and the Group (combined management report) of Brockhaus Technologies AG for the financial year from January 1 to December 31, 2025.

In our opinion, on the basis of the knowledge obtained in the audit,

> the accompanying consolidated financial statements comply, in all material respects, with the IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) (hereinafter referred to as "IFRS Accounting Standards") as adopted by the EU, and the additional requirements of German commercial law pursuant to Section 315e (1) HGB [Handelsgesetzbuch: German Commercial Code] and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as of December 31, 2025, and of its financial performance for the financial year from January 1 to December 31, 2025, and

> the accompanying combined management report as a whole provides an appropriate view of the Group's position. In all material respects, this combined management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the combined management report.

Basis for the Opinions

We conducted our audit of the consolidated financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation No 537/2014 (referred to subsequently as "EU Audit Regulation") and in compliance with Germ an Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the combined management report " section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2)(f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the consolidated financial statements and on the combined management report.

Material uncertainty in connection with the continuation of business activities of a Group Company

We refer to the information in the “Financial Liabilities” section of the notes to the consolidated financial statements and in the “Financial Position” section of the combined management report, where the legal representatives describe that the refinancing of a loan tranche amounting to EUR 14 million, originating from the acquisition of the sub-group IHSE, which corresponds to the Security Technologies segment, (“IHSE”) in 2019 and due for repayment on December 31, 2026, has not yet been completed. Based on the discussions held so far with the current as well as potential new lenders and on the expected financial and asset position of the company, the legal representatives assume that the follow-on financing will be secured in time. Should a follow-on financing not be agreed upon, or not be concluded in time, the solvency of IHSE would be jeopardized.

As explained in the aforementioned sections of the notes to the consolidated financial statements and the combined management report, these events and circumstances demonstrate that a significant uncertainty exists that could raise material doubts about the ability of the group company IHSE to continue as a going concern and which constitutes a going concern risk within the meaning of § 322 (2) sentence 3 HGB.

In accordance with Article 10 (2) (c) ii) of the EU Audit Regulation, we summarize our response to this risk as follows:

We have traced the status of the refinancing negotiations with both existing and potential financing partners and have compared the assessments of the legal representatives of Brockhaus Technologies AG regarding the refinancing situation with our own findings. In addition, we have evaluated the extent to which BKHT could provide financial resources for refinancing should a follow-on financing not be concluded in time. In doing so, we also considered the legal representatives’ expectations concerning the sale of shares in the Bikeleasing Group.

We have verified whether events or circumstances exist that indicate the presence of a significant uncertainty capable of raising material doubts about the group company's ability to continue its business operations.

Our audit opinions on the consolidated financial statements and the combined management report are not modified with respect to this matter.

Key Audit Matters in the Audit of the Consolidated Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from January 1 to December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. In addition to the matter described in the section "Material uncertainty in connection with the continuation of business activities of a Group Company", we have identified the matters set out below as the particularly important audit matters that must be communicated in our audit report.

1. Sale of shares in the Bikeleasing Group

Reasons for designation as a key audit matter

In December 2025, Brockhaus Technologies AG entered into an agreement to sell the shares in BLS Beteiligungs GmbH, Vellmar (the "Bikeleasing" entity, which corresponds to the HR Benefit & Mobility Platform segment) that are held indirectly through BCM Erste Beteiligungs GmbH, Frankfurt am Main, to DECATHLON PULSE SAS, Villeneuve-d'Ascq, France. The transaction is subject, as of the balance-sheet date, to a number of completion conditions. The closing is expected in the first half of 2026. The purchase agreement provides for a corporate valuation of EUR 525 million. The actual purchase price will be determined according to the so-called "closing-accounts" concept, based on the cash, financial liabilities and net working capital of the Bikeleasing sub-group that are available at the closing date. Using a sample calculation, Brockhaus Technologies AG has estimated a proportional purchase price of approximately EUR 240 million, which, however, may vary depending on the developments up to closing.

As a result of the share sale, the HR Benefit & Mobility Platform segment will be classified as a discontinued operation for the 2025 fiscal year in accordance with IFRS 5. The allocation of assets, liabilities, expenses and revenues of the HR Benefit & Mobility Platform business and, consequently, the presentation as a discontinued operation under IFRS 5 are complex and require significant judgment. Determining the fair value is intricate and relies on a number of judgment-based assumptions, including, among others, the expected business performance for the coming years that is used to calculate the variable components of the purchase price contained in the sale agreement and the discount rate applied. In addition, the explanatory disclosures in the notes to the consolidated financial statements relating to the discontinued operation are complex.

