

Branicks



Convocation of the Annual General Meeting of Branicks Group AG

virtual Annual General Meeting,
Thursday, 22. August 2024 | 10:00 a.m.

ISIN: DE 000A1X3XX4

WKN: A1X3XXX



BRANICKS Group AG

Frankfurt / Main

ISIN: DE000A1X3XX4

WKN: A1X3XX

Convocation of the Annual General Meeting*

We invite our shareholders* to the general meeting to be held on **Thursday, August 22, 2024, 10:00 a.m. (CEST)** (= 8:00 a.m. UTC (coordinated universal time)). The meeting will be held as a virtual general meeting without shareholders or their proxies physically attending the place of the general meeting.

Duly registered shareholders and their proxies may connect to the virtual general meeting by means of electronic communication via the password-protected InvestorPortal at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

and participate in the meeting in this way. Irrespective of any registration and exercise of participation rights by way of electronic connection, video and audio of the entire general meeting for shareholders of BRANICKS Group AG and their proxies will be broadcast live via the password-protected InvestorPortal at the above Internet address. The voting rights of duly registered shareholders and their proxies may be

* Convenience translation; the German text is legally binding

* For the sole purpose of better readability, this notice the invitation convening the general meeting does not any use gender-specific notation. All personal designations and terms are to be understood as gender-neutral for the purposes of equal treatment.

exercised exclusively by postal vote (also by way of electronic communication) or by granting power of attorney to the proxies appointed by the company. The duly registered shareholders and their proxies may exercise their rights as described in detail in clause III. of this notice of the invitation for the general meeting. Clause III. of this notice of invitation for the general meeting describes below under "Access to the password-protected InvestorPortal and electronic access to the meeting" how shareholders and their proxies can access the password-protected InvestorPortal.

The place of the general meeting as defined by the German Stock Corporation Act (Aktiengesetz, AktG) is at the company's offices at Neue Mainzer Strasse 32-36, 60311 Frankfurt / Main. Shareholders and their proxies (with the exception of the company's proxies) have no right or opportunity to physically attend the place of the general meeting.

I. Agenda

1. Presentation of the adopted annual financial statements of BRANICKS Group AG and the approved consolidated financial statements as of December 31, 2023, of the combined management report and consolidated management report, the supervisory board's report for the fiscal year 2023 as well as the management board's explanatory report on the disclosures pursuant to sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch, HGB)

The documents submitted with respect to item 1 of the agenda can be viewed on the company's website at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

from the time of the notice of invitation for the general meeting and during the general meeting. The documents will also be explained verbally at the general meeting. The supervisory board has approved the annual financial statements and the consolidated financial statements drawn up by the management board in accordance with sections 171, 172 of the German Stock Corporation Act (Aktiengesetz, AktG). The annual financial statements are thus adopted. In accordance with the statutory provisions, a resolution of the general meeting with respect to item 1 of the agenda therefore will not be necessary.

2. Resolution on the approval of the actions of the members of the management board for the 2023 fiscal year

Management board and supervisory board propose that the actions of the members of the management board in the fiscal year 2023 be approved.

3. Resolution on the approval of the actions of the members of the supervisory board for the 2023 fiscal year

The management board and the supervisory board propose that the actions of the members of the supervisory board named in clause 3.1 through 3.6 below for the 2023 fiscal year be approved:

3.1 Prof. Dr. Gerhard Schmidt (chairman until April 13, 2024)

3.2 Dr. Angela Geerling (chairwoman since April 13, 2024)

3.3 Michael Zahn (deputy chairman)

3.4 Prof. Dr. Ulrich Reuter,

3.5 Eberhard Vetter,

3.6 René Zahnd

The general meeting is to decide on the discharge of the members of the supervisory board by way of an individual vote.

4. Presentation of the remuneration report for the 2023 fiscal year for discussion

In accordance with section 162 AktG, management board and supervisory board have prepared a remuneration report on the remuneration granted and owed to each member of the management board and supervisory board in the 2023 fiscal year.

In accordance with section 162 (3) AktG, the remuneration report was formally audited by the auditor and issued with an audit certificate. The company is a medium-sized corporation as defined in section 267 (2) HGB and meets the requirements of section 120a (5) AktG. The remuneration report therefore will not be submitted to the general meeting for approval but will be discussed under a

separate agenda item. A resolution of the general meeting on item 4 of the agenda is therefore not required.

The remuneration report for the 2023 fiscal year prepared and audited in accordance with section 162 AktG and the report on its audit by the auditor are printed in section II.1. of this notice of invitation and are available from the notice of invitation for of the general meeting and during the general meeting on the company's website at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

5. Election of the auditor of the financial statements and the consolidated financial statements for the 2024 fiscal year and of the auditor for the audit review of the half-annual financial report and a review of any additional financial information during the year

The supervisory board proposes the following resolution:

BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as auditor of the annual financial statements and auditor of the consolidated financial statements for the 2024 fiscal year and as auditor for the review of the condensed financial statements and interim management report for the first half of the 2024 fiscal year (sections 115 (5), 117 German Securities Trading Act (Wertpapierhandelsgesetz, WpHG)). In addition, BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg is appointed as the auditor if the management board decides to have additional financial information within the meaning of section 115 (7) WpHG for the 2024 fiscal year or the 2025 fiscal year reviewed, provided that these are drawn up before the general meeting in the 2025 fiscal year.

The election proposal is based on the audit committee's recommendation.

The audit committee has declared that its recommendation is free from any undue third-party influence and, in particular, that it has not been subject to any clause limiting the selection options as defined by Article 16 (6) of the EU Audit Regulation (Abschlussprüfungsverordnung).

6. By-election to the supervisory board

Prof. Dr. Ulrich Reuter, who was elected to the supervisory board by the general meeting on July 8, 2020 for a term in office until the end of the general meeting that decides on the discharge for the 2024 fiscal year, has resigned from his office as a member of the supervisory board with effect from December 31, 2023, with the consequence that a by-election is to be held.

In accordance with section 95 sentence 2 and section 96 (1) last case, section 101 (1) AktG and section 8 (1) of the articles of association, the supervisory board of the company is composed of six members to be elected by the general meeting.

The supervisory board proposes that the following person be elected to the supervisory board of the company as shareholder representatives for the remainder of the term in office of Prof. Dr. Ulrich Reuter, i.e. for the period from the end of the general annual meeting on August 22, 2024 until the end of the shareholders' meeting which decides on their discharge for the 2024 fiscal year:

Mr. Jürgen Josef Overath, resident in Hennef, managing director and shareholder, OIC-HUB GmbH, Hennef

The election proposal takes into account the objectives set by the supervisory board for its composition and aims to further enhance the competence profile for the entire board. The skills profile and target composition of the supervisory board is set out in the corporate governance declaration for the 2023 fiscal year in accordance with section 289f and section 315d HGB, which is available on the company's website at <https://branicks.com/investor-relations/corporate-governance/erklaerung-zur-unternehmensfuehrung/>. The qualification matrix for the supervisory board as a whole, including the candidate, can also be found on the company's website at <https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>.

The supervisory board has satisfied itself that the proposed candidate can devote the expected amount of time required. It is not intended that Mr. Overath will be proposed to the supervisory board as a candidate for the position of chairman of the supervisory board if he is elected by the general meeting.

The curriculum vitae of the candidate including the information pursuant to section 125 (1) sentence 5 AktG and information pursuant to recommendation C.13 of the German Corporate Governance Code can be found below in section II. of this convening notice under item II.2

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/> where it will be accessible during the general meeting.

7. Resolution on the cancellation of existing authorized capital 2022 and creation of new authorized capital 2024 with the possibility of excluding the subscription right and on the corresponding amendment of the articles of association

The authorization granted to the management board by the general meeting on March 24, 2022 to increase the company's share capital by up to 16,372,232.00 euro with the approval of the supervisory board by issuing new no-par value registered shares against cash and/or non-cash contributions (authorized capital 2022) is to be revoked and renewed. Due to partial use of the authorization, the authorized capital 2022 still exists in the amount of 15,959,088.00 euro at the time the general meeting is convened.

New authorized capital of up to 16,713,102.00 euro, corresponding to around 20% of the current share capital, is to be created (authorized capital 2024).

The management board and the supervisory board propose the following resolution:

a) Cancellation of existing authorized capital 2022

The authorization of the management board resolved by the general meeting on March 24, 2022 under item 8 of the agenda at that time to increase the company's share capital by up to 16,372,232.00 euro until March 23, 2027 with the approval of the supervisory board by issuing new no-par value registered shares against cash and/or non-cash contributions (authorized capital 2022), which at the time of convening the general meeting still exists in the amount of 15,959,088.00 euro, will be canceled with effect from the time of entry in the company's commercial register of the new authorized capital to be resolved under b) below and amendment of the articles of association to be resolved under c) below, unless it has already been used or will have been used by the time this cancellation takes effect.

b) Creation of new authorized capital 2024

The management board will be authorized, with the approval of the supervisory board, to increase the share capital by up to a total of 16,713,102.00 euro

(authorized capital 2024) by issuing new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until August 21, 2029. The number of shares must increase in the same proportion as the share capital.

