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BRAIN Biotech AG

# 2023/24

ANNUAL REPORT



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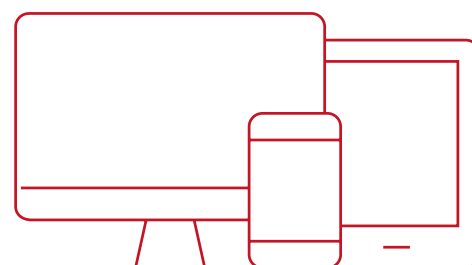
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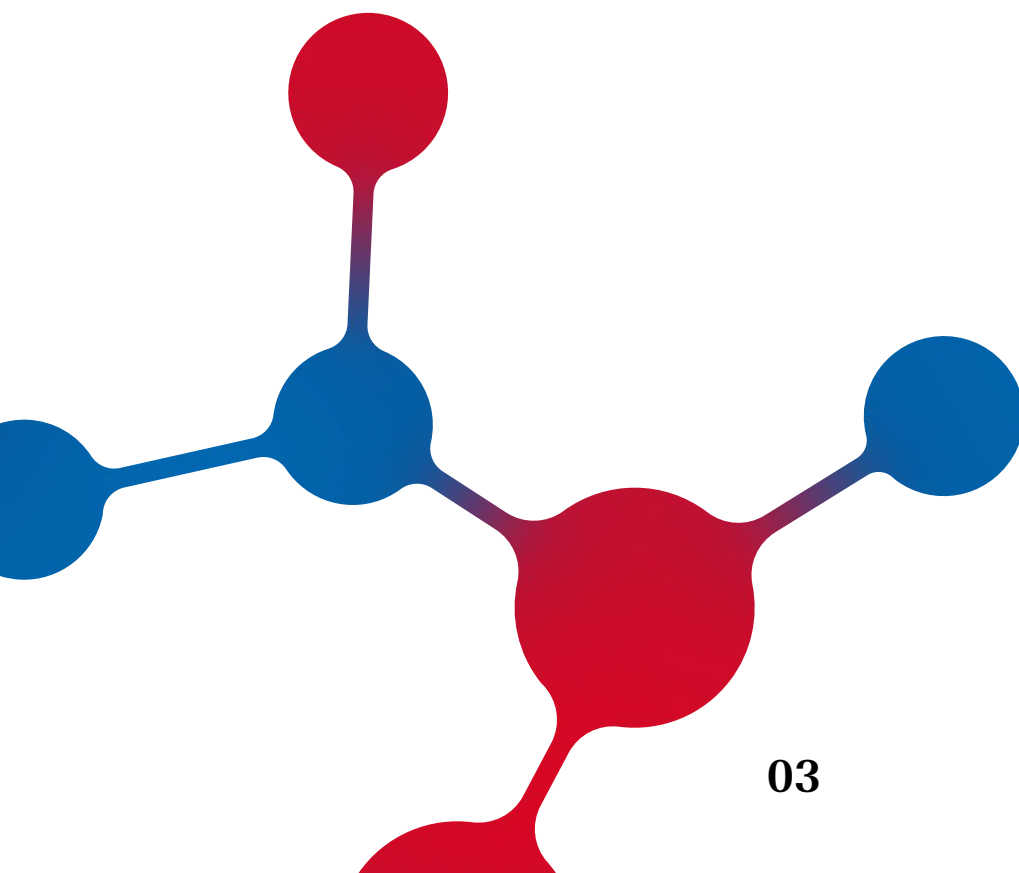
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# To our shareholders

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# Letter from the CEO

»We have a good and solid foundation on which to build, our markets are large and attractive, and we have the tools to succeed.«

**Adriaan Moelker**  
CEO BRAIN Biotech AG



## TO OUR SHAREHOLDERS

Our 2023/24 financial year represented a milestone in many respects. Most importantly, we achieved two important breakthroughs, both of which will have a lasting impact on BRAIN Biotech Group:

Firstly, we signed a “royalty monetization” agreement with Royalty Pharma, which can deliver proceeds of up to € 129 million to BRAIN Biotech. This deal is transformational in three ways: it provides us with cash much earlier than otherwise would have been the case, the sheer size of the deal shows what is possible for BRAIN Biotech’s technology, and it proves that our BioIncubator monetization strategy works. We are extremely proud of the team that identified and delivered the API compound to our partner Pharvaris.

Secondly, we prepared a licensing agreement with Akribion Therapeutics GmbH for the use of one of our CRISPR-Cas genome-editing tools in therapeutics. Why was this also a breakthrough for us? On the one hand, it will significantly reduce our cash expenditure, which helps us towards our primary goal of becoming a profitable and cash generative business. On the other hand, the pharma-specific application of this technology enjoys the best chance of success thanks to the support of a consortium of venture capital partners specializing in the pharmaceutical industry. If this technology reaches the market, BRAIN Biotech will also continue to benefit in the longer term. In this case, too, we are very grateful for the excellent work of one of our teams.

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### **Our core business: BioProducts**

Next, I would like to highlight the progress we have made in our core business. Now that we have arranged these two major deals mentioned above, we can focus to an even greater extent on our strategic direction, which is to become a leading enzyme company in specialty segments.

Our products business is progressing well. The four enzyme-focused businesses have been successfully merged under the Biocatalysts name. The teams are now working together effectively and the shared vision and goals have helped us to capture synergies.

The next logical step we are taking is merging the BioScience business in Zwingenberg with the BioProducts business. This is reflected in our new division "BRAINBiocatalysts", which we recently announced. This division has two brands, BRAIN and Biocatalysts, although the teams are working together intensively to meet customer needs. By merging our science and our products businesses we are able to be much more innovative than other companies of our size. We are now far better leveraging our in-depth scientific knowledge for our products and services: this creates an unbeatable offering as we combine this approach with agility and rapid response to our customers.

### **The second line: our BioIncubator**

In terms of our BioIncubator business, BRAIN Biotech Group has always been known for its exciting scientific approaches and the promise these hold for major breakthroughs. Today, in addition to our core BioProducts business, our incubator is a division that will deliver substantial shareholder value. However, the incubator business is volatile by nature, and as our aim is to become sustainably profitable, the first thing we are focusing on is our products business. With existing and still-promising incubator projects such as our Aurase® enzyme for wound healing (clinically developed by SolasCure), Brazzein as a novel natural sweetener, and "Biogold derived from urban waste", our goal is to work intensively with capable partners that will help us monetize our exciting scientific work. This is in addition to the above-mentioned Royalty Pharma and Akribion Therapeutics transactions where we have already crystalized initial value, with more to come over the next years.

## What sets us apart from others: our scientific knowledge, proprietary technologies and customer-centricity

We will continue to make effective use of our strong scientific base. Besides our traditional discovery and engineering skills, we have developed several core capabilities that will help us to differentiate ourselves from our competitors. To mention just the most eye-catching developments:

- **High-yielding strains:** In our microbial strain development department, we have continued to develop high-yielding "hosts". These workhorses of any bio-based industrial production – now our Plug & Produce production strains – will allow us and our customers to improve production cost. It is that simple: we have achieved real breakthroughs that will support both our BioScience business as well as our BioProducts business.
- **Customer-centric product development:** In our customer-facing science-based application development, we have made great progress by merging teams and creating best practices. We are continuing to invest in customer-centric product development and our applications centers are key in driving this forward. To show our commitment to customer-facing innovation, we have introduced the slogan "Science to Application" in our BRAIN BIOCATALYSTS division.
- **Access to more efficient enzyme products:** In our enzyme technology department, we have developed the MetXtra™ platform to identify novel enzymes integrating proprietary metagenome databases from the BRAIN Biotech Group. The platform provides access to untapped genetic diversity as well as bioinformatics and artificial intelligence to find and design unique enzyme solutions. MetXtra™ sets the stage for more efficient enzyme products enabling our customers to stay ahead of their competition.
- **Advanced downstream processing tools:** In our bioprocess development department, we have achieved particularly good progress in improving the efficient recovery of target products with advanced downstream processing tools. Again, this is reflected in lower production costs for both our partners and us.

## Our driving forces

Please allow me to remind you of what is driving us at BRAIN Biotech Group: it is doing something good for the world, for our societies, as well as for health, food and the environment. I have been passionate about the Biotech promise for over thirty years, and at BRAIN Biotech we are a group of like-minded individuals who share this passion. This is reflected in our pursuit of the ESG goals and in the company's commitment to supporting the United Nations SDGs wherever we can.

Our highly skilled employees are also one of our driving forces. Talent and capability development are key priorities in anything we do. I am pleased to report that in our transition from a science-based network company to a BioProducts company with a scientific foundation, many of our talented colleagues have come through successfully. This is reflected in cross-company promotions and career development steps.

**What lies ahead?**

The future of industrial biotechnology in general and of BRAIN Biotech Group in particular looks very bright. We have a good and solid foundation on which to build, our markets are large and attractive, and we have the tools to succeed.

To help us achieve that success, we also need you, our shareholders, to help us realize our potential. Our five-year goals include a doubling of our revenue, plus improved profit margins. This alone creates substantial shareholder value. If you add to this the project pipeline of the BioIncubator and the aforementioned commercial agreements that we have already successfully arranged, I am sure you will agree that BRAIN Biotech is on the right track.

**Adriaan Moelker**

CEO BRAIN Biotech AG

# Report from the Supervisory Board

»Overall, BRAIN Biotech AG continued to develop successfully in the 2023/24 financial year despite the ongoing negative effects of the war in Ukraine as well as general economic and geopolitical challenges.«



**Dr. Michael Majerus**

Supervisory Board Chairman BRAIN Biotech AG

## DEAR SHAREHOLDERS,

In my role as Chairman of the Supervisory Board of BRAIN Biotech AG, I am pleased to report to you on the Supervisory Board's activities during the 2023/24 financial year.

The Supervisory Board closely supported the Management Board over the course of the past financial year. Overall, BRAIN Biotech AG continued to develop successfully in the 2023/24 financial year despite the ongoing negative effects of the war in Ukraine as well as general economic and geopolitical challenges.

The company's medium-term targets, which were first announced at the 2020 Capital Markets Day, remain unchanged: the aim is still to double revenue and achieve an EBITDA margin of 15 % ( $\pm 5$  PP). The company is consistently pursuing the expansion of its product business in the BioProducts segment through organic growth and value-enhancing acquisitions. The merger of the BioProducts business under Biocatalysts Ltd. was already completed at the start of the financial year under review. This step supports the realization of synergies and forms the basis for faster organic growth and a rising EBITDA margin. The company will continue to consider further value-enhancing acquisitions in the future, insofar as they can be realized within the financial framework of BRAIN Biotech AG.

By arranging a license monetization agreement with Royalty Pharma for future income from the license agreement with Pharvaris, the company has succeeded in leveraging a significant value contribution from the BioIncubator ahead of schedule. Moreover, shortly after the end of the reporting year, we succeeded in out-licensing G-dase E technology to Akribion Therapeutics GmbH for utilization in the pharmaceutical sector in return for a commitment to significant milestone payments and a share in future net revenues. The independent financing of Akribion Therapeutics GmbH paves the way for the further development of G-dase E technology for use in the pharmaceutical sector.



All other areas of utilization of the G-dase E technology and all further nucleases for gene editing remain with the company.

We are convinced that BRAIN Biotech AG enjoys a wide range of positive development and growth potentials with its dynamically growing products business, its successful market position in contract research, the expected income from the transaction with Royalty Pharma, the successful licensing of G-dase E technology and further product innovations from the BioIncubator.

For BRAIN Biotech AG as an industrial biotechnology company, sustainability has always played a central role – both as a basis of its business as well as in its corporate strategy and management. Accordingly, as part of its activities the Supervisory Board also deals with sustainability issues that are relevant to the company. The Supervisory Board continued to provide advice on the further development of such issues in the 2023/24 financial year and anchored the company's ESG targets within the Management Board's long-term compensation scheme.

The following report provides detailed information about the Supervisory Board's work in the 2023/24 financial year, in other words, from 1 October 2023 until 30 September 2024. During this period, we fulfilled all of the tasks and duties incumbent upon us pursuant to the law, the company's bylaws and the rules of business procedure for the Supervisory Board.

We continuously supervised the Management Board in its management of the business and consulted on all matters of importance for the company. In this context, the Supervisory Board was at all times convinced of the legality, propriety, appropriate nature and economic efficiency of the management of the company.

## **COLLABORATION BETWEEN THE SUPERVISORY AND MANAGEMENT BOARDS**

The Management Board informed the Supervisory Board regularly, promptly, and comprehensively in the form of detailed written and verbal reports on all matters relating to strategy, planning, business development, the risk position, risk trends and compliance that are of importance for the company and the Group, and consequently fully met its reporting duties to the Supervisory Board in the relevant period. The Supervisory Board and its committees were involved in all important business transactions and decisions of fundamental significance for the company. Collaboration with the Management Board was characterized in all aspects by responsible and purposeful action.

## **PERSONNEL MATTERS**

No changes occurred to the composition of the Supervisory Board or within the Management Board during the reporting period.

Following the reporting year, Prof. Dr. Wiltrud Treffenfeldt stepped down from the Supervisory Board for personal reasons. I would like to thank her very much for her commitment to BRAIN Biotech AG and to wish her all the best and every success for her personal and professional future – including on behalf of my colleagues on the Supervisory Board and the Management Board.

The company supports new members of the Supervisory Board, especially by providing information and advice about the company, its structures, and processes, and offers support in the further training of Supervisory Board members as required, such as in the event of changes to the legislative framework.

## SUPERVISORY BOARD MEETINGS

In the 2023/24 financial year, the Supervisory Board held a total of four face-to-face meetings and eleven video conferences. The committees held one face-to-face meeting and five video conferences. The Supervisory Board members always had sufficient time to engage critically with the information submitted by the Management Board, and to contribute its own views. As part of the meetings, the information was discussed in detail with the Management Board and examined as to its plausibility. The Supervisory Board also met without the Management Board. The Supervisory Board issued its approval of specific business transactions as required by law, the company's bylaws, and the rules of business procedure for the Supervisory or Management boards.

The individualized list of meeting attendances presented below provides additional information about the meetings of the Supervisory Board and its committees.

## OVERVIEW OF SUPERVISORY BOARD MEETINGS IN THE 2023/24 FINANCIAL YEAR

Name	Meetings attended <sup>1</sup>	Meetings attended <sup>2</sup>	Remarks
<b>Dr. Michael Majerus</b>	15/15	6/6	Chairman Personnel Committee (Chair) Nomination Committee (member) Audit Committee (member)
<b>Dr. Anna C. Eichhorn</b>	15/15	0/0	Deputy Chair Nomination Committee (Chair)
<b>Stephen Catling</b>	15/15	1/1	Personnel Committee (member)
<b>Dr. Florian Schnabel</b>	14/15	5/5	Audit Committee (member) Non-participation excused
<b>Prof. Dr. Wiltrud Treffenfeldt</b>	14/15	1/1	Personnel Committee (member) Non-participation excused
<b>Christine Uekert</b>	14/15	4/5	Audit Committee (Chair) Non-participation excused

<sup>1</sup> Plenum, based on relevant meetings during the respective mandate period

<sup>2</sup> Committees, based on relevant meetings during the respective mandate period

Moreover, outside the scope of meetings, the Supervisory Board members, and especially myself as Supervisory Board Chairman and Committee Chairman as well as the respective chairs of the committees, were in regular communication both with each other as well as with the Management Board. This particularly entailed consultations on questions relating to the company's strategy, planning, business development, risk position, risk management, key sustainability topics, corporate governance and compliance, as well as capital market communications. The Supervisory Board members were informed about important information at the latest as of the following plenary or committee meetings.

No conflicts of interest arose within the Supervisory Board during the reporting period.

## **FOCUS CONSULTATION AREAS IN THE PLENARY SUPERVISORY BOARD**

During the 2023/24 financial year, we on the plenary Supervisory Board concerned ourselves especially with the following topics:

- Annual financial statements for the 2022/23 financial year
- The statement of conformity and the corporate governance declaration
- Reaching the corporate targets for the 2022/23 financial year relating to developing the BioIndustrial, BioScience, and BioIncubator operating segments
- Risk management and internal controlling systems
- Recommendation for the election of the auditor at the 2024 AGM
- Further development of the company's strategy
- Planning and implementation of the Annual General Meeting on 12 March 2024
- Merger of AnalytiCon Discovery GmbH with BRAIN Biotech AG
- Assignment to Royalty Pharma of license income from the license agreement with Pharvaris
- Overseeing cost optimization measures
- ESG report and sustainability topics
- Evaluation of current and future research projects
- Strategic alliances and planned partnerships
- Budget planning for the 2024/25 financial year and long-term planning for the next five years
- Development of genome editing activities including exclusive licensing for the pharmaceutical sector
- Personnel changes at subsidiaries
- Share price performance and capital market communications.

The Supervisory Board in all cases passed specific resolutions following intensive review and discussion.

In addition, the following topics and resolutions were submitted:

On 14 December 2023, the Supervisory Board approved the financial statements documents for the 2022/23 financial year and concurred with the Management Board's proposal relating to the application of unappropriated profit, after having previously clarified and discussed in depth the financial statements at its face-to-face meetings.

## COMMITTEES

The Supervisory Board has formed a total of three committees to efficiently perform its work: an Audit Committee, a Nomination Committee and a Personnel Committee. Based on the respective rules of business procedure for the committees, these committees prepare resolutions for the Supervisory Board, as well as topics to be handled by the plenary board. The Supervisory Board's decision-making powers are also transferred to committees where legally permissible. In all cases, the committee chairs report on the committees' work at the subsequent plenary meeting.

### Audit Committee

The Audit Committee concerns itself especially with the supervising of financial accounting, the financial accounting process, the efficacy of the internal control system, the risk management system, the internal audit system, the audit of the financial statements, sustainability topics as well as compliance. The Audit Committee submits a substantiated recommendation for the election of the auditor to the Supervisory Board, which comprises at least two candidates if the audit mandate is to be put out to tender. The Audit Committee supervises the auditor's independence and concerns itself with services to be rendered additionally by the auditor, the award of the audit mandate to the auditor, the setting of focus audit areas, as well as arranging the auditor's fee. The Audit Committee regularly liaises with the auditor during the preparation and execution of the audit without the Management Board's involvement.

Pursuant to the German Stock Corporation Act (Sections 107 (4), 100 (5) AktG), the audit committee must include at least one supervisory board member with expertise in the financial accounting area. The Audit Committee Chair, Christine Uekert, meets the statutory conditions pursuant to the German Stock Corporation Act (Sections 107 (4), 100 (5) AktG) and also possesses specialist knowledge in the area of financial auditing. In addition, she has many years of experience in the areas of finance and controlling and has held management positions, including at listed companies. A further member of the Audit Committee must also possess expertise in the area of auditing. Supervisory Board Chairman Dr. Michael Majerus, who is also a member of the Audit Committee, possesses expertise in the auditing area as a former head of accounting and CFO, including at three listed companies. His main areas of expertise are controlling and risk management, corporate finance, and capital markets, as well as financial accounting. Moreover, he commands a broad spectrum of knowledge in compliance topics as well as in the investor relations area. In addition to the Audit Committee Chair and the Supervisory Board Chairman, the Audit Committee includes Supervisory Board member Dr. Florian Schnabel.

The Audit Committee will decide concerning the approval of non-audit services by the auditing company appointed on 12 March 2024, Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf ("Baker Tilly"), in relation to the maintenance of independence for the audit mandate.

In the 2023/24 financial year, the Audit Committee dealt, in particular, with the recommendation to the Supervisory Board concerning the election of the auditor.

The Audit Committee held one face-to-face meeting and four video conferences in the 2023/24 financial year.

### **Nomination Committee**

The Nomination Committee has the task of seeking suitable candidates for the Supervisory Board. As a consequence, the committee's functions include the identification, evaluation, and nomination of individuals qualified for this office. This includes guaranteeing diversity, expertise, and independence on the Supervisory Board in order to ensure that its work is effective.

The Nomination Committee held no video conferences and no face-to-face meetings in the 2023/24 financial year. The committee is chaired by Dr. Anna C. Eichhorn and includes Supervisory Board Chairman Dr. Michael Majerus.

### **Personnel Committee**

The Personnel Committee prepares personnel decisions for the Supervisory Board, especially the selection, appointment and recall from office of Management Board members, the conclusion and amendment of service contracts and pension arrangements, the compensation scheme including its implementation as part of the service contracts, target setting for variable compensation, setting and reviewing appropriate total compensation for each Management Board member, and approving the annual compensation report. In addition, the Personnel Committee passes resolutions concerning the representation of the company vis-à-vis Management Board members pursuant to Section 112 AktG, the approval of Management Board members' other business activities pursuant to Section 88 AktG (prohibition of competition), and other ancillary activities, especially assuming supervisory board posts or positions on comparable controlling bodies outside the BRAIN Biotech Group. The Personnel Committee is chaired by Dr. Michael Majerus. Besides the Personnel Committee Chair, Dr. Michael Majerus, the committee also includes the Supervisory Board members Stephen Catling and Prof. Dr. Wiltrud Treffenfeldt.

The Personnel Committee held one video conference during the 2023/24 financial year.

## **CORPORATE GOVERNANCE AND THE STATEMENT OF CONFORMITY**

At its meetings, the Supervisory Board consulted on several occasions concerning the company's corporate governance, including requirements deriving from the German Corporate Governance Code (DCGK).

The Supervisory Board approved the current statement of conformity in December 2024, after the end of the 2023/24 financial year. The Code's recommendations were, and are, complied with, apart from the exceptions explained in the statement of conformity. The full text of the statement of conformity as well as the corporate governance declaration by the Management and Supervisory boards of BRAIN Biotech AG Zwingenberg are published on the company's website at [www.brain-biotech-group.com/en/investors/corporate-governance/](http://www.brain-biotech-group.com/en/investors/corporate-governance/).

Regarding the provisions of Section 111 (5) AktG, the Supervisory Board has set itself the target of taking women into appropriate consideration in its future composition.

At its meeting on 23 September 2016, the Supervisory Board of BRAIN Biotech AG resolved that the Supervisory Board should include one woman, corresponding to a 17 % ratio. The implementation deadline for this was set at 30 June 2017. This objective was implemented on 9 March 2017 when Dr. Anna C. Eichhorn was elected to the Supervisory Board of BRAIN Biotech AG. The retention of this objective for the period until 30 June 2022 was confirmed at the meeting on 28 September 2017.

With the re-election of Dr. Anna C. Eichhorn and the election of Prof. Dr. Wiltrud Treffenfeldt, the set ratio was exceeded on 10 March 2021.

Also on 28 September 2017, the Supervisory Board passed a resolution to leave the target ratio for women on the Management Board of BRAIN Biotech AG unchanged at 0 % until 30 June 2022.

On 15 December 2022, the Supervisory Board raised the target for the composition of the Supervisory Board to 33 %, with an implementation deadline of 30 June 2027. With the election of Christine Uekert at the Annual General Meeting on 8 March 2023, the ratio in the 2023/24 financial year stands at 50.0 %.

On 15 December 2022, the target for the composition of the Management Board was retained at 0 %, with an implementation deadline of 30 June 2027. This target was maintained on the basis that the medium to long-term planning for the Management Board assumes that the Management Board members currently in office are each scheduled for an extension when the ratio is set. Setting a different ratio would stand at variance with this medium- to long-term planning. In the event of an increase in the number of members of the Management Board, this objective would require review, as would be the case if the Management Board members in office in the 2022/23 financial year did not renew their service contracts.

## **AUDIT OF THE SEPARATE AND CONSOLIDATED ANNUAL FINANCIAL STATEMENTS**

### **Auditor**

The AGM on 12 March 2024 appointed Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf ("Baker Tilly"), as auditors for the financial year ending 30 September 2024. This engagement also includes engaging the auditor for the consolidated financial statements for the financial year ending 30 September 2024. Mr. Andreas Weissinger, Diplom-Kaufmann, Wirtschaftsprüfer, has signed as the auditor responsible for the audit since the 2021/22 financial year, and Ms. Marina Stumpp, M. Sc., Wirtschaftsprüferin, has signed as the auditor responsible for the audit since the 2022/23 financial year. Baker Tilly audited the separate annual financial statements for the financial year from 1 October 2023 to 30 September 2024, prepared by the Management Board in accordance with the financial accounting regulations of the German Commercial Code (HGB), the management report of BRAIN Biotech AG, and the compensation report in accordance with Section 162 AktG. The auditor Baker Tilly awarded an unqualified audit certificate. Pursuant to Section 315e HGB, the consolidated financial statements of BRAIN Biotech AG for the financial year from 1 October 2023 to 30 September 2024 and the Group management report were prepared on the basis of International Financial Reporting Standards (IFRS), as applicable in the European Union. Both the consolidated financial statements and the Group management report also received unqualified audit opinions.

