Brockhaus Technologies AG

2025 Declaration of Compliance

Declaration of Compliance with the German Corporate Governance Code by the Executive Board and the Supervisory Board of Brockhaus Technologies AG pursuant to section 161 of the AktG (Stock Corporation Act)

The following Declaration of Compliance refers to the current version of the German Corporate Governance Code (the "Code") dated April 28, 2022, which was published in the Federal Gazette on June 27, 2022. The Executive Board and Supervisory Board of Brockhaus Technologies AG (the "Company") declare that, since the release of the last Declaration of Compliance dated December 2024, the Company has complied and will continue to comply with the recommendations of the Code, with the following deviations:

1. **Publication of consolidated financial statements within 90 days from the end of the fiscal year and publication of mandatory interim financial information within 45 days from the end of the reporting period (F.2 of the Code)**
   Departure related to past practice

   In 2025, the Company did not publish its consolidated financial statements within 90 days, nor did it publish its Quarterly Report for the first quarter of 2025 within 45 days.

   The departure relating to the consolidated financial statements was not intentional. This was because the auditor of the auditor of the annual and consolidated financial statements was unable to complete the audit within the period provided for in F.2 of the Code. The departure relating to the publication of the Q1 Report was connected to this circumstance, as the numbers concerned are based on each other.

   The Company will comply with the recommendation in F.2 of the Code again in future.

2. **Re section G of the Code:**

   Effective January 1, 2025, the Supervisory Board has resolved an adjusted and new Executive Board remuneration system. The Annual General Meeting rejected the approval of the new remuneration system for the Executive Board by way of resolution on November 27, 2025. Against this background, the Supervisory Board will submit a revised remuneration system for approval to the next Annual General Meeting.

   In the following, "remuneration system for the Executive Board" refers to the new remuneration system for the Executive Board, unless reference is specifically made to the remuneration system for the Executive Board that was effective before.

2.1 Determining the remuneration system (G.1 of the Code)
Precautionary departure

In accordance with G.1 of the Code, the remuneration system should define the relative share in the target total remuneration of fixed remuneration on the one hand, and short-term variable and long-term variable remuneration components on the other hand. In addition to the remuneration components identified as short-term variable and long-term variable, the remuneration system also contains an Investment Performance Incentive ("IPI"), which is based on the entire period of investment, which in principle makes it a long-term variable remuneration component. However, it is feasible in individual cases that the IPI may be applied after only a short period of investment. Since the IPI can therefore not be allocated completely within the "short-term/long-term" categories, a departure from G.1 of the Code is declared as a precaution.

2.2 Taking into account the workforce as a whole to determine whether the remuneration of the Executive Board is in line with usual levels (G.4 of the Code)
Departure

Under the remuneration system for the Executive Board, the Supervisory Board should take into account an appropriate relationship between the total remuneration of individual Executive Board members and, among others, the Company's employees who belong to the management team. The Supervisory Board believes that, due to the heterogeneity of the subsidiaries and the small number of employees in the Company, it is sufficient to take the management level into account to determine appropriate remuneration for the members of the Executive Board.

2.3 Most targets for variable remuneration to be of a long-term nature (G.6 of the Code)
Precautionary departure

Under G.6 of the Code, the share of variable remuneration achieved as a result of reaching long-term targets should exceed the share from short-term targets. According to the remuneration system, the variable remuneration components based on long-term targets in principle exceed the variable remuneration components based on short-term targets so that the Company in general meets recommendation G.6 of the Code. According to the remuneration system, there may be a departure for the Investment Performance Incentive (see reasons for G.1 of the Code). This incentive is based on the period of investment, which in individual cases may be shorter than would be required for a long-term target. As a precaution, the Company therefore declares a departure from G.6 of the Code.

2.4 Establishing all performance criteria for variable remuneration for the upcoming fiscal year (G.7 of the Code)

Departure

The Supervisory Board reserves the right to define some of the targets for variable remuneration only at the beginning of a current fiscal year. Furthermore, the remuneration system for the Executive Board was resolved effective January 1, 2025. In the context of short-term variable remuneration, provision is also made for defining individual targets in the course of the year as part of the spot award component.

2.5 Predominantly share-based remuneration / Investment in shares and timing of the accessibility of granted long-term variable remuneration components (G.10 of the Code)

Departure

The previous remuneration system for the Executive Board provided for a share-based remuneration option. However, this did not apply to the predominant share of the variable remuneration components because the Supervisory Board considered the arrangements stipulated in the remuneration system to be adequate for ensuring the appropriate harmonization of the interests of the Executive Board and the shareholders. To date, the Supervisory Board has considered a holding period of up to three years as adequate for ensuring a long-term incentive.

According to the new remuneration system, the payment amount of the Strategic Long-Term Incentive (SLTI) in the fiscal year following the performance period is limited to 200% of basic remuneration. The Supervisory Board can grant the SLTI, in full or in part, as cash, as shares, or as stock options. Since this means that it is not mandatory to grant shares to the Executive Board, the Company declares a departure from G.10 of the Code.

2.6 Holding period after contract termination (G.12 of the Code)

Precautionary departure

Both, the previous and the new remuneration system for the Executive Board set out that the members of the Executive Board are not required to hold shares of the Company granted to them by the Company as remuneration beyond the date of termination of their membership of the Executive Board. The Supervisory Board does not believe that there is any need in such cases to ensure the long-term nature of variable remuneration components.

Frankfurt am Main, February 2026

Executive Board	Supervisory Board
Marco Brockhaus Chairman of the Executive Board	Dr. Othmar Belker Chairman of the Supervisory Board