Generally, shareholders must be granted a subscription right. The shares may also be acquired by one or more banks or companies specified by the management board within the meaning of section 186 (5) sentence 1 AktG with the obligation to offer them to shareholders for subscription (indirect subscription right).

However, with the consent of the supervisory board, the management board is authorized to exclude the subscription right of shareholders,

- to exclude fractional amounts from the subscription right of shareholders;
- if the new shares are issued in return for cash, and the issue price of the new shares is not significantly below the market price of already listed shares that are essentially the same. The number of shares that are issued in this manner without a subscription right may not exceed 20% of the share capital, neither at the time this authorization becomes effective nor at the time this authorization is exercised. In a direct or appropriate application of section 186 (3) sentence 4 AktG, the maximum amount of 20% of the share capital must include other shares which are issued or sold without a subscription right during the term of this authorization. Shares to be issued to service option and/or conversion rights or conversion obligations arising from option bonds and/or convertible bonds and/or profit participation rights are to be taken into account as well, provided these bonds or profit participation rights are issued during the term of this authorization to exclude the subscription right in accordance with the section 186 (3) sentence 4 AktG;
- if the capital increase is made in return for a contribution in kind, in particular for the purpose of acquiring companies, parts of companies, shareholdings or other assets related to an acquisition project, or in the context of mergers; or
- to the extent this is necessary to grant holders or creditors of option and/or convertible bonds with option and/or conversion rights or option or conversion obligations that previously were issued by the company or companies in which the company holds a 100% stake, either directly or

indirectly, a subscription right to bonds to the same extent they would be entitled to after the exercise of the option or conversion rights and/or after the fulfillment of option or conversion obligations.

The management board is, with the consent of the supervisory board, authorized to specify the particulars of the share rights, the further details of the capital increase and the terms of the share issue, particularly the issue amount.

The supervisory board is authorized to amend the applicable version of the articles of association accordingly after the utilization of the authorized capital or the expiry of the period for the utilization of the authorized capital.

c) Amendment to the articles of association

Section 5 of the articles of association is repealed and reworded as follows:

"Section 5

Authorized capital

The management board will be authorized, with the approval of the supervisory board, to increase the share capital by up to a total of 16,713,102.00 euro (authorized capital 2024) by issuing new no-par value registered shares against cash and/or non-cash contributions on one or more occasions until August 21, 2029. The number of shares must increase in the same proportion as the share capital.

Generally, shareholders must be granted a subscription right. The shares may also be acquired by one or more banks or companies specified by the management board within the meaning of section 186 (5) sentence 1 AktG with the obligation to offer them to shareholders for subscription (indirect subscription right).

The management board is, with the consent of the supervisory board, authorized to exclude the subscription right of shareholders, however,

- to exclude fractional amounts from the subscription right of shareholders;
- if the new shares are issued in return for cash, and the issue price of the new shares is not significantly below the market price of already listed shares that are essentially the same. The number of shares that are issued in this manner without a subscription right may not exceed 20% of the share capital, neither at the time this authorization becomes effective nor at the time this

authorization is exercised. In a direct or appropriate application of section 186 (3) sentence 4 AktG, the maximum amount of 20% of the share capital must include other shares which are issued or sold without a subscription right during the term of this authorization. Shares to be issued to service option and/or conversion rights or conversion obligations arising from option bonds and/or convertible bonds and/or profit participation rights are to be taken into account as well, provided these bonds or profit participation rights are issued during the term of this authorization to exclude the subscription right in accordance with the section 186 (3) sentence 4 AktG;

- if the capital increase is made in return for a contribution in kind, in particular for the purpose of acquiring companies, parts of companies, shareholdings or other assets related to an acquisition project, or in the context of mergers; or
- to the extent this is necessary to grant holders or creditors of option and/or convertible bonds with option and/or conversion rights or option or conversion obligations that previously were issued by the company or companies in which the company holds a 100% stake, either directly or indirectly, a subscription right to bonds to the same extent they would be entitled to after the exercise of the option or conversion rights and/or after the fulfillment of option or conversion obligations.

The management board is, with the consent of the supervisory board, authorized to specify the particulars of the share rights, the further details of the capital increase and the terms of the share issue, particularly the issue amount.

The supervisory board is authorized to amend the applicable version of the articles of association accordingly after the utilization of the authorized capital or the expiry of the period for the utilization of the authorized capital.”

d) Instruction

The management board is instructed to file the resolution on the cancellation of the authorized capital 2022 and the cancellation of section 5 of the articles of association for entry in the commercial register in such a way that the cancellation is only entered if the new authorized capital 2024 to be resolved under b) of this agenda item and the amendment to the articles of association to be resolved under c) of this agenda item are entered at the same time. The management board is

authorized to apply for the authorized capital 2024 to be entered in the commercial register independently of the other resolutions of the general meeting.

The written report drafted by the management board in accordance with section 203 (2) sentence 2 and section 186 (4) sentence 2 AktG on the reasons for the authorization of the management board to exclude the subscription right of shareholders in the utilization of the authorized capital 2024 is available from the date of convening the general meeting at:

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

We would like to point out that the company will not have any further authorized capital in addition to the new authorized capital 2024 proposed above under cancellation of the existing authorized capital 2022. Conditional capital 2022 of up to 16,372,232.00 euro exists in accordance with section 6 of the articles of association to service option and/or conversion rights or conversion obligations from bonds with warrants and/or convertible bonds, which the company is authorized to issue - in certain cases also with the exclusion of subscription rights - until March 23, 2027. In addition, the company has been authorized until March 23, 2027 to acquire treasury shares amounting to ten percent of the share capital of 81,861,163.00 euro existing at the time or - if this value is lower - of the share capital existing at the time the authorization is exercised.

8. Resolution on a change in the object of the company and amendment of section 2 of the articles of association

BRANICKS Group AG is the holding and management company of the BRANICKS Group. The operating real estate activities and the management of the institutional business are mainly organized via subsidiaries. As the company already fulfills a significant part of its corporate purpose through subsidiaries, this is now to be clarified accordingly in the wording of the corporate purpose and adapted to the current focus of business activities.

The management board and the supervisory board propose the following resolution:

The following new sentence 3 is added to section 2 (2) of the articles of association:

"The company may combine companies under uniform management or limit itself to the management of participations."

In all other aspects, section 2 of the articles of association remains unchanged.

II. Reports to the general meeting and further information on the agenda

1. Remuneration report of BRANICKS Group AG pursuant to section 162 AktG, including audit certificate (agenda item 4)

REMUNERATION REPORT

This remuneration report under section 162 AktG explains amount and structure of remuneration for the members of the management board and supervisory board in the 2023 fiscal year. The recommendations of the German Corporate Governance Code (DCGK) in the version dated April 28, 2022, have also been taken into account in accordance with the statement of compliance.

Review of the 2023 fiscal year from a remuneration perspective

In the 2023 fiscal year (reporting year), the management board consisted of the chairman of the management board Sonja Wärntges (CEO and CFO; appointed until June 30, 2027), the Chief Investment Officer Johannes von Mutius (CIO; appointed until December 31, 2026), the Chief Institutional Business Officer Torsten Doyen (CIBO; appointed until December 31, 2025) and the Chief Operations Officer Christian Fritzsche (COO; appointed until December 31, 2025).

At supervisory board level, Prof. Dr. Ulrich Reuter stepped down from the supervisory board with effect from December 31, 2023 and left the supervisory board at the end of the reporting period.

On February 8, 2021, the supervisory board adopted a system for the remuneration of members of the management board in accordance with section 87a AktG and submitted it to the general meeting on March 24, 2021 for approval. The general meeting approved the remuneration system for the members of the management board with a majority of 85.26 percent. In addition, the general meeting in 2021 also confirmed the remuneration for the members of the supervisory board and the underlying remuneration system based (sections 113 (3), 87a (1) sentence 2 AktG) with a majority of 85.39 percent.

The remuneration system for members of the management board applies to all service agreements with members of the management board that are newly concluded, amended or renewed two months after the general meeting's approval of the remuneration system. Accordingly, the existing contracts with Sonja Wärntges (from July 1, 2022), Johannes von Mutius (from September 1, 2022) and Torsten Doyen and Christian Fritzsche (both from January 1, 2023) are

subject to the current remuneration system.