The compensation report received an unqualified audit opinion for its formal audit. Moreover, the auditor found that the Management Board has established an appropriate information and supervision system that is suitable in its design and utilization to identify developments at an early juncture that jeopardize the company as a going concern.

## **REVIEW BY THE SUPERVISORY BOARD**

The documents for the financial statements and the audit reports were discussed extensively at the Audit Committee meetings on 17 December 2024 and on 7 January 2025 and at the Supervisory Board meeting on 14 January 2025. The auditors Baker Tilly reported on the main findings of their audit. It also provided information about its findings on internal control and risk management in relation to the financial accounting process and was available to respond to additional queries as well as to provide further information. The review of the separate and consolidated financial statements by the Audit Committee was reported upon in detail by the Supervisory Board Chairman at the plenary meeting. Following in-depth review and discussion of the separate financial statements, the consolidated financial statements and the management report, the Supervisory Board raised no objections against the submitted documents. The Supervisory Board consequently concurred with the Audit Committee's recommendation and approved the result of the audit by the auditor. By way of resolution on 14 January 2025, the Supervisory Board then approved the separate and consolidated annual financial statements of BRAIN Biotech AG for the 2023/24 financial year. The separate annual financial statements of BRAIN AG have been adopted as a consequence.

## **REPORT ON THE REVIEW OF THE DEPENDENT COMPANIES REPORT PURSUANT TO SECTION 314 AKTG**

Furthermore, the Supervisory Board reviewed the report prepared by the Management Board on relationships with affiliates pursuant to Section 312 (1) AktG for the period of dependency between 1 October 2023 and 30 September 2024 ("dependent companies report") and discussed it extensively with the Management Board as well as with the auditor which additionally audits the dependent companies report.

The auditor reported in detail on the main points of its audit. In this context, the Supervisory Board concerned itself in depth with the report by the auditor on the audit of the dependent companies report. The discussion led to no grounds for reservations.

The auditor issued the following audit opinion relating to the dependent companies report:

"In accordance with the audit and appraisal incumbent upon us, we confirm that

1. the actual disclosures presented in the report are correct,
2. for the legal transactions listed in the report, the consideration rendered by the company was not inappropriately high,
3. in the measures listed in the report no circumstances exist that indicate a significantly different assessment than that of the Management Board."

Following the conclusive result of the extensive review of the dependent companies report by the Supervisory Board, the Supervisory Board states that no reservations are to be expressed (Section 314 (3) AktG) against the Management Board statement which follows the report concerning relationships with affiliates (concluding statement pursuant to Section 312 (3) Clause 1 AktG).

### **THANK YOU FROM THE SUPERVISORY BOARD**

Both personally as well as on behalf of the Supervisory Board, we would like to thank the members of the Management Board as well as all employees of the BRAIN Biotech Group for their further commitment and outstanding personal contribution during the 2023/24 financial year. We look forward to working with you as we continue on our path of profitable growth.

Zwingenberg, 14 January 2025

BRAIN Biotech AG  
The Supervisory Board

**Dr. Michael Majerus**  
Supervisory Board Chairman



# Composition of the Supervisory Board

## MEMBERS OF THE SUPERVISORY BOARD AND SUPERVISORY BOARD COMMITTEES

	Further board mandates in 2023/24
<p><b>Dr. Michael Majerus</b> Chairman since 08.03.2023</p> <p>Member since 7 March 2019 Appointed until the AGM 2027</p>	<ul style="list-style-type: none"> <li>Deputy Chairman of the Supervisory Board of Team Neusta AG, Bremen</li> </ul>
<p><b>Dr. Anna C. Eichhorn</b> Deputy Chair since 23 February 2020</p> <p>Member since 9 March 2017 Appointed until the AGM 2025</p>	<ul style="list-style-type: none"> <li>CEO of humatrix AG, Pfungstadt</li> <li>Management Board member (Deputy Chair) of Initiative Gesundheitswirtschaft-rhein-main e. V.</li> <li>Member of the Supervisory Board of Frankfurter Innovationszentrum Biotechnologie GmbH, Frankfurt am Main</li> <li>Member of the Management Board of House of Pharma &amp; Healthcare e. V., Frankfurt am Main</li> </ul>
<p><b>Stephen Catling</b> Supervisory Board member</p> <p>Member since 14 October 2020 Appointed until the AGM 2025</p>	<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of the Cambridgeshire Community Foundation, UK</li> <li>Chairman of the Board of Directors of Condimentum Ltd., UK</li> <li>Chairman of the Board of Directors of Arborea, UK/Portugal</li> <li>Non-Executive Director of Oceanium Ltd., UK</li> </ul>
<p><b>Dr. Florian Schnabel</b> Supervisory Board member</p> <p>Member since 8 March 2023 Appointed until the AGM 2027</p>	<ul style="list-style-type: none"> <li>Managing Director of MP Beteiligungs-GmbH, Kaiserslautern</li> <li>Managing Director of BSN GmbH, Kaiserslautern</li> </ul>
<p><b>Prof. Dr. Wiltrud Treffenfeldt</b> Supervisory Board member</p> <p>Member since 14 October 2020 Appointed until the AGM 2025, stepped down as of 3 October 2024</p>	<ul style="list-style-type: none"> <li>Member of the Supervisory Board of ProBioGen AG, Berlin</li> <li>Member of the Board of Trustees of the Fraunhofer Institute for Systems and Innovation Research ISI, Karlsruhe</li> <li>Member of the Board of Trustees of the Fraunhofer Institute for Interfacial Engineering and Biotechnology IGB, Stuttgart</li> </ul>
<p><b>Christine Uekert</b> Supervisory Board member</p> <p>Member since 8 March 2023 Appointed until the AGM 2027</p>	<ul style="list-style-type: none"> <li>Managing Director of nSight Consulting GmbH, Berlin</li> <li>Managing Director of Evolve Partners – Biofin Consulting GmbH, Berlin</li> </ul>

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<b>Audit Committee</b>	<b>Nomination Committee</b>	<b>Personnel Committee</b>
<b>Christine Uekert</b> Chair	<b>Dr. Anna C. Eichhorn</b> Chair	<b>Dr. Michael Majerus</b> Chairman
<b>Dr. Michael Majerus</b> Member	<b>Dr. Georg Kellinghusen</b> Member	<b>Prof. Dr. Wiltrud Treffenfeldt</b> Member
<b>Dr. Florian Schnabel</b> Member		<b>Stephen Catling</b> Member

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The company is of the opinion that the recommendation regarding the independence of the committee chairpersons in accordance with Section C.10 of the German Corporate Governance Code (DCGK) is fulfilled. In other respects, the company is of the opinion that the recommendations of the current DCGK deriving from Sections C.6, C.7 and C.9 are fulfilled.

# Corporate Governance Declaration

The Management and Supervisory boards of BRAIN Biotech AG (hereinafter also referred to as the “company”) orientate their actions towards sustainable business performance while considering their responsibility to overall society. Transparency, responsibility, and sustainability are the guiding values of their actions. This statement combines the corporate governance declaration of BRAIN Biotech AG pursuant to Section 289f of the German Commercial Code (HGB) and the Group corporate governance declaration for BRAIN Biotech Group pursuant to Section 315d HGB. It comprises the statement of conformity pursuant to Section 161 of the German Stock Corporation Act (AktG), relevant information about corporate governance practices, the description of Management and Supervisory boards’ working methodology, as well as the composition of their committees.

## Statement of Conformity by the Management and Supervisory boards of BRAIN Biotech AG with the recommendations of the German Corporate Governance Code (DCGK) pursuant to Section 161 (1) Sentence 1 of the German Stock Corporation Act (AktG)

The Management Board and the Supervisory Board of BRAIN Biotech AG declare that, since the last statement of conformity was issued on 18 December 2023, BRAIN Biotech AG has complied and will continue to comply with the recommendations of the “Government Commission on the German Corporate Governance Code” in the version dated 27 June 2022 (“DCGK”), with the following exceptions.

**F.2:** The consolidated financial statements and the Group management report should be publicly accessible within 90 days of the end of the financial year; the mandatory interim financial information should be publicly accessible within 45 days of the end of the reporting period.

**Note relating to F.2:** Due to the additional financial accounting requirements as a listed company, the auditing of the financial statements lasted, and lasts, longer than 90 days, so that the audited figures cannot be published together with the annual report within the 90-day period after the financial year-end, but only after the 90-day period. Prospectively, this will also remain the case for future annual consolidated financial statements. The publication of all financial information during the course of the year occurs regularly within two months. The Management and Supervisory boards regard this as appropriate.

Furthermore, in light of various unlisted subsidiaries and participating interests held abroad, publication of the consolidated financial statements and the Group management report as well as mandatory interim financial information within shorter periods would necessitate the deployment of considerable financial and personnel resources that would not be commensurate with the information that shareholders require for a company of the size of BRAIN Biotech AG. As a consequence, the periods required in the German Corporate Governance Code are not complied with.

In relation to the publication of annual and interim reports, BRAIN Biotech AG complies with statutory regulations as well as the Prime Standard stock exchange regulations of the Frankfurt Stock Exchange.

Zwingenberg, December 2024

For the Supervisory Board of BRAIN Biotech AG:

**Dr. Michael Majerus**, Supervisory Board Chairman

For the Management Board of BRAIN AG:

**Adriaan Moelker**, Management Board Chairman (CEO)

# Relevant information about corporate governance practices

## **CORPORATE GOVERNANCE AT BRAIN BIOTECH AG**

The entire corporate structure is oriented towards the responsible, transparent and efficient management and controlling of the company. For this reason, the company also supports the targets and principles of the German Corporate Governance Code (DCGK). The Management and Supervisory boards as well as the further management levels and employees are obligated to adhere to these principles of responsible corporate governance. The Management Board is responsible for compliance with corporate governance principles within the company.

BRAIN Biotech AG has established compliance structures in light of the company's current size and will further develop them in light of growing requirements imposed by the regulatory environment and with a view to the company's constant development and growth.

As part of compliance, a whistleblower system for potential misconduct on the part of its own employees has been arranged. Employees can notify the whistleblower system of potential misconduct, either anonymously or openly. A whistleblower system from an external provider is used in order to ensure anonymity. After initial allocation, and depending on the corporate areas involved, the whistleblower system forwards such notifications to the Management Board and/or Supervisory Board to instigate countermeasures in the instance of actual misconduct, or for archiving at the whistleblower system if it is established that no misconduct has occurred.

Furthermore, BRAIN Biotech AG has decided to obligate its subsidiaries' expanded management teams to comply with closed periods at least 30 days before the publication of the company's results. This enables efficient and transparent communication with the respective managers in the periods preceding the publication of corporate results and ensures that consistent governance rules apply to the individuals involved.

The purpose of BRAIN Biotech AG and of the BRAIN Biotech Group is to identify, research, develop, produce and market biological, biochemical, and biotechnology processes and products, especially enzymes, biocatalysts, microorganisms, and other bioactive natural compounds for the production of foodstuffs and animal feed, cosmetics, and medical products, for industrial applications in chemical companies, for the disposal of waste and hazardous materials, as well as to produce energy and raw materials, including the development, production, and marketing of such processes and products that contain bioactive components, are based on biotechnical mechanisms, exhibit bioactive effects, or enable biotechnology applications. Within BRAIN Biotech Group, services are also rendered for the pharmaceuticals industry.

The company complies with all statutory corporate governance regulations as well as the recommendations of the German Corporate Governance Code (DCGK) – apart from the exceptions specified and justified in the statement of conformity.

As far as the DCGK recommendations are concerned, the company also intends to comply with them in the future.

The company's bylaws can always be viewed on the company's website at [www.brain-biotech-group.com/en/investors/corporate-governance/](http://www.brain-biotech-group.com/en/investors/corporate-governance/).

## Transparency

The shares of BRAIN Biotech AG are listed in the Prime Standard segment of the Frankfurt Stock Exchange. The company is thereby subject to the highest level of statutory and stock exchange law transparency regulations. In particular, BRAIN Biotech AG reports on the situation and development of the company and of the Group in both German and English in the following form:

- annual financial report for the past financial year,
- interim financial report as of the first half of the financial year (6M),
- quarterly statements as of the first quarter (3M) and after the first nine months of the financial year (9M),
- quarterly analyst telephone conferences,
- company presentations,
- publication of corporate and IR announcements,
- publication of notifications of shareholding threshold levels,
- publication of ad hoc statements,
- publication of PR, IR and marketing releases,
- presentations at investor conferences,
- multimedia investor communication formats,
- the company's Capital Markets Day,
- ESG reporting (ESG report and annual ESG fact sheet).

## Corporate responsibility and ESG

As corporate responsibility and ESG issues become increasingly important, the Supervisory Board, the Management Board and employees are paying more attention than ever to the resultant aspects. In 2021, BRAIN Biotech AG joined the UN Global Compact as an active member. The company has now formally committed itself to the values of the world's largest initiative for corporate social responsibility and is thereby committed to ten universal principles in the areas of human rights, labor standards, the environment, and climate, as well as the prevention of corruption. Moreover, the company supports the German Sustainability Code (DNK) as guidelines for sustainable corporate governance. BRAIN Biotech AG published its first ESG report in June 2022 ([www.brain-biotech-group.com/en/sustainability/](http://www.brain-biotech-group.com/en/sustainability/)). The data relevant to the BRAIN Biotech Group were identified for the report and short- and medium-term targets were developed on this basis. As a consequence, these data and targets are now also used in the context of the Management Board compensation scheme. The ESG report was also discussed and approved by the Supervisory Board prior to publication. Since the 2022/23 financial year, Michael Schneiders has been responsible on the Management Board for all ESG issues. The Supervisory Board supports sustainable corporate governance as part of its overall responsibility. The ESG Data Sheet was updated for the second time in July 2024.

## Description of the Management and Supervisory boards' working methodology as well as composition and working methodology of the Supervisory Board's committees

BRAIN Biotech AG is a public stock corporation under German law and the parent company of the BRAIN Biotech Group with its subsidiaries in Germany, the UK, the Netherlands and the USA. It is especially subject to the regulations of the German Stock Corporation Act (AktG), and also operates the normal dual executive and supervisory structure consisting of

a management board and a supervisory board. The company's Management and Supervisory boards work together closely in the company's interest.

The Supervisory Board consults regularly with the Management Board concerning the management of BRAIN Biotech AG, and oversees the Management Board's activities. The Management Board involves the Supervisory Board in good time concerning all decisions of fundamental significance for the company. It coordinates the company's strategic orientation with the Supervisory Board, and at regular intervals discusses with it the status of strategy implementation. The Management and Supervisory boards' joint goal is to successfully implement the corporate and growth strategy that has been approved.

### **Management Board working methodology**

The Management Board manages the company's business according to statutory regulations, the company's bylaws, and the rules of business procedure for the Management and Supervisory boards. In this context, it is subject to the restrictions that the company's bylaws or the Management and Supervisory boards' rules of business procedure have established in relation to the power to manage the business, or that the Supervisory Board or the AGM determine within the scope of their powers. It informs the Supervisory Board regularly, promptly and comprehensively in the form of detailed written and verbal reports on all questions of relevance to the company relating to strategy, planning, business development, the risk position, risk management, sustainability and compliance. The Management Board prepares the separate and consolidated annual financial statements.

Pursuant to Section 7 (1) of the company's bylaws, the Management Board consists of one or several individuals. The Supervisory Board determines the number of Management Board members. The Supervisory Board appoints the Management Board members, recalls them from office, and determines the allocation of their responsibilities. It can also appoint a Management Board Chair (CEO) and a Deputy Management Board Chair, as well as deputy Management Board members.

### **Composition of the Management Board**

During the 2023/2024 financial year, the Management Board of BRAIN Biotech AG consisted of the following members:

<b>Name</b>	<b>Role</b>	<b>Management Board member since</b>	<b>Contract end</b>
<b>Adriaan Moelker</b>	Chief Executive Officer	1 February 2020	31 January 2027
<b>Michael Schneiders</b>	Chief Financial Officer	1 October 2022	30 September 2025

All Management Board members are individually responsible for managing the business division entrusted to them; in this context, the company's overall interest has to be taken into consideration at all times. The allocation of business areas to the individual Management Board members is derived from the business allocation plan which is prepared with the Supervisory Board's approval, and can be modified at any time with its approval.

The business allocation plan included the following allocations during the 2023/24 financial year:

<b>Adriaan Moelker</b> (Chief Executive Officer – CEO)	<b>Michael Schneiders</b> (Chief Financial Officer – CFO)
<ul style="list-style-type: none"> <li>• Corporate strategy</li> <li>• M&amp;A</li> <li>• Coordinating the individual Management Board areas and contacts with the company's boards</li> <li>• Business development of the BioScience segment including Akribion Genomics</li> <li>• Business development of the BioProducts segment</li> <li>• Technology management, research and development, technological process optimization</li> <li>• Personnel, including occupational safety</li> <li>• Strategic purchasing</li> <li>• Grants and academic partnerships</li> <li>• Product development</li> <li>• Formulation and application technology</li> <li>• Quality assurance</li> <li>• Production, scale-up</li> <li>• Innovation management</li> <li>• Registration and approval</li> <li>• Patent strategy</li> </ul>	<ul style="list-style-type: none"> <li>• Management of shareholdings</li> <li>• Corporate finance</li> <li>• Financial communications (IR)</li> <li>• Press and public relations work (corporate communications)</li> <li>• Corporate responsibility and ESG</li> <li>• Accounting and controlling</li> <li>• Compliance</li> <li>• Risk management</li> <li>• Legal, administration and organization, Group audit</li> <li>• IT, digitalization</li> <li>• Project: Spin-off / external financing of Akribion Genomics</li> </ul>

The Management Board has a set of rules of business procedure. The rules of business procedure for the Management Board were approved by the Supervisory Board and the allocation of business responsibilities were last updated in December 2022 in accordance with the Management Board's proposal. These particularly include regulations about the working methodology of the Management Board and the allocation of responsibilities between the Management Board members, as well as relating to collaboration with the Supervisory Board. They include a catalog of actions and legal transactions requiring Supervisory Board assent.

The Supervisory Board's Personnel Committee is responsible for discussing long-term succession options with the Management Board. The Management and Supervisory boards agree on requirements for the appointment of successors based on the planned development for the company, which provide guidelines for the selection of candidates. The Supervisory Board is endeavoring to achieve a staggered duration of mandates in the future, if possible by means of mandate extensions or reappointments, thereby dispensing with the need to fill several Management Board mandates concurrently if no scheduled mandate extension occurs.

The Supervisory Board has approved an age limit of 65 years for members of the Management Board.

### **Management Board meetings**

Management Board meetings are held as required, which is generally every three weeks. These must be convened if the company's interests so require. Management Board resolutions are passed with a simple majority of the votes cast unless statutory provisions prescribe another majority. If the Management Board consists of at least three members, the vote of the Management Board Chair (CEO) is decisive given an equal number of votes.



### **Collaboration with subsidiaries**

At least once a quarter, the Management Board of BRAIN Biotech AG and the management of the subsidiaries meet in person or hold video conferences to discuss the course of business and forthcoming developments at the subsidiaries. The subsidiaries report monthly to BRAIN Biotech AG and consult with the Management Board at short notice in the event of deviations from the planning or forecast. The Management Board reports to the Supervisory Board on reporting and coordination with the subsidiaries and, if requisite, consults with it separately on individual topics.

With the completion of the One BioProducts strategy and the resultant transfer of the subsidiaries Biosun Biochemicals Inc., WeissBioTech GmbH and the majority interest in Weriol Group BV (holding company of Breatac BV) to Biocatalysts Ltd., a unified BioProducts management team was also established, which meets with the Management Board at least every quarter and engages in intensive dialog and consultation with the Management Board concerning the development of the BioProducts segment. This reflects the special importance of the BioProducts segment for the BRAIN Biotech Group.

### **Management Board compensation**

On 19 January 2023, the Supervisory Board on the recommendation of its Personnel Committee approved several changes to the previously applicable compensation scheme for members of the Management Board. The new compensation scheme was approved by the Annual General Meeting on 8 March 2023 and is available on the company's website at [www.brain-biotech-group.com/en/investors/corporate-governance/compensation/](http://www.brain-biotech-group.com/en/investors/corporate-governance/compensation/).

Amendment agreements relating to the Management Board contracts were concluded with both of the Management Board members to adjust these contracts to reflect this revised Management Board compensation scheme, which have been in effect since the start of the 2023/24 financial year.

Detailed information about the compensation structure and compensation of the individual members of the Management Board and the compensation of the members of the Supervisory Board can be found in the compensation report pursuant to Section 162 of the German Stock Corporation Act (AktG), which can be downloaded from [www.brain-biotech-group.com/en/investors/corporate-governance/compensation/](http://www.brain-biotech-group.com/en/investors/corporate-governance/compensation/).

### **Notifiable securities transactions**

No directors' dealings were realized in the 2023/24 financial year.

### **Supervisory Board working methodology**

The Supervisory Board has all responsibilities and rights transferred or allocated to it by law, the company's bylaws, or in another manner. This especially includes supervising the executive management of the company, the appointment and dismissal of Management Board members, as well as the amendment, cancellation, and termination of employment contracts with the Management Board members. The Supervisory Board consults regularly with the Management Board concerning the management of the company. The Supervisory Board is involved in good time in all decisions of fundamental significance for the company. The Supervisory Board has established a set of rules for its own business procedures. These include, among other matters, the working methodology and type of passing of resolutions on the Supervisory Board, as well as the tasks of the Supervisory Board committees that are formed (the Audit Committee, the Personnel Committee, and the Nomination Committee). Separate sets of rules are also approved for the committees to regulate their working methodologies. All rules of business procedure are adapted regularly to reflect any modifications to the German Corporate Governance Code (DCGK).

The Supervisory Board held a total of four face-to-face meetings in the 2023/24 financial year. In addition, 16 video conferences were held by the Supervisory Board and its committees, as well as one face-to-face meeting. The Audit Committee held one face-to-face meeting and four video conferences in the 2023/24 financial year. The Personnel Committee held one video conference in the 2023/24 financial year. The Nomination Committee did not hold any face-to-face meetings or telephone conferences in the 2023/24 financial year.

The Management Board participates in ordinary meetings of the Supervisory Board when invited to do so, reports in writing and verbally on the individual agenda items and draft resolutions, and answers the questions of the individual Supervisory Board members. The Supervisory Board Chair has the Management Board provide regular information concerning current business, forwarding such information in an appropriate form to the entire Supervisory Board.

Supervisory Board resolutions are generally passed during face-to-face meetings or video conferences of the Supervisory Board members. Absent Supervisory Board members can submit a written vote through another Supervisory Board member. This also applies for the submission of the second vote of the Supervisory Board Chair. Outside the scope of attended meetings, the passing of resolutions is permissible through votes conveyed by written, telegram, telephone, telex or modern telecommunications means (by conference call or video conference or by email, for example), if so arranged for special reasons by the Supervisory Board Chair, or, if the Supervisory Board Chair is prevented from so doing, the Deputy Supervisory Board Chair. The Supervisory Board is considered quorate if all members are convened in good time via their last provided address, and at least half of the members of which it is to consist in total participate in the passing of the resolution. Supervisory Board members also participate in the passing of a resolution if they abstain from voting. Supervisory Board resolutions are passed with a simple majority of votes submitted unless other majorities are required by law. This also applies in the case of elections. Abstentions are not counted when determining the results of voting. In the case of an equal number of votes, the Supervisory Board Chair – or if the Supervisory Board Chair is prevented from so doing, the Deputy Supervisory Board Chair – decides whether a further vote is to be held at the same meeting. Given a further vote on the same matter, the Supervisory Board Chair has two votes; the Deputy Supervisory Board Chair does not have this right to a second vote.

All Supervisory Board members must disclose conflicts of interest to the Supervisory Board, including potential conflicts of interest based on advising, or being a director of, a customer, supplier, lender or other third party, whereby this list is not conclusive. In the case of conflicts of interest that are significant or not just of a temporary nature, the respective Supervisory Board members must step down from office. The Supervisory Board provides information in its report to the AGM on conflicts of interest that arise and how they are handled. No conflicts of interest arose in the reporting period.