There is a risk that, in the consolidated financial statements, the presentation of the discontinued operation in the consolidated statement of comprehensive income is not appropriate. Moreover, there is a risk that the measurement of the assets and liabilities of the discontinued operation is not adequate. Regarding the explanatory disclosures in the notes to the consolidated financial statements, there is a risk that the information is not sufficiently detailed or appropriately presented. Given the financial significance of the transaction for the consolidated financial statements, this matter has been identified as a particularly important audit matter.

Our audit approach

We assessed whether the presentation of the HR Benefit & Mobility Platform segment as a discontinued operation under IFRS 5 is correct. To this end, we interviewed the legal representatives and the project-responsible staff, evaluated internal and external reporting, and inspected the executed contracts. Furthermore, we evaluated the appropriateness of the representation of the HR Benefit & Mobility Platform segment in the 2025 group financial statements, with particular focus on the proper allocation of revenues and expenses to the discontinued operation.

To assess the methodological and mathematical soundness of the valuation method used to determine the purchase price, we traced the company's valuation through our own calculations. Based on the contractual terms, we examined the underlying planning assumptions for the expected development of the relevant financial metrics up to closing, as well as the additional assessments made by the legal representatives, for completeness, computational accuracy and plausibility.

We evaluated whether the expenses related to the transaction—such as external-advisor fees and employee bonuses that are accrued as provisions—are fully recorded and appropriately measured.

Finally, we examined whether the disclosures in the notes to the consolidated financial statements concerning the planned disposal of the Bikeleasing group (i.e., the HR Benefit & Mobility Platform segment) are complete and appropriate, especially with respect to the description of the transaction structure, purchase-price determination, completion conditions, and the existing conditions and uncertainties.

Reference to related disclosures

For the accounting and valuation policies applied, see the notes to the consolidated financial statements, section "4.1 Consolidation Principles." Additional information on the planned disposal of the Bikeleasing group, including the accounting impact, is provided in the annex to the group financial statements, section "7. Discontinued Operation".

2. Impairment testing of goodwill

Reasons for designation as a key audit matter

The Group records goodwill arising from the acquisition of subsidiaries amounting to € 40.4 million (prior year: € 179.1 million). In the prior year, € 138.7 million of this goodwill related to the discontinued business segment HR Benefit & Mobility Platform. The recoverability of goodwill is assessed annually at the business-segment level. Whenever indications of impairment arise during the year, interim, event-driven impairment tests are also performed. The recoverability of goodwill is primarily based on estimates and judgments concerning the future earnings power of the cash-generating units (CGUs) using a discounted-cash-flow (DCF) approach.

The outcome of this valuation is heavily dependent on the legal representatives' assumptions about the future cash inflows of the respective group of CGUs, the appropriate delineation of those CGUs, the discount rates applied, and other underlying assumptions. Consequently, the assessment is subject to significant uncertainty. There is a risk that an existing impairment is not identified, or that the amount of impairment recognized is not appropriately measured—i.e., it could be overstated or understated. In addition, there is a risk that the related disclosures in the notes to the consolidated financial statements are not adequate. Given the complexity of the valuation, this matter was of particular significance in the context of our audit.

Our audit approach

In the course of our audit we, among other procedures, traced the methodology used to perform the goodwill-impairment test. After reconciling the future cash-flow projections employed in the calculation with the approved medium-term plans of the segments, we evaluated the reasonableness of the calculation by comparing it with general and industry-specific market expectations. Our audit procedures included, in particular, testing the completeness, mathematical accuracy and plausibility of the underlying planning assumptions, as well as evaluating the additional judgments made by the legal representatives, the related processes and controls. Because even relatively small changes in the discount rates can have a material impact on the measured amount of goodwill, we examined in depth the parameters used to determine the discount rates and traced the corresponding calculation models. We then compared the approach with the accounting and valuation methods applied by the Company and assessed whether the disclosures concerning the goodwill-impairment review in the notes to the consolidated financial statements are appropriate.

Reference to related disclosures

The accounting and valuation bases applied are described in the notes to the consolidated financial statements, section 4.9 “Intangible Assets – Goodwill and Business-Combination Intangible Assets”. The assumptions used for the impairment review are disclosed in the notes to the consolidated financial statements, section 20.1 “Impairment Review of Goodwill and Business-Combination Intangible Assets”. Explanations of the economic development of the Security Technologies business segment can be found in the combined management report, section “Segment Report”.