Until the respective contract extension in the 2022 fiscal year, the existing agreements with Sonja Wärntges and Johannes von Mutius were concluded before the new remuneration system came into force. Accordingly, the current remuneration system was not yet applicable to these existing regulations in the 2023 fiscal year.

Remuneration system for the management board

The remuneration system for the management board complies with the requirements of the German Stock Corporation Act and in particular contains the stipulations provided for in section 87a AktG.

The remuneration system provides for both fixed and variable remuneration elements as components of the total remuneration for the members of the management board. The total remuneration comprises (i) fixed remuneration and fringe benefits, (ii) performance-related variable remuneration (bonus) with a one-year assessment period as a short-term incentive (STI) and (iii) options on virtual shares in the company as a share-based remuneration element with a long-term incentive effect (long-term incentive (LTI)). The total remuneration is commensurate with the tasks of the respective member of the management board, their personal performance, the economic situation, the success and the future prospects of Branicks Group AG and is also appropriate taking into account the comparative environment and the remuneration structure that otherwise applies in the company. In particular, the remuneration structure underlying the remuneration system uses share-based remuneration to set long-term behavioral incentives, with an overall focus on a sustainable and long-term corporate development. At the same time, remuneration aims to be competitive.

The supervisory board periodically reviews the system of remuneration and the adequacy of remuneration of the management board at its due discretion and, where required, also does so on an ad hoc basis - and in any case at least every four years. For this purpose, a vertical comparison is made between the remuneration of the management board and the remuneration of the management level below board level as well as the total workforce of Branicks Group AG and its group companies. In order to assess the customary nature of the specific total remuneration of the members of the management board in comparison with other companies, the supervisory board also uses a suitable peer group of other companies in the real estate sector. For this peer group comparison, the market

position of the companies in comparison to Branicks Group AG is taken into account in particular. Against this backdrop, various remuneration data from listed companies with a focus on commercial real estate investments, such as Aroundtown SA, alstria office REIT-AG, Hamborner REIT AG and DEMIRE Deutsche Mittelstands Real Estate AG, were recently used.

Overview of remuneration components (remuneration system)

The basic components of the remuneration system as well as their respective structure are summarized in the following table:

Remuneration component	Assessment basis
Non-performance-related remuneration	
Fixed annual salary	Amount of fixed remuneration is specified in the service agreement Remuneration is paid in equal monthly installments
Fringe benefits	Fringe benefits consist in particular of the supply of a company car, limited contributions to health, nursing care and pension insurance, as well as other benefits customary in the market
Performance-related remuneration	
STI: Annual bonus	Supervisory board sets company-related or personal targets for STI in connection with preparation of annual budget Achievement of a contractually defined threshold (annual funds from operations (FFO) generated in the Branicks Group) as an additional payout requirement or performance target The amount of the STI payout is determined by the supervisory board at its discretion, taking into account the achievement of targets and the contractual agreements
LTI: options for virtual shares	Share-based remuneration element with long-term incentive effect One-time granting of options for virtual shares for the respective term of the management board service agreement (usually 3 - 5 years) Share price-dependent increase factor in the event of positive share price performance (up to tripling of the payout amount)
Other remuneration arrangements	
Maximal remuneration	Maximum total annual expense for total remuneration of the individual member of the management board <ul style="list-style-type: none"> • Chairman of the management board: 3.0 million euro • Members of the management board: 2.5 million euro

Fixed remuneration components

Fixed annual salary

The members of the management board receive the fixed annual salary stipulated in their service agreements, paid in twelve monthly installments at the end of each calendar month.

The fixed annual salary granted to the members of the management board in the 2023 fiscal year is shown in the table below (individualized disclosure of remuneration granted and owed (management board)).

Fringe benefits

In addition to the fixed annual salary, the members of the management board are granted contractually agreed fringe benefits. These include an adequate company vehicle and a cell phone for business and private use.

The members of the management board are also granted subsidies amounting to 50% of the contributions made by the respective member of the management board to health and long-term care insurance and pension insurance (currently up to a maximum of 700.00 euro per month). Furthermore, the members of the management board have insurance cover under the D&O insurance policy with the excess provided for by law, as well as accident insurance.

The option of paying a lump-sum relocation allowance for new appointments to the management board in the event of a change of location did not come into effect in the 2023 fiscal year.

The expense amount of the fringe benefits granted to the members of the management board in the 2023 fiscal year is shown in the table below (individualized disclosure of remuneration granted and owed (management board)).

Short-term incentive (STI)

As a short-term variable remuneration (short-term incentive - STI) with a one-year assessment period, the members of the management board are granted a performance-related bonus.

The amount of the STI for the members of the management board within the scope of the remuneration system depends on the extent to which company-related and personal targets have been achieved. An additional prerequisite for payment from

the STI or additional performance target within the scope of the remuneration system is the achievement or degree of achievement of a threshold value defined in the employment contract or a target value defined by the supervisory board with regard to the funds from operations (FFO) generated by the Branicks Group in the respective fiscal year.

The absolute amount of the STI is not contractually limited (within the scope of the remuneration system, however, the maximum remuneration specified therein applies). The supervisory board decides on the bonus annually by May 31 of the following year. The amount of the respective payments is determined at the discretion of the supervisory board, taking into account the contractual agreements and the established target achievement. The bonus is paid on the last banking day of the month in which the supervisory board decides on the bonus.

Contribution to the long-term development of Branicks Group AG

Within the scope of the remuneration system, payments from the STI depend on the achievement of a threshold value or the degree of achievement of a target value from funds from operations (FFO) as the operating result from real estate management. This ties in with a key performance indicator of major importance for the strategic orientation of the Branicks Group AG. In addition, setting individual or collective annual targets makes it possible to provide incentives for achieving specific objectives of major significance for the company's operational and strategic development.

Timing of reported STI remuneration

In the reporting year, the STI (annual bonus) for the 2022 fiscal year was paid out to Sonja Wärntges and Johannes von Mutius, who were members of the management board during the reporting period. The corresponding payment amounts thus are to be considered "granted" in the reporting year as defined in section 162 (1) sentence 1 AktG and are shown in the following table with the individualized remuneration granted and owed as defined in section 162 (1) AktG for the current members of the management board. As explained, the STI granted in the reporting year is not yet subject to the current remuneration system until June 30, 2022 (Sonja Wärntges) or August 31, 2022 (Johannes von Mutius) but is basically the same in terms of content. The STI granted for the period from July 1, 2022 (Sonja Wärntges) and from September 1, 2022 (Johannes von Mutius) in the reporting year is subject to the current remuneration system. The application of

the performance criteria is also explained and stated below for the STI granted (i.e. paid out) in the reporting year.

With regard to the STI (annual bonus) awarded for activities in the reporting year, target achievement will not be determined by the supervisory board until the current 2024 fiscal year. Payment will be made by May 31, 2024, which is why the legal due date is no longer in the reporting year. The STI awarded for the activity in the reporting year is therefore generally neither to be regarded as remuneration "granted" in the 2023 fiscal year nor as remuneration "owed" (accrued or at least due) in the 2023 fiscal year.

Target achievement and payout (STI paid out in 2023)

The performance of the current members of the management board in the 2022 fiscal year was assessed on the basis of the following objectives of key importance for the operational and strategic development of the company, which were defined in advance by the supervisory board as part of the budget preparation for the 2022 fiscal year. After the end of the 2022 fiscal year, the supervisory board assessed the target achievement and determined the respective payout amounts, taking into account the corresponding weighting.

The prerequisite for payments from the STI for the period until June 30, 2022 (Sonja Wärntges) and until August 31, 2022 (Johannes von Mutius) is the achievement of the threshold value for FFO in the amount of 90 million euro (Branicks Group). With regard to the FFO generated in the Group in the 2022 fiscal year in the amount of 114.2 million euro, the threshold value has been exceeded and the entry requirement fulfilled accordingly. For the period from July 1, 2022 (Sonja Wärntges) and from September 1, 2022 (Johannes von Mutius), the supervisory board has set a target value for FFO per share at the end of the 2022 fiscal year. This target was achieved 100%.

For the 2022 fiscal year, the supervisory board has set the achievement of the budget as the key performance criterion for the annual bonus (STI) as a company-related target for the Chief Executive Officer (CEO) Sonja Wärntges and the Chief Investment Officer (CIO) Johannes von Mutius. With regard to this target, full target achievement (100%) has been determined after the end of the fiscal year. Taking into account a weighting of 50%, a disbursement amount of 200,000.00 euro for Sonja Wärntges and in the amount of 100,000.00 euro for Johannes von Mutius was set for this target.

In addition, the supervisory board has set personal targets for 2022 in connection with the following areas

- * Strategy/finance (Sonja Wärntges)
- * Purchase/sale (Johannes von Mutius)

The individual targets set for the current members of the management board for the 2022 fiscal year in their respective business areas were each achieved 100% in terms of strategy implementation/optimization of the financing structure (Sonja Wärntges), acquisition volume and sales success (Johannes von Mutius).