The Supervisory Board last conducted a self-assessment in the 2023/24 financial year. In order to conduct the self-assessment, the current situation was appraised on the basis of questionnaires, and the results from the questionnaires were subsequently discussed by the Supervisory Board. No recourse was made to external consultants. After evaluating the results, the Supervisory Board notes that it performs its activities efficiently. Potential improvements identified as part of the audit are taken into consideration for the future. The Supervisory Board plans to conduct the next self-assessment in the 2026 calendar year.

**Composition of the Supervisory Board**

Pursuant to Section 9 (1) of the company's bylaws, the Supervisory Board of BRAIN Biotech AG consists of six members elected by the AGM. Unless the AGM approves a shorter period for the election of individual members – or for the entire Supervisory Board – the Supervisory Board members are appointed until the end of the Ordinary AGM that approves the discharge for the third financial year after the start of the period of office. The year in which the period of office starts is not included in the calculation. Reelection is permissible. When a Supervisory Board member is elected, a replacement member can be elected at the same time who moves up to the Supervisory Board if the Supervisory Board member steps down before the end of the respective period of office without a successor having been appointed. The appointment of the replacement member moving up to the Supervisory Board in this manner lapses as soon as a successor for the departing member has been appointed, although this is to occur at the latest as of the end of the period of office of the departing Supervisory Board member.

During the 2023/24 financial year, the Supervisory Board consisted of the following individuals:

<b>Name, role</b>	<b>Member since</b>	<b>Appointed until the AGM in the respective FY</b>	<b>Further board mandates in 2022/23</b>
<b>Dr. Michael Majerus</b> Chairman since 8 March 2023	7 March 2019	2026/2027	<ul style="list-style-type: none"> <li>Deputy Chairman of the Supervisory Board of Team Neusta AG, Bremen</li> </ul>
<b>Dr. Anna C. Eichhorn</b> Deputy Chair	9 March 2017	2024/25	<ul style="list-style-type: none"> <li>CEO of humatrix AG, Pfungstadt</li> <li>Management Board member (Deputy Chair) of Initiative Gesundheitswirtschaft-rhein-main e. V.</li> <li>Member of the Supervisory Board of Frankfurter Innovationszentrum Biotechnologie GmbH, Frankfurt am Main</li> <li>Member of the Management Board of House of Pharma &amp; Healthcare e. V., Frankfurt am Main</li> </ul>
<b>Stephen Catling</b> Supervisory Board member	14 October 2020	2024/25	<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of the Cambridgeshire Community Foundation, UK</li> <li>Chairman of the Board of Directors of Condimentum Ltd., UK</li> <li>Chairman of the Board of Directors of Arborea, UK/Portugal</li> <li>Non-Executive Director of Oceanium Ltd., UK</li> <li>Non-Executive Director of JPL Flavour Technologies Ltd., UK</li> </ul>
<b>Dr. Florian Schnabel</b> Supervisory Board member	8 March 2023	2026/27	<ul style="list-style-type: none"> <li>Managing Director of MP Beteiligungs-GmbH, Kaiserslautern</li> <li>Managing Director of BSN GmbH, Kaiserslautern</li> </ul>
<b>Prof. Dr. Wiltrud Treffenfeldt</b> Supervisory Board member	14 October 2020	2024/25	<ul style="list-style-type: none"> <li>Member of the Supervisory Board of ProBioGen AG, Berlin</li> <li>Member of the Board of Trustees of the Fraunhofer Institute for Systems and Innovation Research ISI, Karlsruhe</li> <li>Member of the Board of Trustees of the Fraunhofer Institute for Interfacial Engineering and Biotechnology IGB, Stuttgart</li> </ul>
<b>Christine Uekert</b> Supervisory Board member	8 March 2023	2026/27	<ul style="list-style-type: none"> <li>Managing Director of nSight Consulting GmbH, Berlin</li> <li>Managing Director of Evolve Partners – Biofin Consulting GmbH, Berlin</li> </ul>

With the exception of Dr. Florian Schnabel, who is a managing director of the anchor shareholder, all members of the Supervisory Board are independent in the meaning of Sections C.6 and C.7 DCGK. The recommendation of C.9 DCGK is complied with.

The recommendations in Sections C.4 and C.5 DCKG regarding the total number of mandates held are complied with by the Supervisory Board members.

The Supervisory Board's competency profile and objectives are composed as follows: the Supervisory Board is of the opinion that at least one third of its members should cover with particular expertise the areas of entrepreneurship/new business areas, corporate finance/capital markets and the sector, and that it fulfills all self-imposed requirements in the intended number. Moreover, the Supervisory Board regards the recruiting of a further individual with specific knowledge

of the North American market as a relevant medium-term objective for the company. The new quota for the number of women that was set in 2022 was met, and the quota for the number of women that had been set previously was exceeded. The Supervisory Board has set an age limit of 75 years for newly appointed Supervisory Board members. The Supervisory Board endeavors to ensure that the average age of the entire board does not rise any further in the case of new appointments, and that the board's heterogeneity in terms of differing curricula vitae is not reduced. To date, the Supervisory Board has not set a limit for the maximum length of service. The Supervisory Board also deals extensively with sustainability issues and plans to further strengthen these competencies.

	<b>Dr. Michael Majerus</b>	<b>Dr. Anna C. Eichhorn</b>	<b>Stephen Catling</b>	<b>Prof. Dr. Wiltrud Treffenfeldt</b>	<b>Christine Uekert</b>	<b>Dr. Florian Schnabel</b>
<b>Entrepreneurship</b> (with highlighted expertise)	x	x	x			
<b>New business areas</b> (with highlighted expertise)	x	x	x	x	x	
<b>Corporate finance/capital markets</b> (with highlighted expertise)	x				x	x
<b>Sector</b> (with highlighted expertise)		x	x	x	x	
<b>Internationality</b> (professional experience and/or residency)	x	x	x	x	x	x
<b>M&amp;A</b>	x		x	x	x	x
<b>Controlling &amp; risk management</b>	x				x	x
<b>Financial accounting expertise</b>	x				x	x
<b>Financial auditing expertise</b>	x				x	
<b>Sustainability</b>	x			x		

## Committees

The Management Board of BRAIN Biotech AG has not formed any committees.

The Supervisory Board has formed a total of three committees to efficiently perform its work: an Audit Committee, a Personnel Committee, and a Nomination Committee. The committees prepare resolutions for the Supervisory Board as well as agenda items to be handled by the plenary meeting. In all cases, the committee chairs report on the committees' work at the subsequent plenary meeting. The Supervisory Board also meets annually for a strategy meeting.

### **Audit Committee**

The Audit Committee consists of the following individuals until the end of their respective periods of office (the Chair and up to two further members):

<b>Name</b>	<b>Role</b>	<b>Independence</b>
<b>Christine Uekert</b>	Chair	yes
<b>Dr. Michael Majerus</b>	Member	yes
<b>Dr. Florian Schnabel</b>	Member	no

The Audit Committee concerns itself especially with the supervising of financial accounting, the financial accounting process, the efficacy of the internal control system, the risk management system, the internal audit system, the audit of the financial statements, sustainability topics as well as compliance. The Audit Committee submits a substantiated recommendation for the election of the auditor to the Supervisory Board, which comprises at least two candidates if the audit mandate is to be put out to tender. The Audit Committee supervises the auditor's independence and concerns itself with services to be rendered additionally by the auditor, the award of the audit mandate to the auditor, the setting of focus audit areas, as well as arranging the auditor's fee.

Pursuant to the German Stock Corporation Act (Sections 107 (4), 100 (5) AktG), at least one member of the audit committee must possess expertise in the financial accounting area and at least one further member must possess expertise in the auditing area. The Audit Committee Chair, Christine Uekert, meets the statutory conditions pursuant to the German Stock Corporation Act (Sections 107 (4), 100 (5) AktG) and also possesses specialist knowledge in the area of financial auditing.

In addition, she has many years of experience in the areas of finance and controlling and has held management positions, including at listed companies. Supervisory Board Chairman Dr. Michael Majerus, who is also a member of the Audit Committee, possesses expertise in the auditing area as a former head of accounting and CFO, including at three listed companies. His main areas of expertise are controlling and risk management, corporate finance, and capital markets, as well as financial accounting. Moreover, he commands a broad spectrum of knowledge in corporate management and compliance topics as well as in the investor relations area. In addition to the Audit Committee Chair and the Supervisory Board Chairman, the Audit Committee includes Supervisory Board member Dr. Florian Schnabel.

### **Personnel Committee**

The Personnel Committee consists of the following individuals until the end of their respective periods of office (the chair and up to two further members):

<b>Name</b>	<b>Role</b>
<b>Dr. Michael Majerus</b>	Chair (independent)
<b>Prof. Dr. Wiltrud Treffendorf</b>	Member (independent)
<b>Stephen Catling</b>	Member (independent)

The Personnel Committee concerns itself mainly with personnel matters relating to the Management Board. In particular, it plays a preparatory role for the Supervisory Board in the selection, appointment and recall from office of Management Board

members, the agreeing and supplementation of Management Board contracts and pension arrangements, setting the compensation scheme for Management Board members and its implementation in the Management Board contracts, target setting for the variable compensation, setting and reviewing the appropriateness of overall compensation of the individual Management Board members, and approving the annual compensation report. It also submits recommendations for resolutions. Moreover, the Personnel Committee can pass resolutions on the Supervisory Board's behalf in relation to the following matters: certain legal transactions with Management Board members (such as in the meaning of Section 112 of the German Stock Corporation Act [AktG]), and approving Management Board members' outside activities pursuant to Section 88 AktG, especially where Supervisory Board mandates outside BRAIN Biotech Group are accepted.

### **Nomination Committee**

The Nomination Committee consists of the following individuals until the end of their respective periods of office (the chair and up to two further members)

<b>Name</b>	<b>Role</b>
<b>Dr. Anna C. Eichhorn</b>	Chair (independent)
<b>Dr. Michael Majerus</b>	Member (independent)

The Nomination Committee submits appropriate candidates to the Supervisory Board for it to propose to the AGM for election.

Remarks concerning the working methodology of the Management Board, the Supervisory Board, and the committees in the financial year are also presented in the Report from the Supervisory Board, which is included in the Annual Report of BRAIN Biotech AG.

### **Dialog with investors**

The Supervisory Board discussed the suggestion contained in Number A.6 of the German Corporate Governance Code (DCGK), and was in favor of the Supervisory Board Chairman being available to respond to investors' questions relating specifically to the Supervisory Board. The Management Board of BRAIN Biotech AG also welcomes this move.

### **Supervisory Board compensation**

Pursuant to Section 14 (1) of the company's bylaws, all Supervisory Board members receive not only reimbursement of their outlays but also a fixed annual payment of € 30,000.00. The Supervisory Board Chair receives twice this amount, and the Deputy Supervisory Board Chair receives one and a half times this amount. Supervisory Board members who have not been Supervisory Board members for a full year of service receive the aforementioned compensation pro rata temporis to the level of one twelfth for each month of service they commence. The chairs of the Supervisory Board committees also receive an annual payment of € 15,000.00 and all committee members € 5,000.00. All Supervisory Board members receive a meeting fee of € 2,000.00 for each face-to-face meeting of the Supervisory Board and its committees they attend. The members of the Supervisory Board receive an attendance fee of € 1,000.00 for participating in a meeting of the Supervisory Board or its committees conducted as a video conference, and an attendance fee of € 500.00 for participating in a conference call of the Supervisory Board or its committees.

The company has taken out D&O (directors & officers) insurance cover for the Supervisory Board members. No deductible was arranged for Supervisory Board members.

Detailed information about the Supervisory Board members' compensation can be found in the compensation report pursuant to Section 162 of the German Stock Corporation Act (AktG), which can be downloaded at [www.brain-biotech-group.com/en/investors/corporate-governance/compensation/](http://www.brain-biotech-group.com/en/investors/corporate-governance/compensation/).

### **Commitment to promote participation by women in management positions pursuant to Section 76 (4) and Section 111 (5) of the German Stock Corporation Act (AktG)**

At its meeting on 23 September 2016, the Supervisory Board of BRAIN Biotech AG resolved that the Supervisory Board should include one woman, corresponding to a 17 % ratio. The implementation deadline for this was set at 30 June 2017. This objective was implemented on 9 March 2017 when Dr. Anna C. Eichhorn was elected to the Supervisory Board of BRAIN Biotech AG. The retention of this objective for the period until 30 June 2022 was confirmed at the meeting on 28 September 2017.

Also on 28 September 2017, the Supervisory Board passed a resolution to leave the target ratio for women on the Management Board of BRAIN Biotech AG unchanged at 0 % until 30 June 2022.

With the re-election of Dr. Anna C. Eichhorn and the election of Prof. Dr. Wiltrud Treffenfeldt, the set ratio for the Supervisory Board was exceeded on 10 March 2021.

On 15 December 2022, the Supervisory Board raised the target for the composition of the Supervisory Board to 33 %, with an implementation deadline of 30 June 2027. With the election of Christine Uekert at the Annual General Meeting on 8 March 2023, the ratio now stands at 50 %.

On the same date, the target for the composition of the Management Board was retained at 0 %, with an implementation deadline of 30 June 2027. This target was maintained on the basis that the medium- to long-term planning for the Management Board assumes that the members of the Management Board in office in the 2022/23 financial year are scheduled for an extension of their periods of office. Setting a different ratio would stand at variance with this medium- to long-term planning. In the event of an increase in the number of members of the Management Board, this objective would require review, as would be the case if the Management Board members in office in the 2022/23 financial year did not renew their service contracts.

The Management Board is composed exclusively of men at present. For the first management level below the Management Board, the Management Board of BRAIN Biotech AG passed a resolution to set a 14 % target for participation by women and determined that this goal should be implemented by 30 June 2017. This target was reached with a level of 14 % on 30 June 2017.

As a consequence, the Management Board of BRAIN Biotech AG has set the target for the proportion of women at the first management level below the Management Board at 14 %, with a deadline for implementation by the end of 30 September 2020. With the end of the implementation period mentioned above, the proportion of women at the first management level was reached. The Management Board has approved a 20 % ratio of women by 30 September 2025 for the first management level below the Management Board in the meaning of Section 76 (4) AktG.

Taking into consideration the management matrix structure established within the company, especially including command and reporting lines between Management Board and subordinated levels, as well as taking into consideration the company's size, only one management level exists below the Management Board in the meaning of Section 76 (4) AktG.



## Shareholders and the AGM

The shareholders exercise their co-management and controlling rights at the Shareholders' General Meeting (the Annual General Meeting/AGM), which is chaired by the Supervisory Board Chair pursuant to the company's bylaws. Each share in BRAIN Biotech AG grants one vote. Shareholders can exercise their voting rights at the AGM itself, or have it be exercised by an authorized representative of their choosing or by a company proxy. The Management Board is authorized to ensure that shareholders who do not attend the AGM can also participate in the AGM and exercise their rights wholly or partly by way of electronic communications (online participation), or to issue their votes without participating in the meeting by way of written or electronic communications (postal option). The Management Board is also authorized to set the specific arrangements relating to the scope and procedure for online participation and postal voting. These are to be announced in the convening document for the AGM. All shareholders are entitled to participate in the AGM, to speak on the respective agenda items, and to request information about the company's affairs, where such information is required in order to arrive at an objective assessment of an agenda item.

The eighth public AGM of BRAIN Biotech AG was held for the fifth time as a physically attended event on 12 March 2024 in Offenbach. The invitation for the AGM was published in good time in the German Federal Gazette (Bundesanzeiger) pursuant to statutory regulations, including the agenda with the proposed resolutions of the management and of the Supervisory Board as well as the terms for participating in the AGM and the exercising of voting rights, among other matters. All reports and documents required by law were available on the website of BRAIN Biotech AG from the date when the AGM was convened. Directly following the AGM, BRAIN Biotech AG published the attendance and voting results on its website. Seven out of eight items on the agenda were submitted to the vote at the AGM. All of the proposed resolutions were accepted given an attendance of the share capital of BRAIN Biotech AG of 65.99 %.

## Financial accounting and auditing

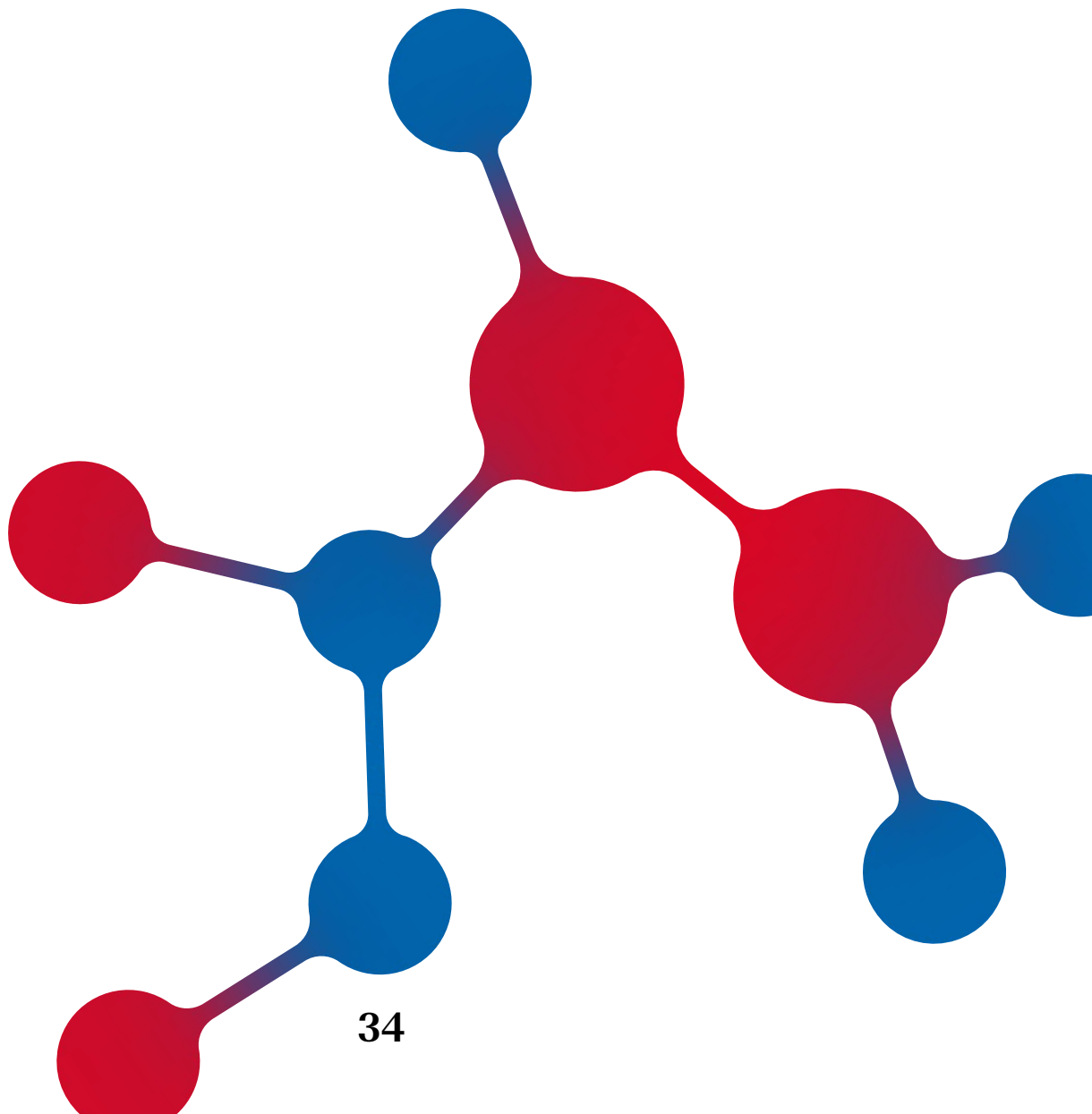
The unaudited quarterly financial statements as of 31 December 2023 (3M) and 30 June 2024 (9M) as well as the unaudited half-year financial report (6M) as of 31 March 2024 and the consolidated financial statements for the financial year ending 30 September 2024 were prepared in accordance with Section 315e (1) of the German Commercial Code (HGB) and International Financial Reporting Standards (IFRS). The separate financial statements of BRAIN Biotech AG for the 2023/24 financial year were prepared in accordance with the regulations of the German Commercial Code (HGB), and the German Stock Corporation Act (AktG).

Zwingenberg, January 2025

Management Board and Supervisory Board

# Company

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# BRAIN Biotech at a Glance

## We are industrial biotechnology specialists

**We are inspired by the biodiversity of nature: by microorganisms and their specific abilities and the enzymes underlying these abilities.**

As one of the leading specialists for enzyme development and production in Europe, we primarily support companies from the food & beverage, health & life science and environmental sectors.

We research, develop, and produce both to serve our customers and to expand our own portfolio:

- specialty enzymes,
- efficient production strains,
- optimized bioprocesses for the large-scale production of enzymes and proteins.

From enzyme products for the production of food and beverages to efficient fermentation processes for enzymes and other special proteins through to optimized starter cultures: our solutions add value to our customers' products and production processes and contribute to more efficient production and greater sustainability within the company.

### Mission

We provide innovative biological solutions based on microorganisms and enzymes and enable more sustainable products and processes in industry with special enzymes, high-performance production strains and efficient bioprocesses.

We focus on the food, life science and environmental sectors.

### Vision

As a service-provider and producer of enzyme specialties, we are aiming for a global top ten position among enzyme companies.

With our integrated offering for the development and production of enzymes, we are a sought-after partner and make an important contribution to the bioeconomy.

Our customized solutions and products have a positive impact on our partners' competitiveness and sustainable industrial production.

The BRAIN Biotech Group's operating business was divided into the BioProducts, BioScience and BioIncubator segments during the 2023/24 financial year.

The **BioProducts** segment comprises the product business with enzymes and other proteins. We operate fermentation facilities in the UK and production facilities in continental Europe and the USA for the manufacture of these products. Our product portfolio currently comprises around 600 products, mainly enzyme products for specific segments of the food industry.

In the **BioScience** segment, we offer research-intensive, customized solutions. We apply our expertise and many years of experience in enzyme technology, strain development, bioprocess development, and natural product chemistry and screening.

The **BioIncubator** segment includes promising R&D projects offering high value-added potential. We conduct these developments either in-house or together with partners.

### **Our product pipeline included the following development projects during the reporting period:**

#### **BEC / BMC (G-dase E®/G-dase M®)**

These enzymes are proprietary CRISPR nucleases that we develop in-house. These serve as the foundation on which BRAIN Biotech AG is building a genome editing technology platform. The development of BEC is aimed at a new type of cancer therapy, among other objectives. Both nucleases can also be utilized for gene editing in industrial biotechnology.

#### **Aurase**

Aurase® (Tarumase) is an enzymatic active ingredient that BRAIN Biotech has developed for chronic wound cleansing. SolasCure Ltd., which was founded with BRAIN Biotech's participation, is working on the clinical development of the active medical ingredient.

After the safety of the use of Tarumase as a clinically effective means of debridement (removal of infected and non-viable tissue) was demonstrated in an initial Phase 2a trial, work is currently underway on further product development and a financing round is being prepared for the next clinical development steps.

#### **Deucricitabant**

The active ingredient deucricitabant (previous substance name: PHA121), which was identified and characterized by our natural product specialists in Potsdam and licensed to Pharvaris N.V. (Nasdaq ticker symbol: PHVS), is being developed into a drug by Pharvaris in the context of clinical trials. On 20 September 2024, BRAIN Biotech divested the future royalties from the active pharmaceutical ingredient to Royalty Pharma, a leading buyer of a portion of future royalties for biopharmaceuticals and innovation financier in the biopharmaceutical industry.

Through our own research and development, we are continuously expanding our portfolio with novel specialty enzymes, efficient microbial strains, and advanced technologies. New natural products are expanding our substance libraries, including small molecules, which serve as starting points for screening, such as for drug candidates for pharmaceutical applications.

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### **Subsidiaries and shareholdings**

The BRAIN Biotech Group's parent company is BRAIN Biotech AG, which is headquartered in Zwingenberg, in Germany's Hesse region. BRAIN Biotech AG has been listed in the Prime Standard of the Frankfurt Stock Exchange since 9 February 2016 (ticker symbol: BNN; securities identification numbers: ISIN DE0005203947 / WKN 520394). The Group employed around 325 people in the 2023/24 financial year and generated revenue of EUR 54,6 million.