Other Information

Management and/or the Supervisory Board are responsible for the other information. The other information comprises:

> the components of the combined management report listed in the appendix to the audit report that have not been examined for content,
> the representation of the legal representatives pursuant to § 297 (2) sentence 4 and § 315 (1) sentence 5 HGB concerning the consolidated financial statements and the combined management report,
> the Supervisory Board's report,
> the remaining parts of the annual report – excluding the consolidated financial statements, the content-examined information in the combined management report, and our accompanying audit report – the group corporate-governance statement required by § 315d HGB.

The Supervisory Board is responsible for the Supervisory Board's report. The legal representatives together with the Supervisory Board are responsible for the statement required by § 161 German Stock Corporation Act [AktG] on the German Corporate Governance Code, which is referenced in the “Statement on Corporate Governance” section of the combined management report. All other information is the responsibility of the legal representatives.

Our audit opinions on the consolidated financial statements and on the combined management report do not extend to the other information, and consequently we do not express an audit opinion—or any other form of audit conclusion—on that information.

In connection with our audit of the consolidated financial statements we have the responsibility to read the aforementioned other information and to assess whether the other information

> contains material inconsistencies with the consolidated financial statements, with the content-examined disclosures in the combined management report, or with the knowledge we have obtained during the audit; or
> is otherwise materially misstated.

If, based on the procedures we have performed, we conclude that a material misstatement exists in this other information, we are required to report that fact. In this respect, we have nothing to report.

Responsibilities of Management and the Supervisory Board for the consolidated financial statements and the combined management report

Management is responsible for the preparation of consolidated financial statements that comply, in all material respects, with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition, management is responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, management is responsible for the preparation of the combined management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, management is responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the combined management report.

Auditor's Responsibilities for the Audit of the consolidated financial statements and of the combined management report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the consolidated financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

> identify and assess the risks of material misstatement of the consolidated financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

> obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control or of these arrangements and measures.

> evaluate the appropriateness of accounting policies used by management and the reasonableness of estimates made by management and related disclosures.

> conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.

> evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB.

> plan and perform the audit of the consolidated financial statements to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business segments within the Group to provide a basis for our opinions on the consolidated financial statements and on the combined management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.

> evaluate the consistency of the combined management report with the consolidated financial statements, its conformity with [German] law, and the view of the Group's position it provides.

> perform audit procedures on the prospective information presented by management in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by management as a basis f or the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other Legal and Regulatory Requirements

Report on the Assurance on the Electronic Rendering of the Consolidated Financial Statements and the Combined Management Report Prepared for Publication Purposes in Accordance with Section 317 (3a) HGB

Opinion

We have performed assurance work in accordance with Section 317 (3a) HGB to obtain reasonable assurance about whether the rendering of the consolidated financial statements and the combined management report (hereinafter the "ESEF documents") contained in the electronic file „Brockhaus_Technologies_AG_KA+KLB_ESEF_2025-12-31.xbri" (hash value 0a2d27dfc995440a1575e5174d2484dcf8e64fc78e319be228f5fc1d 50f0a43e) made available and prepared for publication purposes complies in all material respects with the requirements of Section 328 (1) HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the consolidated financial statements and the combined management report in to the ESEF format and therefore relates neither to the information contained in these renderings nor to any other information contained in the file identified above.

In our opinion, the rendering of the consolidated financial statements and the combined management report contained in the electronic file made available, identified above and prepared for publication purposes complies in all material respects with the requirements of Section 328 (1) HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinion on the accompanying consolidated financial statements and the accompanying combined management report for the financial year from January 1 to December 31, 2025, contained in the 'Report on the Audit of the Consolidated Financial Statements and the Combined Management Report' above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the file identified above.

Basis for the Opinion

We conducted our assurance work on the rendering of the consolidated financial statements and the combined management report contained in the file made available and identified above in accordance with Section 317 (3a) HGB and the IDW Assurance Standard: Assurance Work on the Electronic Rendering of Financial Statements and Management Reports Prepared for Publication Purposes in Accordance with Section 317 (3a) HGB (IDW AsS 410 (06.2022)). Our responsibilities under that standard are further described in the "Auditor's responsibilities for the assurance work on the ESEF documents" section. Our audit firm applies the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QMS 1 (09.2022)).