The following disbursement amounts were determined for these targets: 200,000.00 euro for Sonja Wärntges and in the amount of 100,000.00 euro for Johannes von Mutius.

For the 2022 fiscal year, the supervisory board has accordingly determined the following payout amounts in relation to the STI (in total)

Overview of payments (STI paid out in 2023) to members of the management board in office in the reporting year

Member of the management board	Amount paid
Sonja Wärntges	EUR 400,000.00
Johannes von Mutius	EUR 200,000.00

The achievement of targets and payment of the STI awarded for activities in the reporting year will be reported in the remuneration report for the current fiscal year (2024).

Long-term incentive (LTI)

As a share-based remuneration element with a long-term incentive (LTI), the members of the management board are granted options on so-called "virtual" shares in Branicks Group AG. The options are granted once for the respective agreed term of the management board service agreement.

The number of options granted is contractually regulated individually and is capped. The options are notional and only grant the right to cash payment; no shares are delivered. Exercising the options is linked to the completion of a certain number of years of service (vesting period). The duration of the vesting period is contractually regulated individually and is based on the term of the respective management board service agreement, which is generally three to five years.

When exercising the options, the special remuneration is generally calculated as the positive difference between the average closing price in a reference period of ten trading days prior to exercising the options and the settlement price individually regulated by contract. In addition, an increase factor dependent on the reference price is applied, with the amount paid out as a special bonus increased up to threefold.

No share-based remuneration elements were paid out in the 2023 fiscal year.

Torsten Doyen and Christian Fritzsche were granted new options on virtual shares in Branicks Group AG in the reporting year as part of their employment contracts, which begin on January 1, 2023.

The tranches agreed in the service contracts with the members of the management board in office during the reporting year as at December 31, 2023 are shown below.

Options for virtual shares		
	Number of stock options	Exercise possible from
Sonja Wärntges	180,000	31.12.2023
	200,000	30.06.2027
Johannes von Mutius	100,000	31.12.2023
	100,000	31.12.2026
Torsten Doyen	70,000	31.12.2025
Christian Fritzsche	70,000	31.12.2025

Contribution to the long-term development of Branicks Group AG

By granting options on virtual shares as a share-based remuneration element, the members of the management board can participate in increases in the share price. In this way, the LTI works towards aligning the interests of members of the management board and shareholders, thus promoting the strategic goal of increasing the value of the company in the long term.

Malus/clawback

As there is no provision for an option of reclaiming variable remuneration components, no reclaim has been made.

Maximum remuneration

In accordance with the statutory requirement in section 87a (1) sentence 2 no. 1 AktG, the supervisory board has set a maximum remuneration for the members of the management board in the remuneration system, limiting the total remuneration to be granted for a fiscal year (total of all remuneration paid by the company in the fiscal year, including annual base salary, variable remuneration components and fringe benefits), irrespective of the fiscal year in which the corresponding remuneration element is paid out. The maximum remuneration is 3,000,000.00 euro for the chairman of the management board and 2,500,000.00 euro for each of the other ordinary members of the management board.

Due to the payment of the STI after the end of the reporting year and the deferred payment of the LTI (options on virtual shares), the extent to which the maximum remuneration for the reporting year has been complied with usually is determined only retrospectively when the respective payment is made. Compliance with the maximum remuneration for the 2022 fiscal year is therefore reported here. Compliance with the maximum remuneration for the reporting year will be reported in the remuneration report for the current 2024 fiscal year and updated accordingly.

The maximum remuneration was complied with in the 2022 fiscal year. This can be seen in the table below.

Compliance with the maximum remuneration

Member of the management board, position	Fixed remuneration		Variable remuneration		Total	Maximum remuneration
	Annual salary	Fringe benefits	STI	LTI		
	in EUR	in EUR	in EUR	in EUR	in EUR	in EUR
Sonja Wärntges, CEO	1,075,000.02	26,949.01	500,000.00	0.00	1,601,949.03	3,000,000.00
Johannes von Mutius, CIO	650,000.00	29,242.30	375,000.00	0.00	1,054,242.30	2,500,000.00

Third-party services

In the 2023 fiscal year, no member of the management board was promised or granted benefits by a third party with regard to their activities as a member of the management board.

Regulations in the event of termination of management board activities

The service agreements of the members of the management board do not contain an explicit severance payment commitment. In cases of early termination of a management board position, to the extent possible, the supervisory board takes into account that payments to departing members of the management board should not exceed two years' remuneration (severance payment cap) and should not compensate more than the remaining term of the employment agreement.

If a member of the management board dies during the term of their management board service agreement, the fixed annual salary and variable remuneration will continue to be paid to the surviving dependents on a pro rata basis for a period of six months after the end of the month in which the member of the management board has died. If a member of the management board becomes permanently incapacitated for work during the term of the agreement, the management board service agreement will end three months after the end of the half-year in which the permanent incapacity for work was established. In the event of illness, remuneration will continue to be paid for a period of six months, but not beyond the termination of the agreement of service of such member of the management board.

No commitments have been made to provide company pensions for members of the management board.

Disclosure of remuneration granted and owed to members of the management board

The following table shows the fixed and variable remuneration components granted and owed in the past fiscal year (2023) to the members of the management board in office in the reporting year, including the respective relative share in accordance with section 162 AktG. Accordingly, the table contains all amounts that actually accrued to the individual members of the management board in the reporting year ("remuneration granted") and all remuneration that is legally due but has not yet accrued ("remuneration owed"). The respective previous year's figures (remuneration granted or owed in 2022) are shown in

context. The relative shares of the individual remuneration elements (in %) are shown in relation to the total remuneration reported in each case.

For STI remuneration, the bonus paid ("granted") in the reporting year is shown. The bonus (STI) paid out in the previous fiscal year (2022) is shown for comparison.

With regard to the LTI remuneration (long-term share price-oriented remuneration in the form of options on virtual shares), no payments were made in the 2023 fiscal year. The payments made from the LTI in the previous fiscal year (2022) are shown for comparison.

Individualized disclosure of remuneration granted and owed (management board)

Member of the management board, position	Fixed remuneration				Variable remuneration				Total
	Annual salary		Fringe benefits		STI		LTI		
	in EUR	in %	in EUR	in %	in EUR	in %	in EUR	in %	in EUR
Sonja Wärtges, CEO	1,250,000.04	74.4	29,782.78	1.8	400,000.00	23.8	0.00	0.0	1,679,782.82
Previous year (2022)	1,075,000.02	67.1	26,949.01	1.7	500,000.00	31.2	0.00	0.0	1,601,949.03
Johannes von Mutius, CIO	750,000.00	76.2	33,976.11	3.5	200,000.00	20.3	0.00	0.0	983,976.11
Previous year (2022)	650,000.00	61.7	29,242.30	2.8	375,000.00	35.5	0.00	0.0	1,054,242.30
Torsten Doyen, CIBO	500,000.04	96.7	17,122.86	3.3	0.00	0.0	0.00	0.0	517,122.90
Previous year (2022)	n/a	-	n/a	-	n/a	-	n/a	-	n/a
Christian Fritzsche, COO	450,000.00	94.7	25,022.88	5.3	0.00	0	0.00	0.0	475,022.88
Previous year (2022)	n/a	-	n/a	-	n/a	-	n/a	-	n/a
Total	2,950,000.08	80.7	105,904.63	2.9	600,000.00	16.4	0.00	0.0	3,655,904.71
Previous year (2022)	1,725,000.02	65.0	56,191.31	2.1	875,000.00	32.9	0.00	0.0	2,656,191.33

Activities performed by the members of the management board in management and/or supervisory functions at subsidiaries or associated companies of Branicks Group AG are compensated with the management board remuneration at Branicks Group AG.

Benefits on the occasion of termination of board activities

In the reporting year (2023), no payments were made in connection with the termination of management board activities.

Payments to former members of the management board in the 2023 fiscal year

The following table shows the fixed and variable remuneration components granted and owed to the former members of the management board in the past fiscal year (2023), including the respective relative share in accordance with section 162 AktG.

For STI remuneration, the bonus paid ("granted") in the reporting year is shown. The bonus (STI) paid out in the previous fiscal year (2022) is shown for comparison.

With regard to the LTI remuneration (long-term share price-oriented remuneration in the form of options on virtual shares), no payments were made in the 2023 fiscal year. The payments made from the LTI in the previous fiscal year (2022) are shown for comparison.