The BRAIN Biotech Group comprised the following operating units as of the end of the reporting year: AnalytiCon Discovery LLC, Biocatalysts Ltd., Biocatalysts Inc., Biosun Biochemicals Inc., WeissBioTech GmbH, and Breatec B.V. (62.0 %). The companies Biocatalysts Inc., Biosun Biochemicals Inc., WeissBioTech GmbH, and the equity interest in Breatec B.V. (62.0 %) have been organizationally and legally assigned to Biocatalysts Ltd. since 1 October 2023. AnalytiCon Discovery GmbH was merged with BRAIN Biotech AG in June 2024, with retroactive effect from 1 October 2023.

The BRAIN Biotech Group holds a minority interest of 34.16 % in SolasCure Ltd., which is equity accounted in the consolidated financial statements.

# Important Events in the fiscal year 2023/24

## November 20, 2023

### AKRIBION GENOMICS RECEIVES THE HESSIAN FOUNDER AWARD

The Akribion Genomics team has received the Hessischer Gründerpreis (Hessian Founder Award) and was also recognized as the winner in its category. The team received the award in the category "Innovative Business Idea" for the discovery and development of an alternative CRISPR-Cas nuclease, which the start-up company intends to develop into a new class of genetically based cancer therapies.

[→ Read more](#)



## February 29, 2024

### BRAIN BIOTECH SUCCESSFULLY PLACED EUR 5.0 MILLION CONVERTIBLE BOND FOR THE FINANCING OF FURTHER GROWTH INITIATIVES

The Supervisory Board, the Management Board of BRAIN Biotech AG has resolved, to issue convertible bonds in the total nominal amount of EUR 5.0 million, making partial use of the authorization of the ordinary annual general meeting on 8 March 2023.

[→ Read more](#)

## April 16, 2024

### BRAIN BIOTECH AG TAKES NEXT STEP TO OPTIMIZE GROUP STRUCTURE

BRAIN Biotech Group will merge AnalytiCon Discovery GmbH into BRAIN Biotech AG in order to further optimize and simplify the group structure.

[→ Read more](#)



## August 22, 2024

### **BRAIN BIOTECH AG LAUNCHES THE INNOVATIVE TECHNOLOGY PLATFORM METXTRA™**

BRAIN Biotech presents MetXtra™, a comprehensive technology platform that enables innovative solutions for industrial biocatalysis. [→ Read more](#)



## Mai 28, 2024

### **BRAIN BIOTECH AG RECEIVES MAJOR MILESTONE PAYMENT AND STAYS ON-TRACK TO ACHIEVE YEAR END TARGETS**

BRAIN Biotech reports a significant milestone payment of € 1.5 million for the successful development progress in the out-licensed active pharmaceutical ingredient program with deucricitbant.

[→ Read more](#)

## September 20, 2024

### **BRAIN BIOTECH AG CONCLUDES MAJOR PHARMA COMPOUND TRANSACTION VALUED UP TO EUR 128.88 MILLION FROM ITS BIOINCUBATOR**

BRAIN Biotech concluded a royalty monetization deal on the royalty rights to an investigational compound, deucricitbant, with Royalty Pharma for up to EUR 128.88 million. [→ Read more](#)





# Why invest in BRAIN Biotech?

## FIVE GOOD REASONS TO INVEST IN BRAIN BIOTECH AG:



### 1. Clear strategy of profitable growth in specialty segments

#### **Our goal is to become one of the top ten global enzyme companies.**

For several years, we have been on a clear growth path again. We aim to establish BRAIN Biotech as one of the top ten enzyme companies on the global market. We plan to almost double revenue in the BRAINBiocatalysts\* segment to a level of € 100 million in the medium term, while at the same time boosting the adjusted EBITDA margin. We are aiming for an adjusted EBITDA margin of 15 % within the next five years.

Our integrated product business in the BRAINBiocatalysts segment is the Group's primary growth segment. We have already invested heavily in expanding production capacities at our sites in recent years.

Our growth strategy is geographically focused on Europe and North America. We are aiming for organic growth augmented by targeted, value-enhancing acquisitions. We have identified an addressable target market that offers structural growth and a revenue volume of around € 2 billion.

Having realized significant investments over the past few years, we have now accelerated the commercialization of projects from our BioIncubator. Investments in highly efficient production strains and in our own genome editing technology are already leading to greater license income in our business with customized client solutions.

We are constantly working on even more closely integrating the BRAIN Biotech Group companies, on realizing more synergies, on expanding our product portfolio and on enhancing our efficiency. We have already achieved good results in this area in recent years and we expect that the growth rate of adjusted EBITDA will outstrip our revenue growth rate in the future.

\* New segment reporting from Q1 2024 onward; the BRAIN Biocatalysts segment is a combination of the former BioProducts segment and the R&D activities of BioScience Zwingenberg.



### 2. large, growing and addressable market offering excellent profitability

#### **We enjoy excellent growth opportunities in our four focus areas.**

As a leading integrated supplier of high-quality enzymes for special applications and innovative biotechnological solutions, we support industry in making products more natural and processes more efficient and sustainable. We are focusing on areas that offer structural growth: Nutrition, Life Science and the Environment. Our market presence entails three business models: 1) Enzyme products and food specialties 2) Contract Research Organization (CRO) 3) Contract Manufacturing Organization (CMO).

The main drivers of this structural growth include a growing world population with the need to increasingly provide protein sources of non-animal origin, the general trend towards healthier and more natural diets, biotechnologically produced active pharmaceutical ingredients (APIs) and the search for alternatives to petrochemical process chains.



Our four focus areas:

1. **Alternative proteins that replace animal proteins:** for animal welfare, vegan food and a more sustainable diet for a growing world population.
2. **Biotechnology for more natural and sustainable food:** for industrially produced food without chemical additives, and with improved flavor profiles, more pleasant textures and better appearance.
3. **Biotechnology for life sciences applications:** enzymes for the production of pharmaceuticals through biocatalysis or for use in diagnostics.
4. **Biotechnology for environmental protection:** for a longer food shelf life; to utilize food industry side-streams; to boost production yields; to reduce energy and water consumption or avoid waste; for biorecycling processes.



### 3. Growing demand for providers of integrated biological solutions

**We are responding to industry's increasing outsourcing of R&D activities for bio-based products with integrated offers and solutions for research, development and production.**

Our Group of companies forms a hotbed of innovation and we are constantly working to push the boundaries of what is possible: towards optimized specialty enzymes, high-performance production organisms and highly efficient fermentation processes.

**We offer an integrated service for specialty enzymes:** Since BRAIN Biotech was founded in 1993, we have developed from a specialized R&D company into a provider of integrated solutions. Today, we cover the entire specialty enzyme value chain. We find and develop previously undiscovered enzymes, provide starter cultures for their microbial production and develop intelligent bioprocesses for industrial-scale production. This comprehensive service ensures competitive advantages for us and for our customers.

**We combine a broad product portfolio with a comprehensive technology portfolio:** With around 600 products, our product portfolio offers an extensive selection of enzymes and ingredients. We also offer our clients customized innovative products and solutions. Unlike many other biotechnology companies, we do not limit ourselves to individual technologies and methods. Rather, we make judicious selections from our tech portfolio.

Our interdisciplinary approach encompassing various scientific disciplines also helps us to develop innovative products and biological solutions. With the help of bioinformatics, our proprietary MetXtra™ database and AI-supported prediction models, we are advancing the discovery and optimization of previously unused enzymes – not only to benefit our customers but also to expand our own product portfolio.

**We are a reliable and valued partner:** We have an impressive track record, with more than 200 development projects successfully completed with industrial partners. Many of our customers are returning customers, reflecting their trust in our solution expertise and innovative capabilities.

**A cross-Group technology platform feeds three attractive business models:**

1. **Products:** Specialty enzymes, microorganisms (starter cultures) and ingredients for food, life sciences and environmental technology.
2. **Contract Research Organization (CRO):** Customized solutions, from enzyme engineering, production strain and bioprocess development through to screening for bioactive substances.
3. **Contract Manufacturing Organization (CMO):** Production of enzymes and other proteins; services with a focus on the life sciences industry.

With this integrated approach, we support our customers on their path to sustainable growth and establish a clear competitive advantage for BRAIN Biotech.

**4. Successful commercialization of BRAINBioIncubator projects creates considerable value**

**We are financing our future with the commercialization that has only just begun.**

The BRAINBioIncubator encompasses a pipeline of research-intensive development projects that offer high value creation potential. We have only just begun to transition the high investments that we have realized over recent years into the commercialization phase. Two examples:

- 1) BRAIN Biotech has concluded an agreement with Royalty Pharma for the monetization of the licensing rights to the investigational compound Deucricitbant for an amount of up to € 128.88 million. BRAIN has already received an advance payment of € 18.41 million for this agreement. In addition, the company may receive potential regulatory milestone payments of up to € 18.42 million as well as additional potential long-term revenue-related milestone payments of up to € 92.05 million.
- 2) BRAIN Biotech has concluded an exclusive technology license agreement with Akribion Therapeutics GmbH for the genome editing nuclease G-dase E<sup>®</sup> for the pharmaceutical sector. BRAIN Biotech will receive up to € 92.3 million in R&D and commercial milestone payments from Akribion for granting these exclusive rights for use in the pharmaceutical area. Moreover, BRAIN Biotech is entitled to license fees from future net revenues. The payment structure is based on progress in clinical development and future commercialization successes.

Our BRAINBioIncubator includes further promising projects offering high value creation potential such as BioGold from recycled materials, natural sugar substitutes and enzymatic wound cleansing utilizing Aurase<sup>®</sup>, which has been developed by SolasCure.



## 5. Our products and solutions directly address several UN Sustainable Development Goals

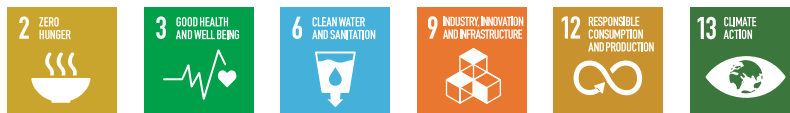
We develop products and solutions for our customers that directly address six SDGs.

Industrial biotechnology has become an important driver of innovation and sustainability in the global economy. People are already referring to the dawning of an “era of biology”, as industrial biotechnology enjoys the potential to transform traditional industries into more sustainable and environmentally responsible companies.

We enable companies in the food, life sciences and environmental sectors to reduce their greenhouse gas emissions, reduce their dependence on non-renewable resources and boost their contribution to a more sustainable global economy. The integration of our biotechnological solutions in manufacturing processes can also lead to significant cost savings and productivity enhancements for our partners.

Industrial biotechnology has already achieved considerable growth in recent years with its aim of harnessing biological processes and organisms to produce goods and services. The volume of the biotechnology market was estimated at USD 1.21 trillion in 2022 and is expected to grow from USD 1.38 trillion in 2023 to USD 3.90 trillion in 2031, which corresponds to an average annual growth rate of 13.9 % over the forecast period (2024 – 2031).\*\*

As a service provider, we develop products and solutions that directly address the following UN Sustainable Development Goals: 2, 3, 6, 9, 12 and 13.



Our proprietary development projects and those with partners as well as our products are aimed at solutions that lead to a better, healthier and more sustainable life. Some highlights from recent years:

- Extensive product portfolio of enzymes and microorganisms for production using biological processes;
- Highly efficient production strains for the manufacturing process in bioreactors (“biofactories”);
- Proprietary genetic engineering tools for targeted DNA/RNA modification for precision fermentation;
- Identification and development of new nature-based sweeteners, flavor enhancers and texturizers;
- Recycling of gold and other precious metals from waste streams (computer scrap, slag and other waste of mineral origin): biological extraction processes replace conventional chemical processes;
- Battery recycling: biological processes for recycling precious metals and lithium;

- Enzymatic cleansing of chronic wounds: painful and higher-risk methods can be bypassed; the spin-out in 2018 of SolasCure to conduct clinical trials and the pharmaceutical approval process;
- Circular economy processes in which production by-products are turned into new raw materials: carbon dioxide as a raw material for chemicals, nature-based antioxidants and fermented foods.

See also: [Initial ESG and Sustainability Report of BRAIN Biotech AG](#)

\*\* Source: Global Biotechnology Market, 2024 <https://www.skyquestt.com/report/biotechnology-market>

# The BRAIN Biotech Share and the Capital Market

## Capital market environment

Although the capital market environment during the 2023/24 financial year continued to be characterized by economic and political uncertainty, equity markets performed very well over this period. Despite a stagnating economy in Germany and only modest growth across Europe, as well as geopolitical conflicts, including the ongoing war in Ukraine and Hamas's terrorist attack on Israel, many leading equity indices posted new record highs by the end of 2023. The year-end rally particularly reflected the fact that inflation receded steadily over the course of 2023, in both the Eurozone and the USA, and equity markets were discounting a new cycle of interest-rate cuts.

The positive trend on stock markets continued worldwide in the first nine months of 2024 and led to new record highs for most leading indices during the first two quarters of the year. Initially, share prices were driven higher mainly by the further decline in inflation. This fueled market participants' expectations of interest-rate cuts, which were then bolstered by actual measures from central banks from the mid-year onwards. The European Central Bank (ECB) lowered its benchmark interest rate by 0.25 percent in both June and September, and the US Federal Reserve surprised with a large interest-rate cut of 0.5 percent in September. At the same time, however, robust US economic data and good corporate earnings – particularly from the technology sector – gave shares a further boost, which then drove the entire market up. Market participants' optimism was fueled especially by high hopes for the future of AI. Even though stock markets then recorded sharp setbacks at the beginning of August, mainly due to a strong yen and the unwinding of yen carry trades, anticipated and actually implemented interest rate cuts by central banks around the world quickly led to a strong recovery on capital markets. As a consequence, the most important equity market barometers posted new historic highs by the end of the third quarter.

The German benchmark index, the DAX, started BRAIN Biotech's financial year at 15,386.58 points and reached its high for the first nine months of the year at 19,491.93 points on 27 September 2024. As of the end of BRAIN Biotech's financial year, the DAX stood at 19,324.93 points, reflecting an increase of 26 %. The SDAX, which is the more important benchmark index for BRAIN Biotech, also performed well over the same period, rising by 10 %, although it significantly underperformed its big brother, the DAX. With a gain of around 24 %, the specialty chemicals sector index only slightly underperformed the DAX, while the NASDAQ Biotech Index rose less strongly by around 14 %. The BRAIN Biotech share, which was down by 50 % over the reporting period, thereby significantly underperformed both the DAX and SDAX benchmark indices as well as the chemical sector covered by the SP500 Specialty Chemicals and the NASDAQ Biotech Index.

## The BRAIN Biotech Share

BRAIN Biotech AG is a growth company with a focus on industrial biotechnology. In addition to the general capital market environment, sector-specific conditions and investors' risk appetite, the main share price drivers are the future and growth prospects for BRAIN Biotech AG. In particular, the share responds with greater volatility to news flow concerning progress made with projects from the BRAIN BioIncubator, which contains some of BRAIN Biotech's key future projects. Continued organic growth, improved profitability, and the successful integration of acquired companies are further key drivers of the share's price performance.

In February 2024, BRAIN Biotech added an equity-linked component to its existing financing instruments by issuing a € 5 million convertible bond. This has broadened the foundation for the financing of growth initiatives and for general corporate financing.

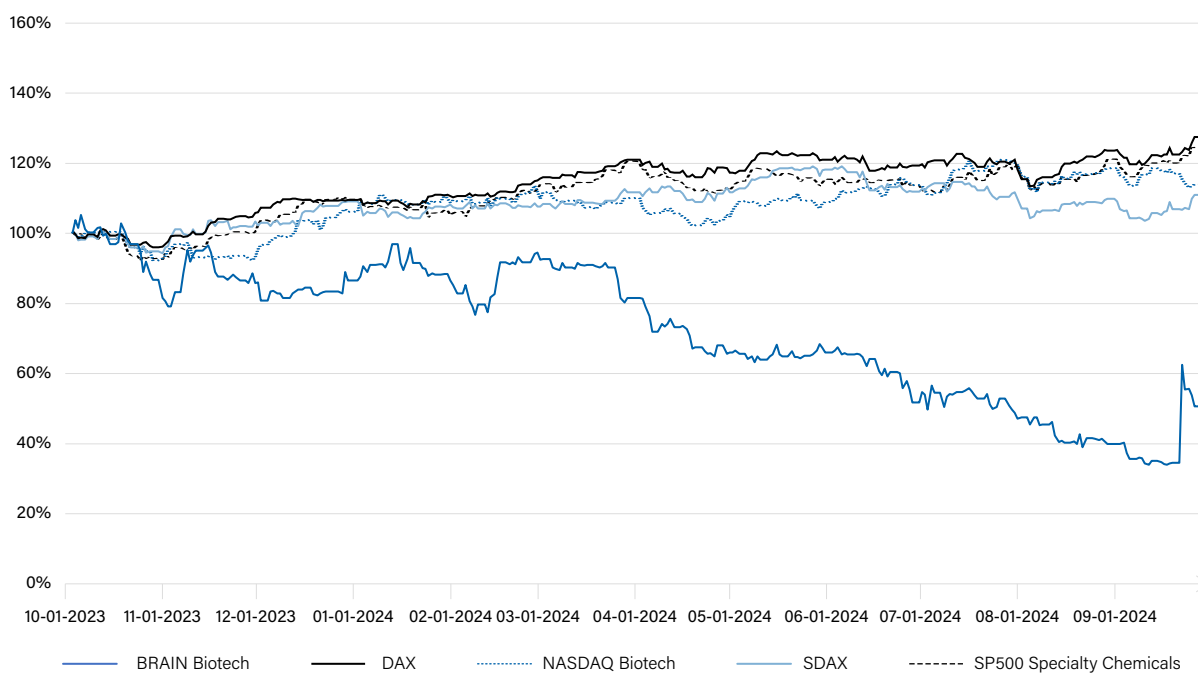
Moreover, BRAIN Biotech has strongly advanced its development in the BioIncubator area through the commercialization of pipeline investments. As a first step, the company received a significant milestone payment of € 1.5 million in the second quarter from licensee Pharvaris for successful development progress in the out-licensed drug program for Deucricitabant (formerly PHA 121). In a second step, BRAIN Biotech signed an agreement with Royalty Pharma in September 2024 for the monetization of the licensing rights to the investigational compound Deucricitabant for an amount of up to € 128.88 million. This transaction has significantly brought forward the expected cash proceeds from the “Deucricitabant” project, thereby accelerating the ongoing transformation of BRAIN Biotech into a global top ten player in the highly attractive market for industrial enzymes.

## SHARE PRICE PERFORMANCE<sup>1</sup>

Price at the start of the financial year	Price at the end of the financial year	High for the financial year	Low for the financial year	12M share price performance
€ 4.24	€ 2.12	€ 4.45	€ 1.45	-50.00 %
01.10.2023 (first trading day 02.10.2023)	30.09.2023	04.10.2023	12.09.2024	

<sup>1</sup> In each case based on the XETRA closing price

### Performance of the BRAIN Biotech share in the 2023/24 financial year (indexed)



### Key share data<sup>1</sup>

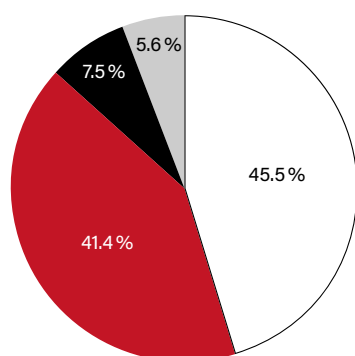
Share class	No-par-value registered shares
Stock exchanges	All stock exchanges
Transparency level	Prime Standard
Number of shares	21,847,495
Share capital	€ 21,847,495
ISIN	DE0005203947
WKN	520394
Ticker symbol	BNN
Specialist	Baader Bank AG
Designated Sponsor	Baader Bank AG
Paying agent	Bankhaus Gebr. Martin
Share price on 30.09.2024	€ 2.12
52-week high	€ 4.45
52-week low	€ 1.45
Market capitalization as of 30 September 2024 <sup>2</sup>	€ 46 million
Average daily trading volume (52 weeks as of 30.09.2024)	11,454 shares (Xetra) 13,902 shares (Tradegate)

<sup>1</sup> In each case based on the XETRA closing price

<sup>2</sup> Last trading day of the 2023/24 financial year

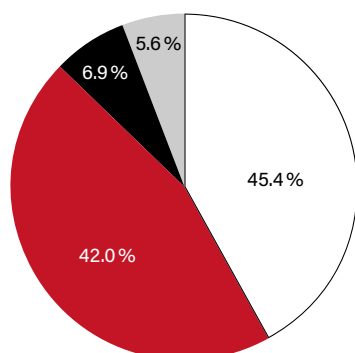
## SHAREHOLDER STRUCTURE

The free float stood at 41.4 % as of 30 September 2024. The shareholder structure of BRAIN Biotech AG as of 30 September 2024 (and as of the previous year's reporting date) was as follows:



### SHAREHOLDER STRUCTURE AS OF 30 SEPTEMBER 2024

<span style="color: red;">■</span> Free Float	41.4%
<span style="border: 1px solid black; display: inline-block; width: 10px; height: 10px;"></span> MP Beteiligungs-GmbH	45.5%
<span style="background-color: black; display: inline-block; width: 10px; height: 10px;"></span> Founders/Management	7.5%
<span style="background-color: gray; display: inline-block; width: 10px; height: 10px;"></span> DAH Beteiligungs-GmbH	5.6%



### SHAREHOLDER STRUCTURE AS OF 30 SEPTEMBER 2023

<span style="color: red;">■</span> Free Float	42.0%
<span style="border: 1px solid black; display: inline-block; width: 10px; height: 10px;"></span> MP Beteiligungs-GmbH	45.4%
<span style="background-color: black; display: inline-block; width: 10px; height: 10px;"></span> Founders/Management	6.9%
<span style="background-color: gray; display: inline-block; width: 10px; height: 10px;"></span> DAH Beteiligungs-GmbH	5.6%

## ANALYSTS

Estimates and recommendations relating to BRAIN Biotech AG are published by the following research houses (as of 30 September 2024):

Company	Analyst
Baader Helvea Equity Research	Thomas Meyer
Deutsche Bank AG	Jan Koch
FMR Frankfurt Main Research AG	Dr. Mohamad Vaseghi
Kepler Cheuvreux	Nicolas Pauillac
M.M. Warburg & Co. Bank	Dr. Christian Ehmann



## FINANCIAL COMMUNICATION

BRAIN Biotech AG is listed on the Frankfurt Stock Exchange in the Prime Standard segment of the Regulated Market, the stock exchange segment entailing the highest transparency requirements. Along with corresponding mandatory publications including quarterly statements and the half-year financial report, BRAIN Biotech informed investors, analysts, and other interested capital market participants in a total of two ad hoc announcements, 14 press and investor relations announcements, as well as through telephone conferences and numerous individual meetings, about the company's further development as well as the bioeconomy's global growth potential. The Management Board and the Head of Investor Relations were repeatedly available for discussions in the context of one-on-one visits to Zwingenberg – as well as participation in relevant conferences such as the Spring Conference and the German Equity Forum in Frankfurt as well as the Baader Investment Conference in Munich. Key topics included the continued strong growth prospects in the product business, progress on projects in the BioIncubator and the monetization of BRAIN Biotech's investments from the BioIncubator pipeline.

The declared objective is to position BRAIN Biotech in the top 10 companies of the global enzyme market in the medium term by doubling its revenue generated with industrial products. BRAIN Biotech operates in this area as a global multi-niche enzyme company. Financial announcements and publications as well as all other publications of relevance to the capital market are permanently available on the company's website at [www.brain-biotech-group.com/en/investors/](http://www.brain-biotech-group.com/en/investors/).

## ANNUAL GENERAL MEETING

On 12 March 2024, the eighth Annual General Meeting of BRAIN Biotech AG was held as a physically attended event again, at the Melibokushalle in Zwingenberg, following a three-year period during which the AGM had been held as a virtual event. Of the share capital of BRAIN Biotech AG of € 21,847,495.00, which is divided into 21,847,495 no-par-value registered shares, a total of 14,417,113 shares entailing the same number of votes (including postal votes) were represented at the AGM. Depending on the agenda item, the shareholding at the time of voting was between 65.74 % and 65.94 % of the share capital of BRAIN Biotech AG. The voting results are published on the Internet at <https://www.brain-biotech-group.com/en/investors/annual-general-meeting/>.