Responsibilities of Management and the Supervisory Board for the ESEF documents

Management is responsible for the preparation of the ESEF documents including the electronic rendering of the consolidated financial statements and the combined management report in accordance with Section 328 (1) sentence 4 item 1 HGB and for the tagging of the consolidated financial statements in accordance with Section 328 (1) sentence 4 item 2 HGB.

In addition, management is responsible for such internal control as they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB for the electronic reporting format.

The Supervisory Board is responsible for overseeing the process of preparing the ESEF documents as part of the financial reporting process.

Responsibilities of the Auditor of the consolidated financial statements for the ESEF documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

> identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
> obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
> evaluate the technical validity of the ESEF documents, i.e. whether the file made available containing the ESEF documents meets the requirements of the Commission Delegated Regulation (EU) 2019/815, as amended as of the reporting date, on the technical specification for this electronic file.
> evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited consolidated financial statements and the audited combined management report.
> evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Articles 4 and 6 of the Commission Delegated Regulation (EU) 2019/815, as amended as of the reporting date, enables an appropriate and complete machine -readable XBRL copy of the XHTML rendering.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor of the consolidated financial statements at the Annual General Meeting on November 27, 2025. We were engaged by the Supervisory Board on November 27, 2025. We have been the auditor of the consolidated financial statements of Brockhaus Technologies AG, Frankfurt am Main, since financial year 2025.

We declare that the opinions expressed in this auditor's report are consistent with the additional report to the Audit Committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

Other Matter – Use of the Auditor's Report

Our auditor's report must always be read together with the audited consolidated financial statements and the audited combined management report as well as the examined ESEF documents. The consolidated financial statements and combined management report converted to the ESEF format – including the versions to be entered in the German Company Register [Unternehmensregister] – are merely electronic renderings of the audited consolidated financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our assurance opinion contained therein are to be used solely together with the examined ESEF documents made available in electronic form.

German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is Stefan Schumacher.

Bielefeld, March 25, 2026

Rödl Audit GmbH
Wirtschaftsprüfungsgesellschaft

sgd. Landgraf	sgd. Schumacher
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

ANNEX TO THE Auditor’s Report: COMPONENTS OF THE COMBINED MANAGEMENT REPORT NOT SUBSTANTIALLY REVIEWED

The following components of the combined management report have not been substantively examined by us:

> the non financial group statement pursuant to §§ 315b and 315c HGB, which is referenced in the section “Non financial Statement” of the combined management report,
> the group statement on corporate governance pursuant to § 315d HGB, which is referenced in the section “Statement on Corporate Governance” of the combined management report.

In addition, we have not substantively examined the items listed below that are outside the scope of the combined management report. “Management-report-outside” items in the combined management report are those disclosures that are neither required by §§ 315, 315a nor by §§ 315b-315d HGB, and are also not mandated by DRS 20.

> the remuneration report pursuant to § 162 AktG, which is referenced in the section “Remuneration Report” of the combined management report.

Supplementary Information

Supplementary information

Basis of reporting

The **reporting period** for this Annual Report is the period from January 1, 2025, to December 31, 2025. The **reporting date** is December 31, 2025.

This Annual Report has been translated from German to English. In the case of any discrepancies between the two language versions, the German version takes precedence.

Rounding

The metrics appearing in this report have been rounded in line with standard commercial practice. This rounding method does not necessarily preserve totals, so that it is possible that the amounts in this report do not add up precisely to the total shown.

Note within the meaning of the equal treatment act

Equal treatment is important to us. Only for reasons of better legibility, the use of male, female or language forms of other genders is avoided. All personal references apply to all genders unless otherwise specified.

Financial calendar

May 14, 2026	Quarterly Statement Q1 2026
June 11, 2026	Annual General Meeting 2026
August 13, 2026	Half-Year Financial Report H1 2026
November 12, 2026	Quarterly Statement 9M 2026

Contact information

Florian Peter
Phone: +49 69 20 43 40 90
Fax: +49 69 20 43 40 971
Email: ir@brockhaus-technologies.com

Legal notice

Brockhaus Technologies AG
Thurn-und-Taxis-Platz 6
60313 Frankfurt am Main, Germany
Phone: +49 69 20 43 40 90
Fax: +49 69 20 43 40 971
www.brockhaus-technologies.com
info@brockhaus-technologies.com

Executive Board: Marco Brockhaus (Chair), Dr. Marcel Wilhelm
Chair of the Supervisory Board: Dr. Othmar Belker

Registry court: Frankfurt am Main Local Court
Register number: HRB 109637
VAT ID: DE315485096


brockhaus-technologies.com