Remuneration of former members of the management board

Former member of the management board	Fixed remuneration				Variable remuneration				Total
	Annual salary		Fringe benefits		STI		LTI		
	in EUR	in %	in EUR	in %	in EUR	in %	in EUR	in %	in EUR
Patrick Weiden ¹	250,000.02	57.3	11,218.20	2.6	175,000.00	40.1	0.00	0	436,218.22
Previous year (2022)	500,000.04	59.2	20,186.63	2.4	325,000.00	38.4	0.00	0	845,186.67
Christian Bock ¹	225,000.00	67.1	10,128.00	3.0	100,000.00	29.8	0.00	0	335,128.00
Previous year (2022)	450,000.00	58.5	19,548.29	2.5	300,000.00	39.0	0.00	0	769,548.29
Total	475,000.02	61.6	21,346.20	2.8	275,000.00	35.6	0.00	0	771,346.22
Previous year (2022)	950,000.04	58.8	39,734.92	2.5	625,000.00	38.7	0.00	0	1,614,734.96

¹ Member of the management board until December 31, 2022

Remuneration of the members of the supervisory board in the 2023 fiscal year

The remuneration of the members of the supervisory board is based on section 10 of the articles of association of Branicks Group AG. The provisions of the articles of association regulate both the specific remuneration for the members of the supervisory board of Branicks Group AG and the underlying remuneration system (sections 113 (3) sentence 3, 87a (1) sentence 2 AktG). The remuneration for the members of the supervisory board was confirmed by the general meeting on March 24, 2021.

In accordance with section 10 of the articles of association of Branicks Group AG, each member of the supervisory board receives remuneration commensurate with their activities, consisting of a fixed salary and variable, performance-related remuneration. The members of the supervisory board each receive fixed remuneration in the amount of 50,000.00 euro for each full fiscal year of membership of the supervisory board, payable after the end of the fiscal year and to be recognized as an expense. In addition, individual members receive 2,500.00 euro annually for each percent of dividend distributed in excess of a percentage of ten percent calculated on the amount of the share capital, up to a maximum of 50,000.00 euro. The chairman receives double and the vice chairman 1.5 times the fixed remuneration and variable remuneration.

Members of the supervisory board who belong to a committee of the supervisory board that has met at least once in the fiscal year, additionally receive remuneration in the amount of 10,000.00 euro per committee for each full fiscal year of their membership in such committee, up to a maximum of 20,000.00 euro in total. The chairman of a supervisory board committee receives twice this additional remuneration. In the years of taking up or leaving office, members of the supervisory board will receive remuneration pro rata temporis.

In addition to their remuneration, each member of the supervisory board receives reimbursement of their expenses, including value-added tax.

The remuneration for the supervisory board takes account of the supervisory board's supervisory role through the function-related fixed remuneration. The variable remuneration, which is limited in amount and based on the dividend payout as a key performance indicator for shareholders, also makes an additional contribution to promoting the business strategy and long-term corporate development.

In the 2023 fiscal year, the remuneration granted and owed to the members of the supervisory board was paid in full in accordance with the unchanged remuneration system and section 10 of the articles of association.

Disclosure of remuneration granted and owed to members of the supervisory board

The following table shows the fixed and variable remuneration granted and owed to the members of the supervisory board in the reporting year, including the respective relative share under section 162 AktG. The remuneration of the supervisory board is paid after the end of the respective fiscal year. This is therefore the remuneration paid in the reporting year for supervisory board activities in the previous 2022 fiscal year. The variable remuneration component takes into account the dividend distribution of 0.75 euro per dividend-bearing share (62,364,274.50 euro in total) resolved at the general meeting on March 30, 2023, resulting in the maximum amount of variable remuneration described above. As there is no provision for an option of reclaiming variable remuneration components, no reclaim has been made.

Individualized disclosure of remuneration granted and owed (supervisory board)							
Member of the supervisory board, position	Fixed remuneration		Variable remuneration		Remuneration committee membership		Total in EUR
	in EUR	in %	in EUR	in %	in EUR	in %	
Prof. Dr. Gerhard Schmidt ¹ (Chairman)	100,000.00	47.6	100,000.00	47.6	10,000.00	4.8	210,000.00
Previous year (2022)	100,000.00	47.6	100,000.00	47.6	10,000.00	4.8	210,000.00
Dr. Angela Geerling ²	34,520.55	50.0	34,520.55	50.0	0.00	0.0	69,041.10
Previous year (2022)	0.00	0.0	0.00	0.0	0.00	0.0	0.00
Michael Zahn (Deputy chairman)	75,000.00	48.7	75,000.00	48.7	4,036.54	2.6	154,036.54
Previous year (2022)	65,616.44	48.9	65,616.44	48.9	2,967.49	2.2	134,200.37
Prof. Dr. Ulrich Reuter ³	50,000.00	41.7	50,000.00	41.7	20,000.00	16.6	120,000.00
Previous year (2022)	50,000.00	41.7	50,000.00	41.7	20,000.00	16.6	120,000.00
Eberhard Vetter	50,000.00	50.0	50,000.00	50.0	0.00	0.0	100,000.00

Previous year (2022)	0.00	0.0	0.00	0.0	0.00	0.0	0.00
René Zahnd	50,000.00	45.4	50,000.00	45.4	10,000.00	9.2	110,000.00
Previous year (2022)	50,000.00	45.4	50,000.00	45.4	10,000.00	9.2	110,000.00
Klaus-Jürgen Sontowski ⁴ (Deputy chairman)	17,054.79	50.0	17,054.79	50.0	0.00	0.0	34,109.58
Previous year (2022)	75,000.00	50.0	75,000.00	50.0	0.00	0.0	150,000.00
Total	376,575.34	47.2	376,575.34	47.2	44,036.54	5.6	797,187.22
Previous year (2022)	340,616.44	47.0	340,616.44	47.0	42,967.49	6.0	724,200.37

¹ Chairman of the supervisory board until April 13, 2024

² Member of the supervisory board since March 24, 2022; chairman of the supervisory board since April 13, 2024

³ Member of the supervisory board until December 31, 2023

⁴ Member of the supervisory board until March 24, 2022

The law firm Weil, Gotshal & Manges LLP, in which the chairman of the supervisory board in the 2022 fiscal year, Prof. Dr. Gerhard Schmidt, is a partner, received 647,000 euro (previous year: 1,750,000 euro) in remuneration for services received. The supervisory board had approved the mandate with the abstention of the supervisory board chairman. The services remunerated in the 2023 fiscal year related to company law and other legal issues.

Comparative presentation of remuneration and earnings development

The following comparative presentation shows the percentage annual change in the remuneration granted and owed to members of the management board and supervisory board, the earnings performance of Branicks Group AG (consolidated and individual financial statements) and the remuneration of employees on a full-time equivalent basis. For the latter, the average wages and salaries of the entire workforce of Branicks Group AG and its group companies in Germany are compared. The table shows the respective changes for the past five fiscal years compared with the previous fiscal year (with the exception of the development of employee remuneration, which is presented in accordance with the statutory requirements (section 26j (2) sentence 2 of the Introductory Act to the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG)) from the 2020 fiscal year onward and will be built up successively). As the terms of section 162 (1) sentence 1 AktG apply to the remuneration granted or owed to the members of the company's executive bodies, the remuneration received or due in the

respective fiscal year is taken into account. With regard to the remuneration of the members of the management board, the fact that the amounts from the LTI options for virtual shares that are not granted annually are flowing only after the end of the respective vesting period, may also cause significant fluctuations.

Comparative presentation of the development of remuneration and earnings for the management board and members of the supervisory board

	Change 2023 compared to 2022 (in %)	Change 2022 vs. 2021 (in %)	Change 2021 vs. 2020 (in %)	Change 2020 vs. 2019 (in %)	Change 2019 vs. 2018 (in %)
Members of the management board					
Sonja Wärntges	5	-20	41	24	30
Johannes von Mutius	-7	-22	35	17	26
Torsten Doyen ¹	n/a	n/a	n/a	n/a	n/a
Christian Fritzsche ¹	n/a	n/a	n/a	n/a	n/a
Patrick Weiden ²	-48	19	10	-	-
Christian Bock ²	-56	37	189	-	-
Members of the supervisory board					
Prof. Dr. Gerhard Schmidt ³ (Chairman)	0	0	100	0	0
Klaus-Jürgen Sontowski ⁴ (Deputy chairman until March 24, 2022)	-1	0	100	0	0
Michael Zahn ⁵ (Deputy chairman from May 18, 2021)	-5	277	100	-	-
Prof. Dr. Ulrich Reuter ⁶	0	0	100	2	7
Eberhard Vetter ⁷	0	-100	100	33	100
René Zahnd ⁸	0	9	227	100	-
Dr. Angela Geerling ⁹	0	n/a	n/a	n/a	n/a
Earnings situation (percentage change)					
FFO	-55	7	11	2	40
Net income	-265	-30	6	11	55
Average wage	11	2	5	-	-

¹ Director since January 1, 2023

² Joined during the year in 2020; director until December 31, 2022

³ Chairman of the supervisory board until April 13, 2024

⁴ Withdrawal during the year in 2022

⁵ Entry during the year 2020

⁶ Member of the supervisory board until December 31, 2023

⁷ Entry during the year 2018

⁸ Entry during the year 2019

⁹ Member of the supervisory board since March 24, 2022, chairman of the supervisory board since April 13, 2024

Independent auditor's report on the audit of the remuneration report in accordance with section 162 (3) AktG

To BRANICKS Group AG (formerly DIC Asset AG), Frankfurt / Main

A. Audit opinion

We have formally audited the remuneration report of BRANICKS Group AG (formerly DIC Asset AG), Frankfurt / Main, for the fiscal year from January 1, 2023 to December 31, 2023 to determine whether the disclosures pursuant to section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report includes in all material respects the disclosures required by section 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

B. Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with section 162 (3) AktG and the IDW Auditing Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW PS 870 (08.2021)). Our responsibility under that provision and standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have applied the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in the Auditing Practice (IDW QS 1). We have complied with the professional duties pursuant to the German Auditors' Code and the professional statutes for auditors/sworn accountants, including the requirements for independence.