The votes related to the ratification of the actions of the Management and Supervisory boards for the 2022/23 financial year, the approval of the conclusion of two agreements concerning the establishment of a typical silent partnership between BRAIN Biotech AG and Hessen Kapital I GmbH, and an agreement with MBG H Mittelständische Beteiligungsgesellschaft Hessen mbH. Votes were also held concerning the election of the auditor of the annual separate and consolidated financial statements as well as the approval of the compensation report.

# Group Management Report

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# Basis of the Group

## GROUP BUSINESS MODEL

BRAIN Biotech AG ("BRAIN") is a European supplier of bio-based products and solutions, such as enzymes and proteins, microbial production strains, natural substances, and biotechnological solutions, for more sustainable industrial processes. The company focuses on the areas of nutrition, health, and the environment.

The Group organizes its business activities into three operating segments plus a holding entity: the BioProducts segment comprises the product business with specialized enzymes and other proteins, for the manufacture of which the Group operates fermentation plants in the UK and production facilities in continental Europe and the USA. The BioScience segment offers research-intensive customized solutions based on enzyme technology, strain development, bioprocess development, and natural product screening. In the BioIncubator segment, the company conducts both its own R&D projects as well as those initiated with partners offering high value-creation potential. In the BioScience segment, Potsdam-based AnalytiCon Discovery GmbH was merged onto BRAIN Biotech AG in Zwingenberg during the financial year under review. This legal reorganization will further optimize and simplify the structure of the BRAIN Biotech Group. The operating activities of the two business units remain unaffected by the merger and will continue unchanged at their respective locations.

BRAIN has an extensive research and development infrastructure at its Zwingenberg site and the branch operation in Potsdam, which specializes in natural compounds. Through its own R&D activities, the Group is continuously expanding its product portfolio in the area of specialty enzymes and small molecules. The latter form the starting point for screenings, such as for novel drug candidates for pharmaceutical applications. Our companies for enzyme products, microorganisms, and bioactive natural compounds offer specialized production and application expertise as well as direct market access: WeissBioTech GmbH (Ascheberg, Germany), Biocatalysts Ltd. (Cardiff, UK), Biocatalysts Inc. (Chicago, Illinois, USA), Biosun Biochemicals Inc. (Tampa, Florida, USA), and Weriol Group BV (Nieuwkuijk, Netherlands, hereafter the "Breatec Group"). Moreover, as part of the spin-off of SolasCure Ltd., which is based in Cardiff, UK, an ingredient for enzymatic wound healing is targeted for market approval.

Targets of the "bioeconomy" are to replace chemical-industrial processes with innovative, resource-conserving bio-based processes, as well as to establish new processes and products. The BRAIN Biotech Group also utilizes biotechnological processes in its own production.

## MANAGEMENT SYSTEM

BRAIN's financial control parameters include revenue and adjusted EBITDA.<sup>1</sup> In the company's view, revenue appropriately reflects the Group's overall financial performance during the respective reporting period. Adjusted EBITDA better reflects the Group's sustainable earnings trend than EBITDA, as it excludes exceptional items. Adjusted EBITDA is calculated by eliminating expenses from the share-based compensation scheme of BRAIN Biotech AG, as well as extraordinary personnel expenses and other expenses in connection with the Royalty Pharma transaction. In the previous year, acquisition and integration costs from the BRAIN Biotech Group's expansion were also adjusted.

<sup>1</sup> EBITDA = earnings before interest, tax, depreciation, and amortization

As financial performance indicators, the company refers to milestones reached in the context of cooperation agreements and exercised options. The number of milestones reached serves as an important measure of the technological targets achieved in the strategic industrial partnerships, and consequently of BRAIN's technology expertise. The management metrics underlying the planning and steering are calculated on the basis of International Financial Reporting Standards (IFRS).

## RESEARCH AND DEVELOPMENT

Biotechnology research and the development of biotechnology processes and products represent an important expertise and form the foundation of the business activities of BRAIN Biotech AG. As early as 1999, BRAIN applied proprietary metagenome technologies to develop production organisms, enzyme products, and genetic libraries. Today, BRAIN's portfolio consists of various patented special technologies, as reflected in its patent portfolio. These include the genome engineering technology developed by BRAIN (G-dase E<sup>®</sup> and G-dase M<sup>®</sup>, formerly known as BEC/BMC), a molecular biology technique for the targeted and precise modification of DNA. For this purpose, nucleases (special enzymes) are utilized as so-called "gene scissors". BRAIN is also active in the areas of wound healing as well as environmental technology.

Here, BRAIN Biotech AG achieved important development progress together with its partners. The "Gold from Waste Streams" project is being further developed with an industrial partner. The active substance outlicensed to Pharvaris for the treatment of hereditary angioedema (HAE), a rare genetic disease, is continuing to exhibit promising progress in clinical development. This project is very important for BRAIN from an economic perspective. Expected future license payments have been sold in advance to Royalty Pharma as part of a royalty monetization agreement. As a consequence, the Group has already received a prepayment of € 18.41 million. This transaction could generate total payments amounting up to € 128.88 million.

BRAIN's proprietary BioArchive includes more than 50,000 comprehensively characterized microorganisms, chassis microorganism strains to develop production organisms, as well as genetic libraries encompassing new enzymes and metabolic pathways. The assets of AnalytiCon Discovery, Potsdam, include a unique collection of pure natural materials and semisynthetic substances based on natural material building blocks. These aggregated collections are being expanded in ongoing projects, enabling the identification of hitherto uncharacterized enzymes and natural substances, and new access to microorganisms that have not proved cultivatable to date.

Expenses for research and development amounted to € 6.2 million in the 2023/24 financial year, compared with € 5.0 million in the 2022/23 financial year. This corresponds to 11 % of revenue in the 2023/24 financial year, compared with 9 % in the previous financial year. In the 2023/24 financial year, investments in research and development primarily include expenses for innovative product developments (such as investments in Akribion Genomics AG in the context of developing a new genome editing technology, new sweeteners, and biological metal extraction processes from waste and by-product streams) at the Zwingenberg and Potsdam sites. Research and development expenses include € 0.1 million of third-party services (previous year: € 0.1 million).

The Group currently employs 217 people in research and development functions (previous year: 213).

# Economic and business report

## Macroeconomic and sector-related conditions

The financial year under review was characterized by an overall challenging and volatile global economic environment, while risks to global growth and the free movement of goods persisted. These developments also made overall conditions for industrial biotechnology more challenging in the 2023/24 financial year. Although research and product innovations in industrial biotechnology remain a mainstay of sustainable industrial production, they cannot be decoupled completely from the general economic environment. Industrial biotechnology provides solutions to the fundamental challenges of nutrition, energy, environment, and climate. Their contribution to the overarching issue of sustainability and their potential to fundamentally reshape industrial production is far from exhausted.<sup>2</sup> BRAIN Biotech AG is actively shaping these changes as an innovative partner with its strong solution and product expertise.

In addition to the substitution of petrochemical-based products, the industry's research and development activities also focus on biological solutions for sugar substitutes, alternative protein sources, and the utilization of by-product streams from industrial production.

## Business progress

BRAIN implemented a number of key initiatives, measures, and developments in the 2023/24 financial year:

The development of genome editing activities bundled under the Akribion Genomics brand name was primarily focused on therapeutic applications, including oncology applications. The mode of action of the nuclease selected for this purpose enables both the targeted enrichment of cells and their elimination by selective destruction. This novel mode of action of nuclease G-dase E<sup>®</sup> thereby promises significant progress for therapeutic applications, particularly in the oncology area.

Our three-pillar reporting structure provides shareholders with enhanced transparency and visibility in relation to the Group's operating performance in its BioProducts, BioScience, and BioIncubator segments. The BioScience segment comprises the activities for customized customer solutions in contract research. The BioProducts segment bundles all of the Group's product-related activities for application-related fermentation and formulation with a focus on food and beverages. These also include the large-scale fermentation capacities of the Biocatalysts subsidiary. The BioIncubator comprises the pioneering research projects and the product pipeline, including Akribion Genomics, of BRAIN Biotech AG.

The BioProducts segment, managed by Biocatalysts, forms the core of the Group's ambitious growth strategy to create a global multi-specialty enzyme company.

In terms of revenue, seven milestones were reached in strategic industrial partnerships in the 2023/24 financial year (previous year: four). The milestones achieved relate to various cooperation partners and lie within the previous year's forecast.

<sup>2</sup> EY Biotech Report 2023

## Results of operations

### EXTRACT FROM THE STATEMENT OF COMPREHENSIVE INCOME

€ thousand	2023/24	2022/23
<b>Revenue</b>	<b>54,631</b>	<b>55,335</b>
Research and development grant revenue	868	890
Changes in inventories	-433	144
Other income	453	771
<b>Total operating performance</b>	<b>55,520</b>	<b>57,140</b>
<b>EBITDA</b>	<b>-4,029</b>	<b>-826</b>
<b>Adjusted EBITDA</b>	<b>-420</b>	<b>402</b>
<b>EBIT</b>	<b>-8,852</b>	<b>-5,480</b>
Net financial result	-2,137	-2,010
Pretax loss for the reporting period	-10,990	-7,489
Net loss for the reporting period	-11,100	-8,114
Earnings per share (in €)	-0.51	-0.38

BRAIN Biotech Group's consolidated revenue decreased to € 54.6 million in the 2023/24 financial year. Compared with the previous year (€ 55.3 million), this represents a decline of 1.3 %. This was mainly due to a reduction in revenue in the BioScience segment. The product business, by contrast, reported slight year-on-year growth of 0.2 %.

The regional focus of revenue was on the USA (circa 25 %, previous year: circa 28 % of total revenue), the Netherlands (circa 21 %, previous year: circa 19 %), Germany (circa 12 %, previous year: c. 10 %), the UK (circa 7 %, previous year: circa 9 %) and France (circa 5 %, previous year: circa 5 %). Revenue in Germany rose to € 6.7 million (previous year: € 5.7 million). International revenue decreased year-on-year to € 48.0 million (previous year: € 49.7 million).

At € 0.9 million, research and development grant revenue remained constant compared to the previous year.

Changes in inventories amounted to € -0.4 million and were thereby clearly lower than in the previous year (€ 0.1 million). In the BioScience segment, the change in inventories reduced from € 0.3 million in the previous year to € -0.3 million. By contrast, changes in inventories in the BioProducts segment remained the same as in the previous year at € -0.2 million.

Other income was down by € 0.8 million year-on-year to € 0.5 million.

At € 55.5 million, the total operating performance resulting from the aforementioned developments was 2.8 % below the previous year (€ 57.1 million).

The cost of materials decreased by 5.9 % from € 25.4 million to € 23.9 million. The ratio of cost of materials to revenue improved clearly from 45.8 % to 43.7 %. Expenses for third-party services within the BRAIN Biotech Group were reduced from € 1.0 million to

€ 0.5 million. Third-party services were purchased mainly from universities, companies with special production expertise, and other technology firms. The volume of services procured from third parties varies depending on the respective project requirements and internal capacity utilization.

Personnel expenses in absolute terms increased year-on-year by 14.1 % from € 22.0 million to € 25.1 million. Personnel expenses include certain one-off effects in connection with the Royalty Pharma transaction amounting to € 2.5 million. The exclusion of these one-off effects would generate a 2.9 % yearly increase, which largely reflects the hiring of new production personnel as well as higher expenses deriving from share-based payment.

At € 10.6 million, other expenses remained at the previous year's level of € 10.6 million. Inflationary trends were largely offset by stringent project controlling and consistent cost management.

In summary, the effects described above led to a € 3.2 million decrease in EBITDA to € -4.0 million

As in the previous year, EBITDA was influenced by various non-operating effects, for which adjustments have been made. These include expenses for share-based payment programs as well as personnel expenses and other expenses in connection with the Royalty Pharma transaction. In the previous year, acquisition and integration costs were also adjusted.

In the past financial year, adjusted EBITDA decreased from € 0.4 million to € -0.4 million.

The following overview presents the reconciliation of reported EBITDA with adjusted EBITDA:

€ thousand	2023/24	2022/23
<b>EBITDA, including:</b>	<b>-4,029</b>	<b>-826</b>
Personnel expenses in connection with the Royalty Pharma transaction	-2,467	0
Other operating expenses in connection with the Royalty Pharma transaction	-248	0
Personnel expenses from share-based payment components	-894	-714
Personnel expenses in connection with M&A transactions and the integration of acquired companies	0	-234
Other operating expenses in connection with M&A transactions and the integration of acquired businesses	0	-279
<b>Adjusted EBITDA</b>	<b>-420</b>	<b>402</b>

Depreciation, amortization and impairment losses changed from € -4.7 million in the previous year to € -4.8 million.

This led to EBIT of € -8.9 million compared to € -5.5 million in the previous year.

The financial result deteriorated from € -2.0 million to € -2.1 million. Within the financial result, finance costs increased due to higher borrowings. Finance income includes income from the subsequent measurement of financial liabilities in connection with put option rights amounting to € 0.2 million. Compared to the previous year, however, finance income decreased from € 0.8 million to € 0.4 million. The result from equity-accounted companies improved from € -1.5 million to € -0.5 million. This reflects a lower loss incurred at SolasCure Ltd.

As a consequence, the pretax result deteriorated from € -7.5 million to € -11.0 million.

Taking taxes into account, the net result amounted to € -11.1 million (previous year: € -8.1 million). Of this amount, € -11.1 million is attributable to the shareholders of BRAIN Biotech AG.

Overall, the revenue and adjusted EBITDA trends were not in line with our original guidance (see also the detailed forecast report in this Group management report).

The operating segments report the following results:

No changes have occurred to the segmentation compared with the consolidated financial statements as at 30 September 2023.

## SEGMENT SHARE OF REVENUE

	2023/24	2022/23
BioProducts	78 %	77 %
BioScience	19 %	22 %
BioIncubator	3 %	1 %



## BioProducts segment

The BioIndustrial segment consists mainly of the Group's industrially scaled product business.

€ thousand	2023/24	2022/23
<b>Revenue</b>	<b>42,567</b>	<b>42,492</b>
Research and development grant revenue	68	149
Changes in inventories	-150	-170
Other income	101	320
<b>Total operating performance</b>	<b>42,586</b>	<b>42,791</b>
Cost of materials	-22,160	-22,761
Personnel expenses	-8,994	-8,648
Other expenses	-6,124	-6,203
<b>EBITDA</b>	<b>5,309</b>	<b>5,178</b>
<b>Adjusted EBITDA</b>	<b>5,309</b>	<b>5,485</b>
Depreciation, amortization and impairment	-3,594	-3,256
<b>EBIT</b>	<b>1,715</b>	<b>1,922</b>

Revenue in the BioProducts segment grew slightly from € 42.5 million to € 42.6 million. This segment's revenue growth stood below our original guidance. In addition to a generally weaker economic environment and the reduction of customer inventories, delays also occurred in the commissioning of the second large-scale fermenter in the UK.

The segment's total operating performance decreased by 0.5 % from € 42.8 million in the previous year to € 42.6 million, mainly due to a lower level of other income.

The segment's adjusted EBITDA decreased from € 5.5 million to € 5.3 million. The industrially scaled segment continues to show strong profitability. However, the lower momentum in the segment has resulted in adjusted EBITDA growth below the original guidance.

## BioScience segment

The BioScience segment includes mainly research and development business with industrial partners, and the company's own research and development.

€ thousand	2023/24	2022/23
<b>Revenue</b>	<b>10,694</b>	<b>12,306</b>
Research and development grant revenue	406	374
Changes in inventories	-283	314
Other income	421	460
<b>Total operating performance</b>	<b>11,238</b>	<b>13,454</b>
Cost of materials	-1,486	-2,102
Personnel expenses	-8,051	-8,626
Other expenses	-2,167	-2,283
<b>EBITDA</b>	<b>-466</b>	<b>443</b>
<b>Adjusted EBITDA</b>	<b>-172</b>	<b>768</b>
Depreciation, amortization and impairment	-1,229	-1,397
<b>EBIT</b>	<b>-1,694</b>	<b>-954</b>

In the BioScience segment, revenue decreased by 13.1 % from € 12.3 million to € 10.7 million. This is due to project delays in the cooperation business given a weakening business environment in contract research. Research and development grant revenue amounted to € 0.4 million and thereby stood at the previous year's level. Overall, total operating performance reduced to € 11.2 million.

Adjusted EBITDA decreased from € 0.8 million to € -0.2 million, which is mainly due to the lower revenue level. However, the reduced revenue level was partly offset by continued stringent project controlling and good overall cost control. Nevertheless, both the revenue trend and adjusted EBITDA fell short of our original guidance.

### BioIncubator segment

The BioIncubator segment includes the R&D pipeline as well as the company's own R&D projects, or R&D projects initiated with partners, offering high value-creation potential.

€ thousand	2023/24	2022/23
<b>Revenue</b>	<b>1,657</b>	<b>576</b>
Research and development grant revenue	394	368
Changes in inventories	0	0
Other income	0	0
<b>Total operating performance</b>	<b>2,051</b>	<b>955</b>
Cost of materials	-468	-519
Personnel expenses	-3,025	-2,417
Other expenses	-685	-753
<b>EBITDA</b>	<b>-2,127</b>	<b>-2,734</b>
<b>Adjusted EBITDA</b>	<b>-2,127</b>	<b>-2,734</b>
Depreciation, amortization and impairment	0	0
<b>EBIT</b>	<b>-2,127</b>	<b>-2,734</b>

In the **BioIncubator segment**, revenue in the reporting period increased significantly from € 0.6 million in the previous year to € 1.7 million. In the second quarter of the financial year under review, a milestone was reached in the deucritibant project (formerly PHA 121), which made a significant contribution to revenue growth. The strong revenue growth is also reflected in the segment's adjusted EBITDA, which improved from € -2.7 million in the previous year to € -2.1 million. The segment continues to be characterized by a high level of investments of € 2.6 million in the area of genome editing under the brand name Akribion Genomics. Thanks to the successful realization of a high milestone payment, segment earnings stood above our original guidance, both in terms of revenue and adjusted EBITDA.

### BRAIN Biotech Holding segment

The BRAIN Biotech Holding segment comprises mainly personnel expenses and other expenses for Group administration, the further development of the BRAIN Biotech Group including strategic Group financing, stock exchange listing, and M&A activities, as well as one-off expenses in connection with the Royalty Pharma transaction in the context of strategic Group financing in the financial year under review, which can be found in the adjustments. Adjusted EBITDA for the segment amounted to € -3.3 million, which is slightly below the previous year's level but still in line with our original guidance.

## Net assets and financial position

€ thousand	30.09.2024	30.09.2023
<b>Non-current assets</b>		
Intangible assets	14,185	15,215
Property, plant and equipment	27,855	28,720
Other non-current assets	1,038	1,526
	<b>43,078</b>	<b>45,462</b>
<b>Current assets</b>		
Other current assets	18,249	19,946
Other financial assets	238	178
Cash and cash equivalents	27,171	5,352
	<b>45,658</b>	<b>25,476</b>
<b>ASSETS</b>	<b>88,737</b>	<b>70,937</b>
<b>Equity</b>	<b>13,886</b>	<b>23,013</b>
<b>Non-current liabilities</b>		
Non-current financial liabilities	21,175	24,265
Convertible bonds	4,151	0
Financial liability to Royalty Pharma	18,406	0
Other non-current liabilities	6,113	6,180
	<b>49,845</b>	<b>30,445</b>
<b>Current liabilities</b>		
Current financial liabilities	11,888	4,741
Convertible bonds	326	0
Other current liabilities	12,792	12,738
	<b>25,006</b>	<b>17,479</b>
<b>EQUITY AND LIABILITIES</b>	<b>88,737</b>	<b>70,937</b>

The changes in the net assets and capital structure in the 2023/24 financial year are mainly due to the negative net result for the year and the Royalty Pharma transaction.

Non-current assets decreased from € 45.5 million in the previous year to € 43.1 million. This was due to both amortization and depreciation as well as a reduction in equity-accounted investments.

Current assets increased from € 25.5 million to € 45.7 million. This is especially due to the increase in cash and cash equivalents, which is mainly attributable to the advance payment received in connection with the Royalty Pharma transaction, the convertible bonds issued, and the raising of additional financing. This was offset by a reduction in trade receivables from € 9.4 million to € 7.8 million. This is primarily due to the successful active working capital management. Equity decreased from € 23.0 million to € 13.9 million. The main reasons for this are the negative result for the year (€ -11.1 million) on the one hand and an increase in the Capital reserves due to issuing convertible bonds in the amount of € 5.0 million (of which the

allocated equity share is € 0.6 million) and the periodic recognition of the current employee participation programmes schemes (€ 0.9 million) on the other hand.

As at the 30 September 2024 reporting date, the company reports authorized capital of € 4,369,499 and conditional capital of € 2,184,749 (conditional capital to fulfil option or conversion rights from the issue of bonds with warrants and/or convertible bonds) and € 2,184,748 (conditional capital to fulfil option rights from the issue of share options).

Non-current liabilities increased from € 30.4 million in the previous year to € 49.8 million in the year under review. This is due mainly to the higher level of financial liabilities. Non-current financial liabilities include liabilities from the Royalty Pharma transaction (€ 18.4 million), the debt component of the convertible bonds (€ 4.2 million), and silent partnerships (€ 8.0 million).

Current financial liabilities increased from € 4.7 million to € 11.9 million. The increase is due to reclassifications from non-current liabilities in line with their maturities as well as the raising of additional financing. This is offset by scheduled repayments. Other liabilities increased by € 2.2 million to € 5.4 million. This is due to payment obligations for specific remunerations in connection with the Royalty Pharma transaction. Deferred income decreased from € 2.9 million in the previous year to € 0.7 million due to a lower level of advance payments from research and development projects. Overall, the aforementioned items led to an increase in current liabilities from € 17.5 million to € 25.0 million.

Financial management at BRAIN mainly entails securing the necessary liquidity to achieve the company's objectives and to meet payment obligations at all times. Various financing instruments are utilized, such as loans, silent partnerships, the sale of future license income, leasing, and hybrid instruments.

The financial liabilities are predominantly denominated in euros and pounds sterling. In addition to silent partnerships, the interest-bearing financial liabilities mainly consist of loans from financial institutions with a fixed nominal interest rate of between 1.15 % and 7.87 %, as well as liabilities for the potential acquisition of company shares from the exercise of put options. Of the interest-bearing loans, € 7.1 million have a remaining term up to one year and € 6.6 million a remaining term of more than one year.

The equity ratio stood at 15.6 % as at the reporting date, down on the previous year (32.4 %). The debt-to-equity ratio rose from 67.6 % in the previous year to 84.4 % as at 30 September 2024 in the context of the aforementioned parameters. Total assets increased from € 70.9 million as at 30 September 2023 to € 88.7 million as at 30 September 2024.

## INVESTMENTS

Investments focused on property, plant and equipment amounted to circa € 1.6 million, mainly due to the expansion of production capacity at Biocatalysts in the BioProducts segment as well as new and replacement investments in laboratory equipment.

## LIQUIDITY

### Extract from the cash flow statement

€ thousand	2023/24	2022/23
Gross cash flow	-9,024	-4,356
Cash flow from operating activities	-3,583	-4,218
Cash flow from investing activities	-1,689	562
Cash flow from financing activities	26,991	459
Net change in cash and cash equivalents	21,718	-3,196

The BRAIN Biotech Group's gross cash flow deteriorated from € -4.4 million in the previous year to € -9.0 million in the 2023/2024 financial year.

By contrast, cash flow from operating activities improved from € -4.2 million to € -3.6 million in the financial year under review. This was due to an improvement in operating working capital as a consequence of improved collection of trade receivables, as well as a lower level of inventories. This was offset by a year-on-year lower level of cash inflows from deferred income.

Cash flow from investing activities amounted to € -1.7 million in the financial year under review, compared with € 0.6 million in the previous year. Cash flow from investing activities is largely characterized by investments in property, plant and equipment amounting to € -1.6 million. The previous year was positively impacted by the receipt of the sales price for the divestment of L. A. Schmitt GmbH (€ +3.0 million).

Cash flow from financing activities amounted to € 270 million and reflects the debt capital measures in the financial year under review, such as the Royalty Pharma transaction (€ 18.4 million), the issuing of convertible bonds (€ 5.0 million), and the payment of silent participations (€ 5.0 million). This is offset by scheduled repayments of financial liabilities (€ 5.5 million).

The individual cash flows results in an overall increase in cash and cash equivalents of € 21.7 million compared with € -3.2 million in the previous year.