C. Responsibility of management board and supervisory board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of section 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation

of a remuneration report that is free from material misstatement, whether due to fraud or error.

D. Responsibility of the auditor

Our objective is to obtain reasonable assurance about whether the remuneration report includes, in all material respects, the disclosures required by section 162 (1) and (2) AktG and to issue an auditor's report thereon.

We have planned and performed our audit such that we can ascertain the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by section 162 (1) and (2) AktG. In accordance with section 162 (3) AktG, we have not audited the content accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

E. Dealing with any misleading representations

As part of our audit we have the responsibility to read the remuneration report in the light of knowledge obtained in the audit of the financial statements, and to remain alert for indications as to whether the remuneration report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the individual disclosures, or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that there are in fact such misleading representations, we are required to report that fact. We have nothing to report in this regard.

Hamburg, April 29, 2024

BDO AG
Auditing company

signed Härle
Auditor

signed Hyckel
Auditor

2. Curriculum vitae of the candidate for the by-election to the supervisory board including the information pursuant to section 125 (1) sentence 5 AktG and information pursuant to recommendation C.13 of the German Corporate Governance Code (agenda item 6)

Mr. Jürgen Josef Overath

Proposed for election to the supervisory board of BRANICKS Group AG for the first time.

Curriculum vitae

Personal details

Year of birth: 1963
Nationality: German
Place of residence: Hennef

Current position

Managing Director and Partner, OIC-HUB GmbH, Hennef

Professional career

Since March 2023	OIC-Hub GmbH, Hennef Managing Director and shareholder, advice and support for family offices in Germany
2018 – 2020	TLG Immobilien AG, Berlin Director (COO)
2017 – 2018	SSN Development Group, Düsseldorf and Zug, Switzerland German head
2015 – 2017	Freelance work, support for family offices

2007 – 2014	Foundation of the "Deutschland Plattform" DO deutsche Office AG for commercial real estate, Cologne
2005 – 2007	DIC Asset AG, Frankfurt a. M. Director (COO)
1999 – 2005	Corpus Sireo Real Estate Group, Cologne Managing Director for Commercial Real Estate (Asset Management, Acquisition and Disinvestment)
1992 – 1999	Founding of Overath & Partner GmbH, Hennef Design, leasing and development of nationwide retail parks and shopping centers, construction of detached and semi-detached houses
1990 – 1992	Gemini Area Group, Hennef Partner

Education

- Training as a mechanic
- Training as an office administrator
- Part-time degree course in business administration (IHK) in Cologne

Special qualifications as part of the skills profile or skills matrix

- Familiarity with the business areas of commercial real estate and asset and property management
- Knowledge of the management of a medium-sized or larger company

Mandate disclosures pursuant to section 125 (1) sentence 5 AktG

Membership of other statutory supervisory boards:

- None

Membership of comparable domestic and foreign supervisory bodies of commercial enterprises:

- None

Disclosures in accordance with recommendation C.13 of the German Corporate Governance Code (GCGC):

The candidate proposed for election to the supervisory board, Mr. Jürgen Josef Overath, has no personal or business relationships with the company, its group companies, the executive bodies of the company or shareholders with a material interest in the company.

In the opinion of the supervisory board, he is to be regarded as independent within the meaning of recommendation C.6 of the GCGC. For reasons of transparency, it should be noted that Mr. Overath was a member of the company's management board (COO) between 2005 and 2007.

III. Further information on the invitation convening the general meeting and notes

All times in the section "Further information on the convocation and notes" are given in Central European Time (CEST) as applicable in Germany. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

1. Information on the implementation of the virtual general meeting

The management board has decided to hold the general meeting as a virtual general meeting without the physical presence of shareholders or their proxies at the venue of the general meeting in accordance with section 11 (4) of the articles of association. Physical attendance by shareholders or their proxies (with the exception of proxies appointed by the company) is therefore excluded.

All members of the management board and the chairman of the meeting intend to attend the general meeting physically at the venue of the general meeting and all other members of the supervisory board intend to attend the general meeting physically at the venue of the general meeting or, on the basis of section 14a (4) of the articles of association, by means of video and audio transmission for the entire duration of the general meeting.

All shareholders entered in the share register and their proxies can follow the entire general meeting on Thursday, August 22, 2024, from 10:00 a.m. (CEST) live in audio and video via the password-protected InvestorPortal at the Internet address

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

How shareholders and their proxies can access the password-protected InvestorPortal is described below in the section "Access to the password-protected InvestorPortal and electronic connection to the meeting". Shareholders or their proxies may exercise their voting rights exclusively by postal vote (including by way of electronic communication) or by granting power of attorney to the proxies appointed by the company as specified in more detail below.

2. Access to the password-protected InvestorPortal and electronic connection to the meeting

Shareholders entered in the share register will receive the access data to the InvestorPortal together with their personal invitation documents. The InvestorPortal is available at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

The entire general meeting can be followed electronically live as video and audio via the InvestorPortal.

Shareholders who are entered in the share register and who have duly registered for the general meeting in accordance with the provisions set out below, and their proxies, may also connect electronically to the general meeting via the password-protected InvestorPortal at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

and in this way attend the meeting and exercise their shareholder rights. However, neither the live transmission of the general meeting nor the electronic connection to the general meeting allows attendance at the general meeting as defined in section 118 (1) sentence 2 AktG or the exercise of voting rights via electronic attendance as defined in section 118a (1) sentence 2 no. 2 AktG.

Shareholders who are not entered in the share register until after the beginning of August 1, 2024, 0:00 hours (CEST), will not receive any invitation documents and therefore no access data for the InvestorPortal in accordance with legal requirements. However, you can request the invitation documents with the necessary access data via the registration address given below in the section

"Requirements for attending the virtual general meeting and exercising voting rights".

Authorized intermediaries (e.g. banks), persons or institutions equivalent to these pursuant to section 135 (8) AktG (proxy advisers, shareholders' associations or persons acting on a professional basis) and other authorized representatives may also follow the entire general meeting via the password-protected InvestorPortal and connect electronically to the general meeting. Please note that authorized third parties require their own access data to the InvestorPortal. Shareholders can generate the access data for the authorized third party via the InvestorPortal.

3. Requirements for attending the virtual general meeting and exercising voting rights

Section 12 of the articles of association authorizes shareholders who are entered in the share register and have registered in good time for the general meeting to attend the virtual general meeting (i.e. to participate in the general meeting by electronic means) and to exercise their voting rights.

Registration must be may in text form in German or English and must be submitted to the company at least six days before the general meeting (whereby the day of the general meeting and the day it was received are not to be counted), i.e., no later than

Thursday, August 15, 2024, 24:00 hours (CEST) (receipt),

by electronic means using the password-protected InvestorPortal offered by the company provided by the company at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

or

by mail or e-mail to the following address:

BRANICKS Group AG
c/o Computershare Operations Center
80249 Munich
e-mail: anmeldestelle@computershare.de

Shareholders will receive the access data for using the password-protected InvestorPortal as described above in the section "Access to the password-protected InvestorPortal and electronic access to the meeting".

4. Free availability of shares and new registration in the share register

In relation to the company, section 67 (2) sentence 1 AktG stipulates that rights and duties under shares exist only for and against the person registered in the share register. Participation in the virtual general meeting as well as the number of voting rights due to which a duly registered shareholder or their authorized representative in the general meeting is determined based on the status of the share register on the day of the general meeting. Please note that, for technical reasons, no transfers will be made in the share register in the period from the end of August 15, 2024, 24:00 hours (CEST) (technical record date) until the end of the day of the general meeting (so-called transfer stop). The status of the share register on the day of the general meeting therefore corresponds to the status on August 15, 2024, 24:00 hours (CEST).

The shares are not suspended or blocked by a registration for the general meeting. Shareholders can therefore continue to trade their shares freely even after they have registered and despite the new stop on changes. However, purchasers of shares whose transfer applications are received by the company after August 15, 2024 may only exercise their right to follow the entire general meeting in audio and video and voting rights from these shares if they are authorized to do so by the shareholder still entered in the share register or if they are authorized to exercise such rights. All purchasers of shares of the company that are not yet registered in the share register are therefore requested to submit registration applications as soon as possible.

5. Procedure for voting by absentee vote

Shareholders have the opportunity to cast their votes by postal vote within the scope described below, even without attending the general meeting. Entry in the share register and timely registration of the shareholder in accordance with the above provisions are required in this case as well. Absentee votes that cannot be assigned to any proper registration are not valid.

Votes by absentee vote are cast in writing or by means of electronic communication. For the transmission of electronic absentee ballots or for their revocation or amendment, the company offers the password-protected InvestorPortal on the company's website at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

which can also be used to exercise voting rights by electronic postal vote on the day of the general meeting (August 22, 2024) until at the time voting closes (whereby this time will be announced and specified by the chairman of the meeting in the video and audio transmission).

For a written absentee ballot, the form sent together with the personal invitation documents may be used. A written postal vote form is also available on the company's website at <https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>. Votes cast by written absentee ballot without using the InvestorPortal must be submitted to the company by post or email by August 21, 2024, 24:00 hours (CEST) (receipt) at the latest, without prejudice to timely registration in accordance with the above provisions, as follows

BRANICKS Group AG

c/o Computershare Operations Center

80249 Munich

e-mail: anmeldestelle@computershare.de

Authorized intermediaries (e.g. banks), persons or institutions equivalent to the above in accordance with section 135 (8) AktG (proxy advisers, associations of stockholders and to persons who tender, on a commercial basis, the service to stockholders of exercising their voting right at the general meeting) as well as other authorized representatives may also use absentee voting.

Shareholders will receive the access data for using the password-protected InvestorPortal as described above in the section "Access to the password-protected InvestorPortal and electronic access to the meeting".

6. Procedure for voting through an authorized representative

a) Procedure for voting by the proxies appointed by the company

Shareholders also have the option to have their voting rights exercised at the general meeting by the proxies appointed by the company to the extent described below. Shareholders who wish to grant power of attorney to the proxies appointed by the company must be entered in the share register in accordance with the above provisions and must register in good time for the general meeting. The proxies appointed by the company are available only for exercising voting rights and, if authorized, exercise voting rights exclusively in accordance with instructions. The proxies appointed by the company are not authorized to exercise voting rights without instructions from the shareholder. The proxies appointed by the company do not accept instructions to make speeches and requests for information, to submit motions and election proposals, to request the inclusion of questions in the minutes or to lodge objections to resolutions of the general meeting. A form for granting power of attorney and issuing instructions to the proxies appointed by the company will be sent together with the invitation documents for the general meeting. Such a form is also available for download on the company's website at <https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>. Powers of attorney and instructions to the proxies appointed by the company must be transmitted to the company in text form.

Notwithstanding timely registration, the issuance of powers of attorney and instructions for proxies appointed by the company is permitted via the password-protected InvestorPortal at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

also possible on the day of the general meeting (August 22, 2024) until the time specified by the chairman of the meeting during the voting (whereby this time will be announced and specified by the chairman of the meeting in the video and audio transmission). Shareholders will receive the access data for using the password-protected InvestorPortal as described above in the section "Access to the password-protected InvestorPortal and electronic access to the meeting".

Authorizations and instructions to the proxies appointed by the company that are not issued via the InvestorPortal must be submitted to the company by post or

email by no later than August 21, 2024, 24:00 hours (CEST) (receipt), without prejudice to timely registration, as follows

BRANICKS Group AG
c/o Computershare Operations Center
80249 Munich
e-mail: anmeldestelle@computershare.de

b) Procedure for voting by other proxies

Shareholders who are registered in the share register and do not wish to exercise their voting rights themselves by absentee vote or by issuing power of attorney and instructions to the proxies appointed by the company at the general meeting may also exercise their voting rights at the general meeting through an authorized representative, e.g., an intermediary (who, for example, may be a bank), a shareholders' association, a proxy adviser or any other person of their choice. In these cases, too, registration in the share register and timely registration for the general meeting in accordance with the above provisions are required. The authorized representative cannot physically attend the general meeting (unlike the proxies appointed by the company). To the extent permitted by law, the authorized representative in turn may exercise the voting right only by absentee vote or by (sub-) authorizing and instructing the proxies appointed by the company. In this respect, the above notes apply accordingly.

Intermediaries (such as credit institutions), shareholders' associations, proxy advisers or persons who offer to exercise voting rights on a businesslike basis vis-à-vis shareholders may only exercise voting rights in respect of shares which do not belong to them but of which they are registered as holders in the share register within the limits set by the articles of association on the basis of an authorization.

The granting of the power of attorney, its revocation and proof of authorization to be provided to the company must be made in text form in accordance with section 134 (3) sentence 3 AktG. The text form requirement does not apply to the authorization of a shareholders' association, a bank or other intermediaries covered by section 135 AktG or another person or institution equivalent to these pursuant to section 135 AktG, nor to the revocation or proof of such authorization, and special features apply. The shareholders are in such a case invited to

coordinate with the person or institution to be authorized in good time on the basis of an authorization form which may be required as well as on the procedure for granting a power of attorney.

A form for granting power of attorney will be sent to the shareholders together with the invitation documents for the general meeting. Such a form is also available for download on the company's website at <https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>. Authorization can also be granted directly via our password-protected InvestorPortal at <https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>.

The declaration that the power of attorney was granted may be addressed to the authorized representative or to the company. Proof of a power of attorney granted to the authorized representative may be provided to the company by mail or by electronic means by e-mail to the following address:

BRANICKS Group AG
c/o Computershare Operations Center
80249 Munich
e-mail: anmeldestelle@computershare.de

The above transmission channels and the password-protected InvestorPortal are also available if the proxy is to be granted by declaration to the company; in this case, separate proof of the granting of the proxy is not required. The revocation of a power of attorney already granted may be declared directly to the company by the aforementioned means of transmission or via the InvestorPortal (cf. further information below). We kindly ask our shareholders to submit powers of attorney, proof of authorization and the revocation of powers of attorney, insofar as these are sent by post or e-mail, by

Wednesday, August 21, 2024, 24:00 hours (CEST) (receipt)

If a shareholder appoints more than one person, the company may reject one or more of them.

7. Further information on the exercise of voting rights via absentee vote and proxy and instructions to the proxies appointed by the company

After timely registration, shareholders have access to our InvestorPortal until August 21, 2024, 24:00 hours (CEST) (receipt), in addition to the aforementioned methods by post and e-mail. After timely registration, shareholders may use our InvestorPortal to cast their votes by postal vote, revoke and/or amend them until the time of the close of voting and to issue powers of attorney and instructions to the proxies nominated by the company, revoke and/or amend them until the time specified by the chairman of the meeting during voting (whereby these times will be announced and specified in the video and audio transmission by the chairman of the meeting), in addition to the aforementioned channels by post and e-mail until August 21, 2024, 24:00 hours (CEST) (receipt).

If an individual vote is taken on an agenda item without this having been announced in advance of the virtual general meeting, the vote or instruction on this agenda item as a whole shall also be deemed to be a corresponding vote or instruction for each item of the individual vote.

If postal votes or declarations on the granting of authorization and instructions to the proxies are received by the company in due time by several of the permissible means of transmission, and if it is not clear which was submitted last, they will be considered in the following order of priority, regardless of the time of receipt: 1: via the InvestorPortal, 2: by e-mail, 3: in paper form. If both postal votes and proxies and instructions to the proxies of the company are received by the same means of transmission in due time, postal votes shall have priority over the issuance of proxies and instructions to the proxies of the company. The last revocation of a declaration received in due time will be decisive.

Please refer to the information below under "Shareholders' rights" and the information at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>.