Cash and cash equivalents of € 271 million as at the 30 September 2024 reporting date were offset by current financial liabilities of € 11.9 million and non-current financial liabilities of € 21.2 million. In addition, there is a partially utilized credit line of € 7.0 million, which gives it the flexibility to meet the aforementioned payment obligations. Of the credit line, € 5.0 million had been utilized as at the reporting date. The credit line has a term until 30 June 2025.

In the Management Board's assessment, no restrictions exist that can limit the availability of cash and/or capital.

## Employees

The number of employees shows the following development:

	2023/24	2022/23
<b>Total employees</b>	<b>307</b>	<b>309</b>
of whom		
Salaried employees	301	301
Industrial employees	6	8

The BRAIN Biotech Group also employs scholarships/grant holders (4, previous year: 4), temporary employees (7, previous year: 12) and trainees (7, previous year: 5).

## Overall statement on business progress

The Management Board is of the opinion that in the past financial year BRAIN achieved significant successes in terms of the company's business and strategic development. Although the Group's revenue growth fell short of the original planning in a challenging economic environment, two projects of the great strategic significance were successfully launched or completed: 1) The spin-off of genome editing activities in the human environment to Akribion Therapeutics GmbH was prepared. In addition, this should lead to considerable cost savings in the low single-digit-million euro range in the BioIncubator segment in the coming financial year. The transaction has been successfully finalized after the end of the financial year in December 2024 (see the report on "Events after the reporting date"). 2) The company has concluded a monetization agreement with Royalty Pharma for future royalty payments for the therapeutic agent deucricitibant. Proceeds of € 18.41 million immediately converted into cash for BRAIN as a consequence. This transaction may lead to total milestone payments amounting to up to € 128.88 million.

The instruments for managing the Group, the subsidiaries, and the projects were further developed and expanded on a business-related basis. An optimized risk management system enables us to take account of the expanding revenue level and the increasing complexity of exogenous factors. Each business unit continues to report personally to the Management Board and to the company's central finance department on a monthly basis. Current business performance, adherence to budgets, and changes to the risk profile are reviewed. In addition to risks, we also identify opportunities for the company. Our Group-wide BRAINway training program to strengthen the corporate culture, to focus on commercial success, and to promote the personal development of our employees was continued and supplemented with new elements in "BRAINway 2". We are continuing to systematically implement further steps in our sustainability strategy. In our annual ESG Data Sheet we provide updates on the related progress.

Strategically, the BRAIN Biotech Group is developing consistently into a focused product company with a concentration on enzymes. We draw our strength in product development from deeply rooted biotechnological solution expertise from more than thirty years of entrepreneurial development. As the largest segment with attractive profitability, the BioProducts segment has a prominent position within the BRAIN Biotech Group.

In the BioScience segment, we experienced a difficult service business overall. This is where the slowdown in economic growth was most noticeable due to the postponement of some larger-scale projects. BRAIN successfully advanced some of its own development projects in the BioIncubator during the financial year under review. Particularly noteworthy is the early monetization of future licensing income in the deucricitabant program and the initiation of the spin-out of the genome editing activities with therapeutic application at Akribion Therapeutics.

The economic environment remains significantly characterized by uncertainty – including in relation to armed conflicts, price inflation, political bloc formation, as well as upheavals. The BRAIN Biotech Group was also affected by the negative economic effects in this context. Some customers have reduced their planned volumes, supply chain constraints remain in some cases, and a high level of price volatility exists for some raw materials and consumables. In addition, it was not always possible to pass on price increases for primary products and rising labor costs to customers in full and immediately. Nevertheless, some subsidiaries reported positive revenue and earnings growth this year.

In relation to the trend in the financial position and performance, the Management Board is of the opinion that the overall picture is satisfactory, as the Group posted revenue and adjusted EBITDA at approximately the previous year's level despite the generally weak economic environment. In particular, the cash position, which is important, was strengthened considerably.

We pushed ahead with further measures to strengthen our business activities with the aim of achieving sustainable and profitable revenue growth. This includes leveraging cost and revenue synergies within the Group to a greater extent, a further streamlining of our corporate organization accompanied by a clear definition of responsibilities, stringent project controlling of the new business development pipeline, and ongoing initiatives to achieve general cost savings.

Furthermore, for the Management Board, the continued high level of investments in research and development in relation to revenue represents an indicator and basis for BRAIN's future potentials. The Group holds a cash and cash equivalents position of € 271 million as at 30 September 2024, and reports a 15.6 % equity ratio. In the Management Board's opinion, this signifies that the prerequisites to participate in the potential offered by growing bioeconomy markets are in place. Further sources of financing in the area of debt or hybrid capital have been and are being examined on an ongoing basis.

Overall, and on the basis of the developments outlined above, the Management Board of BRAIN Biotech AG continues to assess the course of business and the Group's net assets and financial positions as positive as at the reporting date.



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# Events after the reporting date

BRAIN Biotech AG has signed an exclusive technology license agreement with Akribion Therapeutics GmbH for the genome editing nuclease G-dase E® for the pharmaceutical sector. BRAIN Biotech can receive up to € 92.3 million in R&D and commercial milestone payments from Akribion for granting these exclusive rights for use in the pharmaceutical area. Moreover, BRAIN Biotech is entitled to license fees from future net revenues. The payment structure is based on progress in clinical development and future commercialization successes. BRAIN staff who were assigned to the business unit managed as Akribion Genomics will be transferred to Akribion Therapeutics GmbH as part of a transfer of operations.

The genome editing nuclease G-dase E® forms part of the proprietary CRISPR-Cas genome editing nuclease portfolio of BRAIN Biotech AG, and was developed as part of the company's BioIncubator pipeline for highly innovative projects. BRAIN Biotech will continue to develop this portfolio of nucleases outside the pharmaceutical sector on its own initiative, harness it as a technological differentiator in customer projects, and offer it to external parties for licensing.

Prof. Dr. Wiltrud Treffenfeldt stepped down from her position as an ordinary member of the Supervisory Board of BRAIN Biotech AG for personal reasons with effect from 3 October 2024. Prof. Dr. Treffenfeldt had been a member of the Supervisory Board of BRAIN Biotech AG since October 2020.

No further significant events or developments of material importance to the company's financial position and performance have occurred since the 30 September 2024 balance sheet date.

# Outlook

Due to the overall high significance of biotechnological products, processes, and services for sustainable industrial processes, nutrition, health, and the environment, BRAIN anticipates a positive environment for the future of the sector as a whole. As a technology company active in the industrial biotechnology sector, BRAIN continues to regard itself in a position to be able to contribute significant added value for industrial partners, as well as in the context of its own research and development, and as a product provider.

The original expectation of a positive business trend in the financial year under review with dynamic revenue growth and a further improvement in adjusted EBITDA was not met in the past financial year. Revenue decreased by 1.3 %. Adjusted EBITDA of € -0.4 million was also down compared with the previous year's € 0.4 million.

For the 2024/25 financial year, the Management Board expects a continuation of the dynamic business trend with further significant revenue growth and at least the same growth in adjusted EBITDA at Group level. For this indication, we assume that business activities will remain largely unchanged and that the scope of consolidation will remain as it is at present.

For the operating units in the BioProducts and BioScience segments, in addition to revenue growth in the mid to high single-digit percentage range, a further improvement in positive adjusted EBITDA is forecast to at least the same extent. Thanks to the increasing realization of economies of scale and positive contributions from central purchasing, we expect an improvement in the EBITDA margin, particularly in the BioProducts segment. It is expected that the percentage increase in adjusted EBITDA can be realized at least in line with the percentage rate of growth in revenue. In the BioIncubator segment, costs in relation to the new business development pipeline are expected to be significantly reduced in the low single-digit million-euro range, with very low revenue at most, as well as a resulting negative adjusted EBITDA of approximately the same magnitude. This arises from the transfer of the genome editing activities in the pharmaceutical sector to independent licensee Akribion Therapeutics GmbH. Holding segment costs and the associated negative impact on adjusted EBITDA will remain at around the previous year's level as planned.

BRAIN expects to continue to successfully realize milestones in important projects during the next financial year. This concerns both milestone payments and published progress reports on individual projects. A total of seven milestones were reached in the financial year. The € 1.5 million milestone payment for the deucricitabant pharmaceutical program deserves special mention in this context. In the coming financial year, a similar volume, although lower value, of milestone payments is anticipated.

Research and development expenses in the financial year under review remained at a high level. For the coming financial year, we will continue to invest heavily in research and development, thereby further strengthening the company's future potential.

As in the previous year, these forecasts are based on the assumption that the macroeconomic trends and sector-specific conditions for industrial biotechnology will continue to unfold further in the next financial year as described in the section "Macroeconomic and sector-specific conditions", that existing projects will not be cancelled unexpectedly, and that further cooperation partners can be acquired for new projects. This forecast is also based on the assumptions that the effects of war and political actions will not have a significant impact on BRAIN's planned revenue growth and associated earnings improvements, and that the general public will continue to exhibit an interest in sustainable products. The forecasts are also based on a permanently stable supply of natural gas, oil, and electricity at normal market prices. We expect inflationary pressure to remain in the area of labor costs, and that we will be able to pass such cost increases on to our customers as far as possible. We also assume that the company will continue to succeed in retaining and motivating employees and in successfully recruiting new talent in the future. For the EUR/GBP, USD/GBP and EUR/USD exchange rates, which are important for the Group, we assume that their average exchange rates will stand at the same levels as in the previous financial year.

# Report on risks and opportunities

## 1 Risk management at BRAIN Biotech AG

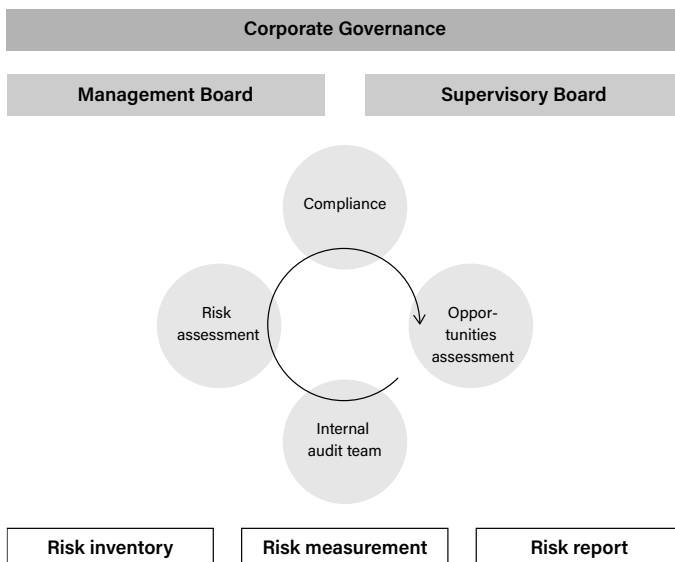
Seizing opportunities as well as identifying and avoiding risks at an early stage are the determinants of any corporate strategy. BRAIN Biotech AG endeavors to identify new opportunities and to exploit them consistently for its business performance. At the same time, business success is impossible without consciously assuming risks. This applies especially to the company's research-intensive areas.

The overriding objective is to optimally grow the company's long-term value through tapping opportunities, while considering the risks entailed. The systematic handling of risks and opportunities with the help of the internal risk management system forms part of corporate activity and an important element of management steering. BRAIN Biotech AG forms part of a growth industry characterized by constant change and progress, hence its focus on weighing opportunities against risks. It is crucial for BRAIN that opportunities be identified and managed to success, in order to thereby sustainably improve competitiveness and secure it long-term, as well as to ascertain and minimize risks accordingly at an early stage. BRAIN Biotech AG has established instruments and processes in order to identify risks at an early juncture and to promptly implement measures in order to realize opportunities in its business activities without undue delay. Risk and opportunities management forms an integral element of all planning processes within BRAIN Biotech AG and its subsidiaries.

## 2 Risks and opportunities

### 2.1 RISK MANAGEMENT SYSTEM (RMS)

#### 2.1.1 Features of the RMS



The focus of the RMS that is presented here is on business risks, and does not include opportunities. The operating segments, projects, and subsidiaries take opportunities into consideration based on the corporate strategy. Potential market opportunities, associated expenses, and the time horizon until commercial exploitation are evaluated as part of related planning processes.

BRAIN's RMS includes the systematic identification, documentation, evaluation, management, and reporting as well as constant monitoring of all identified and relevant risks. The management thereby ensures that the targets that are set are not jeopardized by risks, and creates risk awareness within the entire Group in accordance with statutory regulations. The RMS is fully integrated into the corporate processes of BRAIN Biotech AG.

Risks are also presented using the net presentation method. In other words, the risks are presented in such a way that they are analyzed taking into consideration countermeasures already taken. The focus in this context is on medium and high risks, and on risks that might jeopardize the company as a going concern.

The aim of BRAIN's RMS is not only to comply with statutory regulations but also to support internal management and business security. Overall, risk awareness should be created on a Group-wide basis at minimum in accordance with statutory regulations in order to ensure the corresponding responsible handling of risks and counterstrategies accordingly.

The RMS focuses on ascertaining risks within BRAIN. Opportunities are weighed and considered based on the corporate strategy, which forms a process that is integrated into planning processes. Potential opportunities are evaluated within strategy and planning processes, and compared with potential risks. Opportunities are categorized and presented based on the probability of occurrence and the contribution to the company's net present value (rNPV).

The RMS, which undergoes constant further development, has integrated previous years' experience in its identification and management of risks. The effects of the risks as presented in the following risk and opportunities report are reported as annual risks. The evaluation of the presented risks relates to the 30 September 2024 reporting date, and was prepared based on an assessment in the relevant areas conducted shortly before the reporting date.

### **2.1.2 A new risk management system was introduced in the reporting year**

The new RMS primarily focuses on the realization of the Group's internal targets. This makes the results directly more relevant for the management of all areas of the company. The steps from the existing RMS were retained but have been organized differently.

In the new RMS, the Management Board defines a risk tolerance as a threshold for taking risks that are relevant to the achievement of the company's objectives. This is based on the BRAIN Biotech Group's risk-bearing capacity, which takes EBITDA as well as equity and market capitalization as a basis. As a consequence, the diversity of the BRAIN Biotech Group's various business units (production- and research-orientated) is taken into adequate consideration.

As previously, risks are identified on a regular basis and subjected to initial assessment. In addition to a "typical" potential loss, a "high" potential loss<sup>3</sup> is also taken into account in order to enable better consideration of risk events entailing a high potential loss volume and low probability of occurrence. Such risks are often more likely to comprise going concern risks.

The risks that potentially exceed the defined threshold (i.e. € 500 thousand effect on EBITDA) are analyzed in greater detail. As part of this simulation, probability drivers and the extent of losses are identified and quantified. Such drivers also form the basis for risk indicators, especially if risk-mitigating measures cannot be implemented. In addition, a risk distribution is prepared on the basis of the probability assessment and the estimated loss amount, which helps to determine risk management measures at individual risk level and, together with the other risks analyzed, forms the risk profile of the entire BRAIN Biotech Group.

This comprehensive analysis is conducted annually. The risk profile is updated quarterly or on an ad-hoc basis.

### 2.1.3 Risk identification

Risks are surveyed Group-wide as part of risk identification involving all key decision-makers and experts. This iterative process first models all risks before aggregating them within a Group-wide risk inventory, and evaluating them.

The Supervisory and Management boards are in regular contact when new risks are identified or the general risk situation changes. If necessary, external consultants are also involved.

### 2.1.4 Risk evaluation

Risks identified as part of a risk analysis are evaluated in terms of their frequency of occurrence and impact on the basis of the following scale.

#### Frequency within the coming year

Frequency score	Note
Frequent	≥ once per month; probability around 100 %
Regular	once per year; probability around 100 %
Irregular	once in five years; probability around 20 %
Seldom	once in ten years; probability around 10 %
Very seldom	once in twenty-five years; probability around ≥ 4 %

<sup>3</sup> A typical loss is the loss that occurs most frequently (this is equated with the mode). A high loss is a loss that is exceeded once in 20 times (this is equated with a 95 % quantile).

**Degree of impact**

<b>Impact score</b>	<b>Note</b>	<b>Typical EBITDA impact</b>	<b>High EBITDA impact</b>
Minor	Minor negative impact on next year's forecast results of operations	< EUR 20 thousand	< € 100 thousand
Moderate	Moderate negative impact on next year's forecast results of operations	up to EUR 100 thousand	< € 500 thousand
Significant	Significant negative impact on next year's forecast results of operations	up to EUR 500 thousand	up to € 2 million
Considerable	Considerable negative impact on next year's forecast results of operations	up to € 1 million	up to € 5 million
Critical	Critical negative impact on next year's forecast results of operations	> € 1 million	> € 5 million

Impact is defined as the influencing parameter on BRAIN's forecast EBITDA.

The potential annual losses per risk are determined using a simulation of the product of the potential frequency of occurrence and loss amounts. The Management Board has set a risk tolerance of € 500 thousand per risk per year, assuming that the individual risks are at most weakly correlated. This volume may be exceeded once in twenty years. This value is determined and categorized for each risk. The categorized value is shown in the overviews for each segment. The evaluation was carried out before the existing insurance cover was taken into consideration. For many risks, however, BRAIN utilizes insurance solutions for risk transfer purposes.

The potential annual EBITDA losses per risk are categorized as follows in this report:

<b>Loss for the year score</b>	<b>Note</b>
Low	Up to € 500 thousand of potential loss for the year
Medium	From € 500 thousand up to € 1.5 million of potential loss for the year
High	More than €1.5 million of potential loss for the year

Risks beyond the 95 % quantile are monitored where it is appropriate to do so. Such monitoring is realized with the help of risk indicators, among other things, which are measured regularly and will be monitored and discussed in future at quarterly meetings between the Management Board and division heads.

**2.1.5 Risk management and monitoring**

BRAIN deploys various measures to manage risks. Active risk measures include strategies such as risk avoidance (e.g. through refraining from engaging in excessively risky activities), risk reduction (e.g. through project controlling) and risk diversification (e.g. research and activities in different areas). Where appropriate, BRAIN also makes recourse to passive measures including either a transfer of risk (e.g. through insurance or risk sharing with partners) or the conscious assumption of risks.

In addition, changes in identified risks at BRAIN are reported in the internal quarterly reports and discussed by the Management Board with the division heads. This enables specific countermeasures to be taken if necessary.

### **2.1.6 Reporting**

The Management Board is informed at least on a half-yearly basis not only about medium and high opportunities and risks, but also about important changes in relation to their impacts and probabilities of occurrence. The Management Board also receives internal ad-hoc reports on significant risks that unexpectedly arise or are discovered. Information is submitted to the Supervisory Board as required via the Management Board during quarterly meetings or, if necessary, on an ad-hoc basis.

## **2.2 INTERNAL CONTROL SYSTEM (ICS)**

All BRAIN Biotech Group units are included in our ICS. The level of maturity of the ICS depends on the size and materiality of the units for the Group.

In addition to the accounting-related internal control system, the following controls should be emphasized:

1. Decisions that originate obligations for BRAIN must always be executed in accordance with the four-eye principle. This principle is waived only for certain processes.
2. Quality controls are applied continuously in production operations in order to ensure compliance with production processes. Where necessary, this is realized within the framework of internationally recognized quality systems and quality standards.

The instruments for managing the Group, the subsidiaries, and the projects were developed further and expanded on a business-related basis. With an optimized internal control and risk management system, we are taking account of the expanding revenue level and the increasing complexity of exogenous factors.

As part of the management-based control system, the company's Management Board and Head of Group Finance discuss identified control weaknesses and inefficiencies in the managing directors' monthly report. If action is required as a consequence, measures are developed and taken together with the Management Board and Head of Group Finance to mitigate existing control weaknesses.

## **2.3 ACCOUNTING-RELATED INTERNAL CONTROL SYSTEM AND RMS**

The overriding objective of our accounting-related ICS and RMS is to ensure the correctness of financial reporting in terms of compliance of the consolidated financial statements and the management report with all relevant regulations.

Accounting-related risk identification is also conducted by means of a survey of Group-wide risks, whereby all relevant decision-makers and experts are involved. This iterative process first surveys all risks before aggregating and evaluating them within a Group-wide risk inventory.

Please refer to the general procedure in sections 2.1.5 and 2.1.6 for information about the risk management and monitoring of accounting-related risks and their reporting.

The accounting-related internal control system aims to appraise appropriately in financial accounting terms, and to report in full, Group business transactions in accordance with respective applicable accounting regulations. The system consists of fundamental rules and procedures, as well as a clear functional separation through the four-eye principle. Especially when



preparing separate financial statements, when performing the reconciliation to IFRS, as well as when performing consolidation and related standard measurement and reporting, controls exist in the form of the four-eye principle. The clear separation between preparation and internal review enables BRAIN to identify deviations and errors, and ensures that information is complete.

The accounting-related appraisal and recording of business transactions is implemented by the respective Group companies where such transactions occur, as a matter of principle. As an exception to this principle, BRAIN Biotech AG evaluates and records the transactions of the subsidiaries BRAIN US LLC (Rockville, MD, USA), BRAIN UK Ltd. (Cardiff, UK), BRAIN UK II Ltd. (Cardiff, UK), and Akribion Genomics AG (Zwingenberg, Germany). The subsidiaries' annual financial statements are prepared by the respective subsidiary's management. External service providers assist in the preparation of monthly and annual financial statements based on commercial law. Amendments to acts, accounting standards, and other publications are monitored regularly in relation to relevance and their effect on the separate and consolidated financial statements.

Business transactions within the Group are appraised in accounting terms based on standard Group accounting guidelines. The finance department of BRAIN Biotech AG with the support of external service providers converts financial statements prepared according to commercial-law accounting standards to IFRS financial reporting standards (quarterly) and prepares the separate annual financial statements of BRAIN Biotech AG as well as the consolidated financial statements. The independent auditor appointed by the AGM audits both the separate and the consolidated annual financial statements. Significant risks for the financial accounting process are monitored and evaluated based on the risk classes specified below and applying their individual risk classification. Requisite controls are defined and subsequently implemented.

All heads of business areas report personally to the Management Board and to the company's central finance department on a monthly basis. Current business performance, adherence to budgets, and changes to the risk profile are reviewed. In addition to risks, we also identify opportunities for the company.

The separate annual financial statements and the consolidated financial statements of BRAIN Biotech AG are submitted to the Supervisory Board of BRAIN Biotech AG for approval. At least one Supervisory Board member is an independent financial expert in the meaning of Section 100 (5) of the German Stock Corporation Act (AktG). The Supervisory Board's Audit Committee monitors the financial accounting process and the auditing of financial statements.

The accounting-related internal control system ensures that the financial accounting process complies with German commercial-law (HGB) regulations and International Financial Reporting Standards (IFRS).

## **2.4 OVERALL ASSESSMENT OF THE RISK MANAGEMENT SYSTEM AND INTERNAL CONTROL SYSTEM**

At the time of this report, in all material respects no indications existed that the internal control and risk management system as a whole was inadequate or ineffective.

## 3 Assessment of opportunities and risks in overall presentation

The current risk identification and assessment has been conducted in all areas of BRAIN. This section discusses the risks that have reached a potential loss amount of € 500 thousand at Group level. The Management Board is informed of all identified risks as part of regular reporting.

The assessment of risks was consolidated at Group level and the individual risks with a loss potential in excess of € 500 thousand were assessed in detail.

This report follows the segmentation of the BRAIN Biotech Group:

- The BioProducts segment mainly consists of its industrially scalable products business focusing on specialized enzymes and proteins.
- The BioScience segment mainly includes research and development business with industrial partners, and the company's own research and development. This segment also includes the commercialization of our own products and developments with external partners.

The analysis of the BioIncubator segment also includes an event after the balance sheet date: BRAIN Biotech AG signed an exclusive technology license agreement with Akribion Therapeutics GmbH for the genome editing nuclease G-dase E<sup>®</sup> for the pharmaceutical sector. The risks associated with this segment are assessed on the basis of the new business model. The BRAIN Biotech Group's risk profile has improved significantly due to this transaction.

BRAIN evaluated a total of 92 risks. Of these, 21 risks are classified as having a loss potential of in excess of € 500 thousand. The risks relate to the BioProducts and BioScience segments and the holding company. The risks in the BioIncubator segment are included within the assessment of the BioScience segment. The financial risks for the entire BRAIN Biotech Group are assessed at the level of the Holding company.