8. Shareholders' rights

a) Motions to add items to the agenda in accordance with section 122 (2) AktG

Shareholders whose shares together reach twenty percent of the share capital or the prorated amount of 500,000.00 euro may ask for items to be placed on the agenda and made public in accordance with section 122 (2) AktG. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the management board and must be received by the company at least 30 days prior to the general meeting (whereby the day of the general meeting and the day of receipt are not to be counted), i.e., at the latest by

Monday, July 22, 2024, 24:00 hours (CEST) (receipt),

We kindly ask you to address such requests to the following address:

Vorstand der BRANICKS Group AG
z.Hd. Investor Relations/ Frau Jasmin Dentz
Neue Mainzer Straße 32-36
60311 Frankfurt am Main

b) Countermotions and election proposals from shareholders pursuant to sections 118a (1) sentence 2 no. 3, 126 (1) and (4), 127 AktG

Shareholders may send the company countermotions to a proposal by the management board and/or supervisory board on a specific item on the agenda in accordance with section 126 (1) AktG and proposals for the election of members of the supervisory board and/or auditors in accordance with section 127 AktG. Such counterproposals and nominations are to be addressed exclusively to the following address:

BRANICKS Group AG
Investor Relations
Mrs. Jasmin Dentz
Neue Mainzer Strasse 32-36
D-60311 Frankfurt am Main
e-mail: ir@branicks.com

In accordance with section 126 (1) AktG, the company makes countermotions, including the name of the shareholder, any justification and any statement by the management, available on the company's website at <https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/> if it receives the countermotions and any justification at least 14 days before the general meeting (not including the day of the general meeting and the day of receipt), i.e. at the latest by

Wednesday, August 7, 2024, 24:00 hours (CEST) (receipt),

Applications sent to other addresses will not be considered. The company may refrain from publishing a counterproposal under the conditions set forth in section 126 (2) AktG, for example because the counterproposal would lead to a resolution of the general meeting that is contrary to the law or the articles of association. The statement of reasons for a counter-proposal need not be made available if it exceeds a total of more than 5,000 characters. For proposals by shareholders for the election of members of the supervisory board and/or auditors, the above sentences apply in accordance with section 127 AktG. In addition to the cases referred to in section 126 (2) AktG, a publication of nominations by shareholders may also be omitted if the proposal does not include the name, occupation and place of residence of the proposed candidate. Proposals for the election of members of the supervisory board do not have to be published even if the proposal does not contain information on their membership in other statutory supervisory boards.

Countermotions and election proposals by shareholders which are to be made accessible under section 126 or section 127 AktG will be deemed made at the time of making them accessible pursuant to section 126 (4) AktG. Voting rights may be exercised at these meetings after timely registration by the means described above. If the shareholder who has submitted the motion is not entered in the share register as a shareholder of the company and has not duly registered for the general meeting, the motion does not have to be dealt with at the general meeting.

Countermotions and election proposals as well as other motions may also be submitted during the general meeting by means of video communication, i.e. in the context of exercising the right to speak (cf. section III. 8.d).

c) Right to submit statements pursuant to sections 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG

Shareholders who have duly registered for the general meeting, or their proxies, have the right to submit a comment on the items on the agenda no later than five days before the meeting, not including the day of receipt and the day of the general meeting, i.e. until

Friday, August 16, 2024, 24:00 hours (CEST) (receipt),

by way of electronic communication. The submission has to be made in text form exclusively by e-mail to

stellungnahme@branicks.com

Comments must not exceed 10,000 characters (including spaces). The company will receive the statements no later than four days before the meeting, i.e. by August 17, 2024, 24:00 hours (CEST), stating the name of the submitting shareholder via the password-protected InvestorPortal for duly registered shareholders and their proxies at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

Statements will not be made available if they exceed 10,000 characters (including spaces), contain insulting, criminal, obviously false or misleading content, or if the shareholder indicates that they will not attend the virtual general meeting and will not be represented (section 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3 or no. 6 AktG).

The opportunity to submit statements does not constitute an opportunity to submit questions in advance pursuant to section 131 (1a) AktG. Any questions contained in statements will therefore not be answered at the virtual annual meeting unless they are asked by way of video communication in the general meeting. Motions, election proposals and objections to resolutions of the general meeting contained in statements will also not be considered. These must be submitted or made or declared exclusively by the means specified separately in this notice of invitation convening the general meeting.

d) Right to speak pursuant to sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG

Shareholders or their proxies who are connected electronically to the general meeting have a right to speak at the meeting, which is exercised by means of video communication. From the start of the general meeting, shareholders or their proxies can register to speak in the password-protected InvestorPortal.

Motions and nominations in accordance with section 118a (1) sentence 2 no. 3 AktG and all types of requests for information in accordance with section 131 AktG may form part of the speech.

Pursuant to section 13 (3) of the company's articles of association, the chairperson of the meeting may impose reasonable time limits on the shareholder's right to ask questions and speak. In particular, the chairman is entitled, at the beginning or during the general meeting, to set an appropriate time frame for the entire course of the general meeting, for the discussion of the individual items on the agenda and for the individual questions and speeches.

To exercise their right to speak, shareholders or their proxies require an Internet-capable terminal (PC, laptop, tablet or smartphone) equipped with a camera and microphone that can be accessed from the browser, as well as a stable Internet connection. The company reserves the right to check the functionality of the video communication between the shareholder or authorized representative and the company during the meeting and before the speech and to reject the speech if the functionality is not ensured.

e) Right to information pursuant to sections 118a (1) sentence 2 no. 4, 131 (1) AktG

Pursuant to section 131 (1) AktG, the management board must provide each shareholder with information on the company's affairs upon request at the general meeting, provided that the information is necessary for the proper assessment of an item on the agenda and there is no right to refuse to provide information. The duty of the management board to provide information also extends to the legal and business relationships of the company with its affiliated companies. Furthermore, the duty to provide information also relates to the situation of the group and the companies included in the consolidated financial statements.

It is intended that the chairman of the meeting will stipulate that the aforementioned right to information pursuant to section 131 (1) AktG can only be

exercised at the general meeting by means of video communication, i.e. in the context of exercising the right to speak (cf. section III. 8. d)).

Section 131 (4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the general meeting due to their capacity as a shareholder, this information must be provided to any other shareholder or their authorized representative at their request at the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. The virtual general meeting ensures that shareholders or their proxies who are electronically connected to the general meeting can submit their requests in accordance with section 131 (4) sentence 1 AktG by means of electronic communication via the password-protected InvestorPortal during the general meeting.

f) Declaration of objections to resolutions of the general meeting, section 118a (1) sentence 2 no. 8, section 245 AktG

Shareholders and their representatives who have duly registered for the general meeting and are electronically connected have the right to object to resolutions of the general meeting by means of electronic communication. Such an objection can be lodged from the beginning to the end of the general meeting via the password-protected InvestorPortal at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

The notary has authorized the company to receive objections via the password-protected InvestorPortal and receives the objections via the password-protected InvestorPortal. For online access, please refer to the information above in the section "Access to the password-protected InvestorPortal and electronic access to the meeting".

9. Further explanations and information on the company's website

The information pursuant to section 124a AktG on the general meeting is available to shareholders on the company's website at

<https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>

and will also be available there during the general meeting. Further information on the rights of shareholders in accordance with section 122 (2), section 126 (1) and (4), section 127, section 130a, section 131 (1) AktG, section 118a (1) sentence 2

no. 8 in conjunction with section 245 AktG can also be found at <https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>.

Total number of shares and voting rights at the time of the invitation convening the general meeting

At the time the general meeting is convened, the company's share capital amounts to 83,565,510.00 euro and is divided into 83,565,510 ordinary shares (no-par value shares), each of which confers one voting right. The total number of shares and voting rights at the time the general meeting is convened is therefore 83,565,510. At the time of convening the general meeting, the company holds 3,492 treasury shares, from which it is not entitled to any voting rights in accordance with section 71b AktG.

Frankfurt / Main, July 2024

BRANICKS Group AG
The Management Board

Information for shareholders of BRANICKS Group AG on data protection

BRANICKS Group AG, Neue Mainzer Straße 32-36, 60311 Frankfurt / Main, phone: (0 69) 9 45 48 58-0, e-mail: info@branicks.com processes your personal data as the controller in connection with the general meeting. The data protection officer of BRANICKS Group AG is Dr. Christian Borchers, datenschutz süd GmbH, subject: "BRANICKS Group AG", Wörthstraße 15, 97082 Würzburg, phone: + 49 931 30 49 76-0, e-mail: office@datenschutz-sued.de.

BRANICKS Group AG processes your personal data in connection with the virtual general meeting for the purposes of preparing and holding the virtual general meeting, enabling shareholders and shareholder representatives to exercise their rights and fulfilling other obligations under stock corporation law. The legal basis for this is the relevant provision of the German Stock Corporation Act (Aktiengesetz), AktG, in particular section 67e AktG and 118 et seqq. AktG in conjunction with point (c) of Article 6 (1) GDPR.

Further information on the processing of your personal data in connection with the virtual general meeting, as well as your rights (to information, correction, restriction of

processing, objection, deletion, transfer of your data and complaint to a competent supervisory authority) can be found at <https://branicks.com/en/ir/shareholders-meeting/shareholders-meeting-2024/>. We will also be happy to send them to you by mail. If you have any other questions, you can contact the data protection officer at any time using the contact details provided above.