As the risk assessment in the new risk model has been conducted for the first time, it is not yet possible to provide information about any year-on-year changes. In addition, due to the new risk assessment methodology, it is not possible to present the scoring of the previous financial year on the same basis as this financial year. However, in order to maintain the link to the risks of the previous financial year, under "3.4 Pro memoria risks" we report again on the risks that are not indirectly assessed within the top risks.

The risks per business segment are explained in the course of this section.

### 3.1 BIOPRODUCTS

The following risks are rated as top risks for the "BioProducts" segment. The potential annual EBITDA losses per risk are categorized as follows:

<b>Risk overview</b>		
<b>BioProducts</b>	<b>Description</b>	<b>Risk category</b>
<b>Business-related risks</b>		
Growth risk	The risk that growth is planned within a three-year horizon for which no customers can yet be named. This can lead to a shortfall compared to the planning that cannot be rectified. In addition, the risk that growth in the Fermentation division is weaker than expected is also taken into consideration.	high
Raw materials supply chain risk	The risk that limitations in supplies of important raw materials could lead to a loss of revenue or margins because alternative raw materials have to be purchased at high cost.	high
Risks of legal changes	The risk that legislative and regulatory changes leads to business restrictions (both sales and purchases) or higher costs.	high
Product compliance	The risk of costly compliance violations, loss of reputation, loss of customers, or claims for damages.	medium
Catastrophe risk	The risk of buildings, production facilities and storage facilities being destroyed.	low
IT security risk	The risk of information being stolen by employees or third parties, encrypted, or lost.	low
Infringement of IP rights	The risk that confidential information from the sector, the company's business or the company's commercial activities is not adequately protected and thereby enters the public domain.	low
Competition risk	The risk that competitors' products or activities lead to a forced price reduction or loss of customers.	low
Risk of lack of market acceptance	The risk that market acceptance of industrially manufactured biotechnology products diminishes as a consequence of changes in customer trends.	low
Pandemic risk	The risk that a pandemic triggers a global production disruption that affects the supply of raw materials and customer revenues, and leads to employee capacity losses that limit both production and sales capabilities.	low
Physical safety risks (HSE)	The risk that the safety regulations in the working environment are not fully complied with and lead to physical injury (Health, Safety, Environment).	low

The following section describes in greater detail the risks that could lead to a potential annual EBITDA loss of in excess of € 500 thousand ("high" and "medium" risk categories).

#### **Business-related risks**

The quantitative risk assessment that is conducted enables a direct comparison of risks. In the BioProducts segment, the growth risk ("high" risk level), the raw material supply chain risk ("high" risk category), and the legal change risk ("high" risk level) are categorized as the most significant business-related risks.

### **Growth risk and raw material supply chain risk**

Given BRAIN's planned growth and its need to hold resources ready for such growth, risks exist in relation to a lower growth rate, and consequently potential negative effects on the operating result. A risk exists that fewer customers and cooperation partners than planned are found. Macroeconomic trends or relationships with existing customers could also deteriorate and the markets to be served could reduce in volume or attractiveness. This could lead to BRAIN achieving lower growth long-term, or to reduced earnings. In addition, the risk exists that costs are higher than budgeted, or that developments require more time. As a consequence, BRAIN's growth could be delayed and growing the positive operating results might be achieved later than planned.

The risk of a major impact on EBITDA due to unexpected customer losses is countered by further diversifying customer contribution margins.

Supply chain risk stabilized further in the reporting year, although the uncertain geopolitical situation is continuing to cause increased uncertainty with regard to the future development of this risk. The inflation rate in Europe is continuing to decrease and is considered sufficiently stable by the ECB. However, divergence in terms of inflation and growth rates is evident within Europe. Hardly any growth is expected for Germany, while at the same time this is accompanied by relatively low inflation. In France and other Southern European countries, higher growth is coupled with higher government debt, which could lead to a rise in inflation.

Core euro inflation (inflation rate corrected for energy and food price trends) remains at a level of between 2.7 % and 3 %. This level lies structurally above the central bank's target, which makes a continued cycle of interest rate cuts less likely for the time being. This indicates a risk of a longer-term effect that will manifest itself in further demands for wage increases. This risk affects the entire BRAIN Biotech Group.

### **Risks of legal changes**

Legal change risks relate to restrictions that can have an impact on both revenue and costs. One example could be a ban on certain production methods that makes the further processing of organic products into food impossible.

As different legal and regulatory situations exist worldwide, BRAIN's customers may be confronted with new requirements that could lead to revenue losses or cost increases due to the procurement of more expensive raw materials.

### **Product compliance risks**

The BioProducts segment supplies products to customers that require certain quality characteristics in order to fulfil various requirements in different legal systems. This requires that precautions be taken during production. Although the BioProducts segment has largely reduced the risk of non-compliance through processes and controls, a risk still exists that a non-compliant product will be produced or supplied inadvertently. As such risk events can also imply customer losses in addition to claims for damages, this risk is assigned a "medium" risk level.

## 3.2 BIOSCIENCE

The following risks are rated as top risks for the "BioScience" segment. The potential annual EBITDA losses per risk are categorized as follows:

Risk overview BioScience	Description	Risk category
<b>Business-related risks</b>		
Personnel risk 2	Loss of key personnel or inadequate supplementation with highly qualified personnel in the development/sales business area.	high
Economic risk 1	Risk that demand for BRAIN's services or products will diminish due to a deterioration in the economic situation in general or in individual sectors.	high
Personnel risk 1	Loss or absence of key personnel or inadequate supplementation with highly qualified personnel in the areas of research, development, and production, including the risk of specific expertise migrating to competitors.	medium
IT risk 2	Unlawful acts by third parties such as illegal copying, blocking, or destruction of data.	medium
Legal risk 5	IP infringement of another party by BRAIN Biotech (example CRIS-PR-Cas, BEC/BMC), genetic modification of strains, utilization of strains	medium
Economic risk 2	Risk that BRAIN's services or products no longer meet customer requirements (reasons: technology offering or equipment fleet no longer meet market requirements)	low
Material damage 3	Device failures due to device obsolescence	low
IT risk 1	IT faults or outdated IT infrastructure (such as servers) hinder operations	low

The following section describes in greater detail the respective risks that could lead to a potential annual EBTIDA loss of in excess of € 500 thousand ("high" and "medium" risk categories).

### Personnel risks

The BioScience segment requires in-depth knowledge and skills in all areas, most of which must be acquired within the company. This also applies to staff who work in business development and advance BioScience initiatives with customers. This risk is rated as "high" (personnel 2, both for the Potsdam and Zwingenberg sites).

Overall, BRAIN employs well-trained staff who constantly acquire further expertise in the context of the company's operating activities. Recent years' trends show that some positions can be filled only at great expense due to a lack of skilled staff, especially scientists, engineers and laboratory staff who already possess experience. In some instances, we note that some competitors have higher salary structures. This leads to the risk that qualified staff might defect to competitors if our financial and non-financial incentives were to prove inadequate. A bonus program for BRAIN Biotech AG staff was already established in the 2015/16 financial year in order to provide adequate incentivization. This program is subject to annual approval by the Management Board. This risk is assigned a "medium" risk level.

The risk of losing key knowledge holders is rated relatively higher than in previous years. Other risks are assigned significantly lower risk level due to the exclusive technology license agreement with Akribion Therapeutics GmbH for the genome editing nuclease G-dase E® for the pharmaceutical sector.

### **Economic risk 1**

The economic situation changed in this financial year. In particular, growth rates are slowing in most economic zones. The geopolitical situation has also altered and this is leading to increased caution among (potential) cooperation partners.

We counter this risk with a diversified sales approach in order to spread the risk across the various sectors, as they are not all affected by the economic situation in the same manner. In addition, the sales pipeline is being intensively processed and optimized, taking into consideration the chances of success. This risk is assigned a "high" risk level.

### **IT risk 2**

IT risks exist in relation to the availability of systems and data as well as the integrity and exclusivity of data. Such risks can manifest themselves due to both errors and deliberate actions. The latter are allocated to the area of cyber risks. In addition, cybercrime attacks have increased significantly in recent years.

BRAIN has implemented adequate measures to manage IT risks as well as possible. Such measures mainly consist of ongoing staff training, IT security measures such as firewalls, virus scanners, network protection, data encryption, prompt updating of software used, authentication with multiple factors, and the implementation of regular data backups. As far as data exclusivity is concerned, a data protection officer has been appointed to ensure compliance with the General Data Protection Regulation (GDPR) within BRAIN. For both the Potsdam and the Zwingenberg sites, this risk is assigned a "medium" risk level.

### **Legal risk 5**

BRAIN is a research company whose strategy is based on a competitive intellectual property foundation. A possibility of becoming involved in significant patent litigation exists, but would presumably exert no direct effects on BRAIN's results. Existing patent disputes either exert only minor effects on results, or are unlikely to lead to any material damage.

The main risk in this context would be a company claiming freedom to operate. As issued patents become ever more closely intermeshed as intellectual property assets issued internationally, it is becoming increasingly difficult to find all relevant patents in corresponding patent research. This could lead to the risk of patents not being located under certain circumstances, with the potential risk that patents might be infringed unintentionally.

This risk is assigned to the "medium" risk category.

## **3.3 FINANCIAL RISKS**

Financial risks are reviewed regularly. The Group has internal guidelines to identify, investigate, and evaluate financial risks at an early stage. Simultaneous comparison with planning is facilitated through monthly and quarterly written reports as well as ongoing communication with responsible managers. Depending on the extent of divergences in relation to planning,

BRAIN managerial functions have sufficient time to implement countermeasures. The Group-wide reporting document for all Group areas has continued to be further developed and improved this year.

### **Financing risks at subsidiaries**

In light of revenue and earnings growth at some subsidiaries, and availability of resources for expansive growth, a risk exists that losses will be incurred if the subsidiaries generate lower growth. Under certain circumstances, this could lead to financing problems or financial accounting situations that might necessitate the application of impairment losses to tangible assets.

This concerns the BioScience and BioProducts operating segments. This risk is rated as "low".

### **Goodwill impairment / valuation of investments**

This financial risk relates to the BioScience and BioProducts operating segments. Unfavorable future developments could potentially entail the application of impairment losses to acquired goodwill and other intangible assets deriving from corporate acquisitions. This risk is assigned to the "low" risk category.

Further information about this topic is presented in the section entitled "Impairment tests" in the notes to the consolidated financial statements.

### **Financing risk**

At present, the company is increasingly raising debt and hybrid capital at the holding company level as an alternative to equity financing.

Due to the continued growth of the operating business in the BioProducts and BioScience segments, a need for capital will continue to exist in the next two years to cover the negative operating cash flows. The financing risk consists of competitive disadvantages due to a higher debt-to-equity ratio as well as potentially rising interest rates and requirements for loan collateralization. The company has already taken appropriate measures to secure liquidity for the coming year, such as the provision of additional financing at holding company level. Moreover, a significant volume of liquidity, amounting to € 18.41 gross, was received by the company as part of the Royalty Pharma transaction. These measures will enable the company to meet its planned payment obligations beyond the end of the 2024/25 financial year.

This risk affects all operating segments as well as the holding company and is rated as "medium".

### **Financing of option liabilities**

As at 30 September 2024, BRAIN holds € 27.2 million of cash. In addition, BRAIN has access to a € 7.0 million loan facility which has been partially utilized (€ 5.0 million utilized as at the 30 September 2024 reporting date). The credit line has a term until 30 June 2025. We assume that the put options for the remaining shares in Weriol/Breatec will be exercised by the non-controlling shareholders in the first possible period (1 January to 31 March 2025). This would impact liquidity by up to € 3.2 million in the 2024/25 financial year.

For this reason, this risk is categorized overall as a "low" risk and relates to the BioProducts segment.

### **Currency risk**

The currency risk consists of a negative exchange rate trend in relation to the currency positions that BRAIN holds. These mainly comprise USD and GBP risks. This risk is assessed as "low" and relates to the BioProducts segment. The risk is increasingly mitigated by reducing the USD position by shifting to EU suppliers and through natural hedging strategies. The latter is realized through growth in USD revenue.

Moreover, options to expand production capacity within the EU are planned in order to further reduce the GBP cost risk. This risk is assigned a "low" risk level.

### **Interest rate risk**

The interest rate risk consists of a rising market interest rate trend that makes it more expensive for BRAIN to procure liquidity. In the previous reporting year, the ECB significantly raised its reference interest rate, which led to tangibly higher liquidity procurement costs. The situation eased somewhat in the reporting year thanks to a reduction in interest rates. Overall, the consequences for BRAIN remain manageable, as the existing loans were further reduced and restructured into longer-term liabilities. Although the advance payment received from Royalty Pharma is recognized under liabilities, it does not itself bear any interest rate risk. This risk is assigned a "low" risk level.

### **Risk reporting on the deployment of financial instruments**

At BRAIN, financial instruments<sup>4</sup> are deployed only to an extent that is not relevant to assess the Group's financial position and performance, or its prospective development. For further information, please refer to the "Risk management" section in the notes to the consolidated financial statements.

<sup>4</sup> Defined as purchase transactions, exchange transactions or otherwise endowed fixed or option transactions that are to be settled with a time delay and whose value is derived from the price or measure of an underlying asset, especially relating to the following underlying assets: foreign exchange, interest rates, securities, commodity prices, and indices related to these underlying assets as well as other financial indices. Financial assets are not deployed as risk management instruments. The Group's loans serve to finance Group activities and avoid liquidity risks.



### 3.4 PRO MEMORIA RISKS

This section presents the risks from the previous year that were not considered to be top risks in the current assessment and as a consequence were not analyzed in detail. These risks are highlighted once again in order to maintain the link to the risks described last year.

#### Legal risks

BRAIN generally endeavors to avoid legal risks and has taken precautions to appraise and measure legal risks. Legal areas entailing one potential risk relate to litigation in the case of patents and licenses, matters in the regulatory law/capital market area, and relating to general litigation with international firms.

Due to the increasing industrialization and internationalization of BRAIN's business, the risk of litigation with an international corporate group is also increasing. BRAIN currently appraises the probability that contractual risks will lead to litigation as low. A lawsuit would exert a negative effect on results. Quantification cannot be estimated at present as no significant litigation exists.

#### Compliance risks

BRAIN is subject to many legal and regulatory requirements in an international context. These requirements are recorded, and relevant training courses are organized within BRAIN. In addition, regular checks are conducted in order to ensure compliance with regulations.

Specific individuals have been appointed for the areas of occupational health and safety as well as data protection. This risk is categorized as a pro memoria risk and affects all three operating segments as well as the holding company. Separately from this, the physical safety risk (HSE) for the BioProducts segment is categorized among the 11 top risks (see table in 3.1 BioProducts).

#### Inflation and energy supplies

BRAIN depends on a stable supply of gas, oil and electricity to operate its business properly. Gas and electricity, in particular, play a crucial role in R&D operations, the production of enzymes and other products, and the preservation of our bioarchives.

For this reason, sufficient and uninterrupted energy supplies are essential for the BRAIN Biotech Group, and form a basis for our full-year guidance. BRAIN is a supplier to the food and pharmaceutical industries in major sub-segments and is likely to be classified as systemically important in these areas. The volumes of energy required in research operations and other sub-operations lie in the basic supply range, which makes the risk of a shutdown similar to the household sector. In addition to risks arising from supply security, BRAIN also faces cost risks from significant energy price increases and energy price fluctuations. These may not be passed on to customers in full or only with a time delay. This could have a negative impact on the Group's profitability.

The situation in the energy market stabilized further in the reporting year. However, concerns over elevated price volatility remain, and prices could easily rise again if the geopolitical situation were to deteriorate.

### **Material damage to the BioArchive or research results**

The Group's bioarchives are physically present mainly at BRAIN Biotech AG in Zwingenberg and Potsdam. Physical loss of the archives is minimized through various measures. A redundant setup exists at various locations, as well as a security concept, and staff are trained in archive handling and management.

An insurance concept also exists to cover most of the potential costs to remedy potential losses. The physical measures as well as the insurance concept are reviewed annually and are updated as required in order to reduce the risk to BRAIN even further.

It remains the case that individual research results could also be destroyed by external circumstances. However, these are sufficiently covered by various measures such as interruption-free emergency power supplies. Various measures to safeguard the BioArchive continued to be implemented during the past financial year. Due to the reduction in risk as a consequence of the measures taken, this risk is now assessed as "low".

## **3.5 SUSTAINABILITY AND ESG**

Sustainability forms a central element of our corporate strategy. With our bio-based products and services, we contribute to more sustainable growth for our customers and cooperation partners. For this reason, BRAIN also identifies the politically-led transformation of the economy towards sustainable economic cycles as a clear opportunity for the company to generate accelerated growth. This accelerated growth prospect applies to all business areas. BRAIN itself also regularly reviews its own business activities in relation to its own sustainability targets.

BRAIN Biotech AG voluntarily published its first sustainability report in 2022. Accordingly, we defined ambitious sustainability targets for 2032 and 2050. With the approval of the Annual General Meeting in 2023, these sustainability targets have also been directly incorporated into the new compensation scheme for the Management Board. On the Management Board, the CFO is directly responsible for the implementation of the ESG strategy. At operational level, an ESG manager as well as further officers at the respective Group companies bear related responsibility. The entire Supervisory Board is jointly responsible for the further development and implementation of the ESG strategy. BRAIN Biotech AG publishes an annual ESG Data Sheet with important key figures relating to corporate sustainability development. BRAIN also publishes an annual declaration as part of the German Sustainability Code (DNK) and the United Nations Global Compact. In order to fully comply with future statutory sustainability reporting obligations, BRAIN has already invested in a software-assisted solution for the systematic collection of non-financial data and will launch a company-wide CSRD reporting project at the beginning of 2025. From the company's perspective, this leads to more opportunities than risks on an overall basis.

In the 2022/23 financial year, we started with specific projects to implement the ESG strategy, and continued to pursue them consistently in the 2023/24 financial year. These include several measures such as the commissioning of photovoltaic systems at the Zwingenberg and Cardiff sites, as well as the partial switch to external procurement of green electricity and a number of further measures to improve energy savings, labor productivity, work flexibility, and work ergonomics.

## 4 Report on opportunities

### BioScience segment

The BioScience segment comprises knowledge- and research-intensive contract research for customers. We are continuing to expand our range of products and services as a service provider in industrial biotechnology. Here we provide our partners with research services, solutions expertise, and access to our resource libraries. BRAIN Biotech AG has an established industrial network in this area, which it is continuously expanding. This industrial network is complemented by an established research and university network.

The BioScience segment focuses on the areas of nutrition, health, and the environment.

### BioIncubator segment

Our incubator for highly innovative solutions and products is supplied by the New Business Development area. Here, BRAIN deploys its innovations in order to tap new markets in the areas of nutrition, health, and the environment. This is performed both on our own account and/or with industrial partners.

The opportunities arising from research and development in the BioIncubator segment can be assessed as follows:

Opportunity	Year-on-year change	rNPV market potential
Fermented beverages & ingredients	→	medium
Perillic Active, anti-microbial	↓	small
Gold from waste streams	→	medium
Aurase wound debridement	→	high
Deucricitbant (PHA121), HAE Pharma Compound	↑	very high
Akribion Genomics (G-dase E / G-dase M)	→	very high

Some examples include:

#### Fermented food

Fermented foods are more than just another “superfood” trend. They rightly form the focus of health-conscious consumers, as they score highly in many areas: no preservatives, enhancement/digestibility of plant-based staple foods, the discovery of ever new health-promoting ingredients, and a virtually unlimited wealth of new flavor experiences. Thanks to its biological and technological resources, BRAIN can meet market demand for new starter cultures. The BRAIN Biotech Group has the opportunity to act as both an innovator and a manufacturing company, and not only participate in an attractive market (volume forecast for 2032: USD 989 billion), but also develop completely new product categories.

#### Perillic Active, anti-microbial

As a consequence of the tougher competitive environment for natural antimicrobial agents and the entry into the market of alternative products, the market potential was downgraded from “medium” to “small”.

### **Gold from waste streams, urban mining**

Our microbial gold recovery replaces conventional recycling processes, whereby chemicals are replaced by biological metal extractions. This reduces the use of aggressive and sometimes toxic chemicals. Furthermore, the biological process requires less energy and thereby significantly reduces the carbon footprint of the metal extraction process. In addition to gold, other precious metals, and metals such as lithium and cobalt, can also be recovered in this way from e-waste, incinerator slag, EV batteries, and other waste of mineral origin ("urban mining").

### **Aurase wound debridement**

As part of an internally funded research project, BRAIN has discovered an enzyme that fly maggots use to liquefy the wound coating of chronic wounds ("maggot therapy"). The company has developed a biotechnological production process for this enzyme. The cleaning of chronic wounds is the first step in wound therapy, and is often responsible for extended treatment periods. The project was spun out to SolasCure Ltd. and Phase 2a of the clinical trial was completed. Forms of financing for further clinical development are currently being investigated. Product development and smaller study projects will continue in the meantime.

### **Deucricitabant (PHA121), HAE Pharma Compound**

AnalytiCon Discovery, a division of BRAIN Biotech AG, has discovered and developed a pharmacologically active substance that promises an improved therapeutic approach for patients suffering from the rare disease hereditary angioedema (HAE), both in acute treatment and for prophylaxis. Pharvaris N.V., listed on Nasdaq, USA, holds a license from AnalytiCon Discovery for the clinical development and testing of the novel drug. BRAIN is entitled to substantial milestone and license payments in the event of a successful market launch. BRAIN Biotech has sold most of the expected license income in advance to Royalty Pharma in return for milestone payments of up to € 128.88 million. This does not affect regulatory milestones of up to € 9.0 million that BRAIN may receive directly from Pharvaris. BRAIN has received an upfront payment of € 18.41 million. Additional potential regulatory milestone payments of up to € 18.42 million, and additional potential long-term revenue-based milestone payments of up to € 92.05 million are part of the contract with Royalty Pharma.

The start of the clinical Phase III trial for the active ingredient Deucricitabant by Pharvaris has significantly reduced the project risk and thereby increased the probability of market entry. This has increased the risk-adjusted market potential to "very high".

### **Akribion Genomics (G-dase E / G-dase M) and genome editing in industrial biotechnology**

Genome editing is a molecular biology technology for the targeted and precise modification of DNA. For this purpose, nucleases (enzymes) are utilized as so-called "gene scissors." This technology forms the basis for many innovations, such as in the areas of industrial production, plant-based nutrition, circular economy, and medicine.

BRAIN Biotech has successfully completed further development phases for both classic and novel genome editing systems with the proprietary enzymes G-dase® M and G-dase® E. In the industrial biotechnology area, BRAIN Biotech deploys such systems to specifically modify or improve microorganisms. BRAIN Biotech can thereby enable microorganisms to form valuable products. These include microbial production systems that can produce proteins and enzymes for industrial use. G-dase® M and G-dase® E have already been successfully utilized in numerous microorganisms in the context of both in-house development projects and customer projects. Various patent applications have been filed to protect the nuclease sequences. The first G-dase® E patent has already been successfully issued in Europe and is being further internationalized.

The G-dase® E nuclease offers promising application potential in human medicine thanks to its novel mode of action, which differs greatly from other genome editing tools. The utilization of the technology for therapeutic applications will be further developed in the future through licensing outside BRAIN Biotech by Akribion Therapeutics GmbH (see the section 'Events after the reporting Date').

## **BUSINESS-RELATED OPPORTUNITIES**

### **BioProducts segment**

In the BioProducts segment, we are continuing along the path of forward integration which we started in previous years. BRAIN Biotech AG has set itself the goal of covering the entire value chain from laboratory through to production. This enables us to participate in the value chain all the way to the customer, as well as to generate revenue over the entire life cycle of the products. Here, BRAIN will continue over the coming years to have the opportunity to continue along this path and successfully improve its revenues and results. This represents a consistent step from being a research-driven company to becoming an industrial company. This forward integration offers the company the possibility to act not only as an innovator but also as a manufacturing firm. Furthermore, an active M&A strategy with a focus on industrially profitable companies in adjacent areas or markets, essentially in the enzymes business, should also be mentioned as an opportunity.

### **Corporate governance**

The Management Board is working continuously on realizing cost and revenue synergies within the Group. This requires good networking among the subsidiaries, as well as centralized performance and target controlling. To this end, BRAIN merged the Group's entire industrial business under the management of Biocatalysts Ltd. in both organizational and legal terms.

# Takeover-relevant information pursuant to Section 315a of the German Commercial Code (HGB)

The following information reflects the circumstances as at the 30 September 2024 reporting date.

## **COMPOSITION OF SUBSCRIBED SHARE CAPITAL (NO. 1)**

The share capital of BRAIN Biotech AG amounts to € 21,847,495 on the reporting date. The share capital is divided into 21,847,495 ordinary shares, to each of which a proportional amount of the share capital of € 1.00 is attributable. The shares are fully paid-in registered shares. The company holds no treasury shares on the reporting date.

## **RESTRICTIONS AFFECTING VOTING RIGHTS OR TRANSFER OF SHARES (NO. 2)**

The company's Management Board is not aware of any restrictions affecting voting rights or the transfer of shares, including those potentially deriving from agreements between shareholders.

## **SHAREHOLDINGS WITH MORE THAN 10 % OF THE VOTING RIGHTS (NO. 3)**

MP Beteiligungs-GmbH, Kaiserslautern, holds a 45.5 % interest in the company's share capital as at 30 September 2024. As of 30 September 2024, no further shareholders existed with interests of more than 10 % in the voting rights.

## **HOLDERS OF SHARES WITH SPECIAL RIGHTS (NO. 4)**

No shares exist at BRAIN Biotech AG with special rights endowing control powers.

## **VOTING RIGHTS CONTROL OF EMPLOYEES WHO ARE SHAREHOLDERS (NO. 5)**

No voting rights controls exist for employees who are shareholders for the instance of control rights that are not to be exercised directly.

## **RULES CONCERNING THE APPOINTMENT AND RECALL FROM OFFICE OF MANAGEMENT BOARD MEMBERS (NO. 6)**

Pursuant to Section 84 of the German Stock Corporation Act (AktG) and the bylaws of BRAIN Biotech AG, the Supervisory Board appoints the members of the Management Board. Pursuant to Section 7 of the bylaws of BRAIN Biotech AG, the Management Board consists of one or several individuals. The Supervisory Board determines the number of Management Board members. It can appoint a Management Board Chair (CEO) and a Deputy Management Board Chair, as well as deputy

Management Board members. If the Management Board consists of several members, Management Board resolutions are passed with a simple majority of votes. If the Supervisory Board has appointed a Management Board Chair, and if the Management Board consists of three members, the vote of the Management Board Chair decides given an equal number of votes.

## **RULES CONCERNING AMENDMENTS TO THE BYLAWS (NO. 6)**

Pursuant to Section 179 of the German Stock Corporation Act (AktG) and the bylaws of BRAIN Biotech AG, amendments to the bylaws require an AGM resolution. AGM resolutions require a simple majority of votes unless the law stipulates a greater majority.

## **MANAGEMENT BOARD AUTHORIZATIONS CONCERNING ISSUING AND REPURCHASING SHARES (NO. 7)**

BRAIN Biotech AG has the following authorized and conditional capital:

### **Authorized capital**

With an AGM resolution on 9 March 2022, authorized capital of € 4,369,499 was created (Authorized Capital 2022/I). Authorized Capital 2022/I was entered in the commercial register on 28 March 2022. The Management Board was authorized, with Supervisory Board assent, to increase the company's share capital in the period until 8 March 2027, once or on several occasions, albeit by a maximum nominal amount of € 4,369,499, through issuing up to 4,369,499 new ordinary registered shares against cash capital contributions and/or non-cash capital contributions, whereby shareholders' statutory subscription rights can be wholly or partly excluded. If the new shares are issued against cash capital contributions, shareholders' statutory subscription rights can be wholly or partially excluded if the new shares' issue price is not significantly less than the stock market price of the company's shares already listed on the date when the issue price is finally determined, and the total number of shares issued in this manner under exclusion of subscription rights does not exceed 10 % of the share capital.

Accordingly, authorized capital of € 4,369,499 was reported as at the 30 September 2024 reporting date.

### **Conditional capital**

Pursuant to Section 5 (3), (4), (5) and (6) of the company's bylaws, the share capital is conditionally increased by € 2,184,749 through issuing up to 2,184,749 new ordinary registered shares (Contingent Capital 2023/I) as well as by a further € 63,000 through issuing up to 63,000 new ordinary registered shares (Contingent Capital 2015/II), by issuing up to 1,233,600 new ordinary registered shares (Contingent Capital 2019/I) and by issuing up to 888,148 new ordinary registered shares (Contingent Capital 2023/II).

Conditional Capital 2023/I serves exclusively to grant shares to the holders of bonds with warrants and convertible bonds that the company issues based on the authorization of the Management Board by way of AGM resolution passed on 8



March 2023. The conditional capital increase is to be implemented through issuing up to 2,184,749 new ordinary registered shares only to the extent that the holders of convertible bonds and/or bonds with warrants utilize their conversion rights or warrant rights, or the holders of convertible bonds that are obligated to convert satisfy their obligation to convert, and to the extent that other forms of satisfaction are not deployed to service the bonds. In the 2023/24 financial year, a convertible bond with a nominal value of € 5.0 million was issued by way of a private placement, in partial utilization of Conditional Capital 2023/I. An increase in the share capital from Conditional Capital 2023/I had not been implemented as at the 30 September 2024 reporting date.

Conditional Capital 2015/II serves exclusively to service subscription rights arising from stock options that are granted – pursuant to the AGM resolution dated 8 July 2015 as part of a stock option plan comprising up to 63,000 stock options that carry subscription rights to shares of BRAIN Biotech AG with a term of up to eight years – to the members of the company's Management Board, members of affiliated companies' management boards, as well as managers and other company employees in senior positions. The conditional capital increase is to be implemented only to the extent that the holders of issued subscription rights utilize them, and the company does not grant treasury shares or cash settlement to satisfy these subscription rights. An increase in the share capital from Conditional Capital 2015/II had not been implemented as at the 30 September 2024 reporting date.

At the Annual General Meeting on 7 March 2019, Conditional Capital 2015/II was reduced from originally € 1,272,581 to € 123,000, as this capital was to remain exclusively for hedging stock options already issued. At the Annual General Meeting on 8 March 2023, the conditional capital was reduced by a further € 60,000 to € 63,000. The authorization to issue further stock options from Conditional Capital 2015/II was revoked at the same Annual General Meeting and replaced by a new authorization (see following section).

By resolution of the Annual General Meeting on 7 March 2019, the share capital was conditionally increased by € 1,682,578 through the issue of up to 1,682,578 new ordinary registered shares (Conditional Capital 2019/I). At the Annual General Meeting on 8 March 2023, Conditional Capital 2019/I was reduced by € 448,978 from the original € 1,682,578 to € 1,233,600. The conditional capital serves exclusively to service subscription rights from stock options granted to members of the company's Management Board and other senior company managers. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The conditional capital increase is to be implemented only to the extent that the holders of issued subscription rights utilize them, and the company does not grant treasury shares or cash settlement to satisfy these subscription rights. An increase in the share capital from Conditional Capital 2019/I had not been implemented as at the 30 September 2024 reporting date.

Conditional Capital 2023/II serves exclusively to service subscription rights arising from stock options that are granted – pursuant to the AGM resolution dated 8 March 2023 as part of a stock option plan comprising up to 888,148 stock options that carry subscription rights to shares of BRAIN Biotech AG with a term of up to six years – to the members of the company's Management Board as well as other company employees in senior positions. The conditional capital increase is to be implemented only to the extent that the holders of issued subscription rights utilize them, and the company does not grant treasury shares or cash settlement to satisfy these subscription rights. An increase in the share capital from Conditional Capital 2023/II had not been implemented as at the 30 September 2024 reporting date.

**Stock options**

An AGM resolution dated 8 March 2023 authorized the Management Board, with Supervisory Board approval, to issue, as part of a stock option plan until 7 March 2028, up to 888,148 stock options with subscription rights to shares of BRAIN Biotech AG with a term of up to six years, with the condition that each stock option grant the right to subscribe for one share, and according to further provisions. As far as issuing shares to members of the Management Board of BRAIN Biotech AG is concerned, this authorization is valid for the Supervisory Board alone. The AGM conditionally increased the share capital by € 888,148 to hedge and service the stock options (Conditional Capital 2023/II).

**SIGNIFICANT AGREEMENTS FOR THE INSTANCE OF A CHANGE OF CONTROL DUE TO A TAKEOVER OFFER (NUMBER 8) AND COMPENSATION AGREEMENTS IN THE CASE OF A TAKEOVER OFFER (NUMBER 9)**

The company has not entered into any arrangements in the meaning of Section 315a (4) Nos. 8 and 9 HGB.

# Corporate governance statement of conformity pursuant to Section 289f and Section 315d of the German Commercial Code (HGB)

The corporate governance statement of conformity of BRAIN Biotech AG pursuant to Section 289f and Section 315d of the German Commercial Code (HGB) is published on the website at:

<https://www.brain-biotech-group.com/en/investors/corporate-governance/>

Zwingenberg, 13 January 2025

**Adriaan Moelker**

Chief Executive Officer

**Michael Schneiders**

Chief Financial Officer

# Consolidated Financial Statements

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# Consolidated Balance Sheet

## CONSOLIDATED BALANCE SHEET AS AT 30 SEPTEMBER 2024

€ thousand	Note	30.09.2024	30.09.2023
<b>Non-current assets</b>			
Intangible assets and goodwill	(12)	14,185	15,215
Property, plant and equipment	(13)	27,855	28,720
Equity-accounted investments	(14)	971	1,456
Other non-current assets	(18)	67	70
		<b>43,078</b>	<b>45,462</b>
<b>Current assets</b>			
Inventories	(15)	9,420	9,756
Trade receivables	(16)	7,798	9,442
Other current assets	(18)	818	691
Current tax assets	(10)	214	56
Other financial assets	(17)	238	178
Cash and cash equivalents	(19)	27,171	5,352
		<b>45,658</b>	<b>25,476</b>
<b>ASSETS</b>		<b>88,737</b>	<b>70,937</b>

€ thousand	Note	30.09.2024	30.09.2023
<b>Equity</b>	<b>(20)</b>		
Subscribed capital		21,847	21,847
Capital reserves		94,951	93,457
Retained earnings		-105,494	-94,161
Other reserves		1,313	627
		<b>12,617</b>	<b>21,771</b>
Non-controlling interests		1,269	1,243
<b>Total equity</b>		<b>13,886</b>	<b>23,013</b>
<b>Non-current liabilities</b>			
Deferred tax	(10)	3,881	3,768
Provisions for post-employment benefits for employees	(5)	930	928
Financial liabilities	(21)	21,175	24,265
Convertible bonds	(22)	4,151	0
Financial liability to Royalty Pharma	(23)	18,406	0
Other liabilities	(24)	179	966
Deferred income	(25)	1,124	518
		<b>49,845</b>	<b>30,445</b>
<b>Current liabilities</b>			
Provisions	(26)	1,106	895
Tax liabilities	(10)	24	44
Financial liabilities	(21)	11,888	4,741
Convertible bonds	(22)	326	0
Trade payables	(27)	5,611	5,617
Other liabilities	(24)	5,431	3,251
Deferred income	(25)	620	2,932
		<b>25,006</b>	<b>17,479</b>
<b>EQUITY AND LIABILITIES</b>		<b>88,737</b>	<b>70,937</b>

# Consolidated Statement of Comprehensive Income

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD FROM 01.10.2023 TO 30.09.2024

€ thousand	Note	12M 23/24 01.10.2023 – 30.09.2024	12M 22/23 01.10.2022 – 30.09.2023
Revenue	(1)	54,631	55,335
Research and development grant revenue	(2)	868	890
Change in inventories of unfinished and finished goods and work in progress		-433	144
Other income	(3)	453	771
<b>Total operating performance</b>		<b>55,520</b>	<b>57,140</b>
<b>Cost of materials</b>	<b>(4)</b>		
Cost of raw materials, consumables and supplies, and purchased merchandise		-23,403	-24,380
Cost of purchased services		-467	-977
		<b>-23,870</b>	<b>-25,357</b>
<b>Personnel expenses</b>	<b>(5)</b>		
Wages and salaries		-20,792	-18,010
Share-based employee compensation		-894	-714
Social security and post-employment benefit costs		-3,417	-3,276
		<b>-25,104</b>	<b>-22,000</b>
Other expenses	(7)	-10,576	-10,609
<b>EBITDA</b>		<b>-4,029</b>	<b>-826</b>
Depreciation, amortization and impairment	(6)	-4,823	-4,654
<b>Operating result (EBIT)</b>		<b>-8,852</b>	<b>-5,480</b>
Share of profit or loss from equity-accounted investments	(14)	-498	-1,492
Finance income	(8)	395	789
Finance costs	(9)	-2,035	-1,307
<b>Net financial result</b>		<b>-2,137</b>	<b>-2,010</b>
<b>Pretax loss for the reporting period</b>		<b>-10,990</b>	<b>-7,489</b>

€ thousand	Note	12M 23/24 01.10.2023 – 30.09.2024	12M 22/23 01.10.2022 – 30.09.2023
<b>Income tax expense/income</b>			
	(10)		
a) Current tax expense/income		-96	-168
b) Deferred tax expense/ income		-15	-457
		<b>-110</b>	<b>-625</b>
<b>Net loss for the reporting period</b>			
		<b>-11,100</b>	<b>-8,114</b>
of which attributable to non-controlling interests		27	165
of which attributable to the shareholders of BRAIN Biotech AG		-11,127	-8,279
<b>Earnings per share</b>			
	(11)		
Earnings per share, basic undiluted (in €)		-0.51	-0.38
Number of shares taken as basis		21,847,495	21,847,495
Earnings per share, diluted (in €)		-0.51	-0.38
Number of shares taken as basis		21,847,495	21,847,495
<b>Net loss for the reporting period</b>			
		<b>-11,100</b>	<b>-8,114</b>
of which attributable to non-controlling interests		27	165
of which attributable to the shareholders of BRAIN Biotech AG		-11,127	-8,279
<b>Other comprehensive income</b>			
Net gain or loss from revaluing obligations from post-employment employee benefits*	(5)	-207	25
Currency translation		686	290
Other comprehensive income, net		479	315
<b>Consolidated total comprehensive income (loss)</b>			
		<b>-10,621</b>	<b>-7,799</b>
of which attributable to non-controlling interests		27	156
of which attributable to the shareholders of BRAIN Biotech AG		-10,648	-7,956

\* Items that will not be subsequently reclassified to profit or loss



# Consolidated Statement of Changes in Equity

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD FROM 01.10.2023 TO 30.09.2024

Note (20)	Interests of shareholders of BRAIN Biotech AG				Non-controlling interests		
€ thousand	Subscribed capital	Capital reserves	Retained earnings	Other reserves Currency translation	Total	Total	Total
<b>Balance as at 30 September 2021/ 1 October 2022</b>	<b>21,847</b>	<b>92,660</b>	<b>-85,198</b>	<b>328</b>	<b>29,638</b>	<b>4,610</b>	<b>34,248</b>
<i>Net result for the reporting period</i>	0	0	-8,279	0	-8,279	165	-8,114
<i>Other comprehensive income</i>	0	0	25	299	324	-9	315
Total comprehensive income (loss)	0	0	-8,255	299	-7,956	156	-7,799
Exercise of put/call agreements for the acquisition of non-controlling interests in fully consolidated Group companies	0	0	1,795	0	1,795	-1,795	0
Acquisition of shares of non-controlling shareholders	0	0	-2,504	0	-2,504	-1,728	-4,232
Transfers due to employee share scheme	0	797	0	0	797	0	797
<b>Balance as at 30 September 2022/ 1 October 2023</b>	<b>21,847</b>	<b>93,457</b>	<b>-94,161</b>	<b>627</b>	<b>21,770</b>	<b>1,243</b>	<b>23,013</b>
<i>Net result for the reporting period</i>	0	0	-11,127	0	-11,127	27	-11,100
<i>Other comprehensive income</i>	0	0	-207	686	479	0	479
Total comprehensive income (loss)	0	0	-11,334	686	-10,648	27	-10,621
Allocation to capital reserves from convertible bond issue less issuance costs	0	600	0	0	600	0	600
Transfers due to employee share scheme	0	894	0	0	894	0	894
<b>Balance as at 30 September 2024</b>	<b>21,847</b>	<b>94,951</b>	<b>-105,494</b>	<b>1,313</b>	<b>12,617</b>	<b>1,269</b>	<b>13,886</b>

# Consolidated Statement of Cash Flows

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD FROM 01.10.2023 TO 30.09.2024

Note (19) € thousand	12M 23/24 01.10.2023 - 30.09.2024	12M 22/23 01.10.2022 - 30.09.2023
Net profit (/loss) for the period, after tax	-11,100	-8,114
Depreciation, amortization and impairment	4,823	4,654
Deferred tax expense/ income	15	457
Conversion of deferred income into revenue	-4,113	-3,125
Income from release of provisions and liabilities	-49	-135
Share of profit or loss from equity-accounted investments	498	1,492
Change in net pension provisions recognized in profit or loss	38	42
Other non-cash expenses and income	869	376
Losses on disposals of intangible assets and property, plant and equipment	-5	-4
<b>Gross cash flow</b>	<b>-9,024</b>	<b>-4,356</b>
Change in trade receivables	-1,802	-1,325
Change in inventories	411	-41
Change in tax assets and liabilities	-130	-201
Change in other assets and financial assets	-361	95
Change in trade payables	-114	-1,166
Change in prepayments	-2	-12
Change in provisions and other liabilities	1,472	-703
Additions from deferred income	2,363	3,492
<b>Cash flows from operating activities</b>	<b>-3,583</b>	<b>-4,218</b>
Net payments from disposals of companies (less cash and cash equivalents divested)	0	3,040
Payments to acquire intangible assets	-177	-19
Payments to acquire property, plant and equipment	-1,552	-2,619
Net cash flows relating to other non-current assets	23	85
Investments in equity-accounted investments	0	-114
Proceeds from disposal of current financial assets	0	6
Proceeds from disposal of property, plant and equipment	18	182
<b>Cash flows from investing activities</b>	<b>-1,689</b>	<b>562</b>
Proceeds from borrowings	27,547	13,004
Repayments of borrowings	-5,481	-2,958
Proceeds from convertible bond issue	4,325	0
Payments of the Put-Option liabilities for Biocatalysts Ltd.	0	-9,587
Contributions to equity, less related capital raising costs	600	0
<b>Cash flows from financing activities</b>	<b>26,991</b>	<b>459</b>
<b>Net change in cash and cash equivalents</b>	<b>21,718</b>	<b>-3,196</b>
Cash and cash equivalents at start of financial year	5,352	8,443
Exchange-rate-related change in cash	100	106
<b>Cash and cash equivalents at end of financial year</b>	<b>27,171</b>	<b>5,352</b>
<b>Cash flows from operating activities include:</b>		
Interest paid	-1,637	-784
Interest received	54	15
Income taxes paid	-38	-235
Income taxes received	1	31

# Notes to the consolidated financial statements

## I. General information

### GENERAL INFORMATION ABOUT THE COMPANY

**BRAIN Biotech Aktiengesellschaft** (also referred to below as "BRAIN Biotech AG", "BRAIN" or the "Company") is entered in the commercial register of the Darmstadt District Court under commercial sheet register number 24758. The company's registered offices are located at Darmstädter Strasse 34-36 in 64673 Zwingenberg, Germany.

BRAIN Biotech AG is a company that operates in the industrial biotechnology sector. The BRAIN Biotech Group (hereinafter referred to as "BRAIN" or "the Group" or the "BRAIN Biotech Group") focuses its business activities on the areas of nutrition, health, and the environment. A science-based product business forms the core of our strategic orientation.

The **BioProducts** segment comprises mainly the industrially scalable business with a focus on the production of enzymes, microorganisms, and bioactive natural compounds. By investing in its own fermentation capacities, the BRAIN Biotech Group has significantly expanded its value chain in the BioProducts segment.

The **BioScience** segment consists of our R&D programs for contract research conducted in partnership with industrial companies. These programs aim to make previously untapped high-performance enzymes, microbial producer organisms as well as natural substances deriving from complex biological systems usable in an industrial context. Here, deploying both our own research funds and working together with partners, we aim for breakthroughs in biotechnologically produced solutions that address a number of society's most pressing issues: nature-based food ingredients, health, and environmentally compatible production methods.

The **BioIncubator** segment includes the R&D pipeline as well as the company's own R&D projects or R&D projects initiated with partners that offer high value-creation potential.

BRAIN has an extensive research and development infrastructure at its Zwingenberg site and a branch specializing in natural compounds in Potsdam (formerly the subsidiary Analyticon Discovery GmbH). Our subsidiaries for enzyme products, microorganisms, and bioactive natural compounds offer specialized production expertise and market access: Biocatalysts Ltd. (Cardiff, UK), Biocatalysts Inc. (Chicago, Illinois, USA), Biosun Biochemicals Inc. (Tampa, Florida, USA), Breteac BV (Nieuwkuijk, Netherlands), and WeissBioTech GmbH (Ascheberg, Germany). Moreover, as part of the spin-off of SolasCure Ltd., which is based in Cardiff, UK, an ingredient for enzymatic wound healing is to be approved for marketing.

The targets in terms of a "bioeconomy" are to replace conventional chemical-industrial processes with innovative resource-conserving processes, as well as to establish new processes and products. The BRAIN Biotech Group utilizes biotechnology processes in order to manufacture sustainable products. Our products and services directly address the following UN Sustainable Development Goals: 2, 3, 6, 9, 12 and 13.

## GENERAL BASIS OF FINANCIAL ACCOUNTING

BRAIN Biotech AG has been listed on the stock market since 9 February 2016 and is oriented to the capital market. As a consequence, the regulations of Section 315e (1) of the German Commercial Code (HGB) are applicable when preparing the consolidated financial statements. The consolidated financial statements prepared by the parent company BRAIN Biotech AG for the year ending 30 September 2024 (the "consolidated financial statements" or "financial statements") were prepared in accordance with International Financial Reporting Standards (IFRS) as applicable in the European Union. The financial statements of BRAIN Biotech AG are included in the consolidated financial statements of MP Beteiligungs-GmbH, Kaiserslautern. The consolidated financial statements of MP Beteiligungs-GmbH are published in the German Federal Gazette (Bundesanzeiger).

The reporting period comprises the period from 1 October 2023 to 30 September 2024. This period corresponds to the financial year of BRAIN Biotech AG. The annual financial statements of Weriol Group BV, Nieuwkuijk, Netherlands, and of AnalytiCon Discovery LLC, Rockville, MD, USA, have historically been prepared as at the end of the calendar year. Where a financial year differs, annual figures based on the Group's financial year are calculated for the consolidated financial statements, and included in the financial statements on this basis.

These consolidated financial statements of BRAIN Biotech AG were approved by the Management Board for submission to the Supervisory Board on 7 January 2025. The review and approval by the Supervisory Board took place on 14 January 2025.

## NEW ACCOUNTING REGULATIONS APPLIED

The standards and amendments to be applied for financial years beginning on or after 1 October 2023 did not have any effect at BRAIN Biotech AG.

BRAIN Biotech AG has not voluntarily applied any standards, interpretations or amendments, which, although published, are not yet effective.

**Amendments to IAS 12 International Tax Reform – Pillar Two Model Rules:** *To be applied to financial years commencing on or after 1 January 2023.*

**Amendments to IFRS 17 Insurance Contracts:** *First-time Adoption of IFRS 17 and IFRS 9 – Comparative Information: To be applied to financial years commencing on or after 1 January 2023.*

**Amendments to IAS 12:** *Deferred Tax related to Assets and Liabilities arising from a Single Transaction. To be applied to financial years commencing on or after 1 January 2023.*

**Amendments to IAS 1: Disclosure of Accounting Policies:** *To be applied to financial years commencing on or after 1 January 2023.*

**Amendments to IAS 8: Definition of Accounting Estimates:** *To be applied to financial years commencing on or after 1 January 2023.*

**IFRS 17 Insurance Contracts including amendments to IFRS 17:** *To be applied to financial years commencing on or after 1 January 2023*

## ACCOUNTING REGULATIONS PUBLISHED BUT NOT YET APPLIED

The following accounting regulations that have been published and are potentially relevant, but that do not yet require mandatory application, have not been applied early on a voluntary basis:

**IFRS 19 Subsidiaries without Public Accountability – Disclosures:** *To be applied to financial years commencing on or after 1 January 2027. Early, voluntary application of the regulations is permitted.*

**IFRS 18: Presentation and Disclosure in Financial Statements:** *To be applied to financial years commencing on or after 1 January 2027. Early, voluntary application of the regulations is permitted.*

**Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10, and IAS 7 – Annual Improvements Volume 11:** *Adoption into EU law pending, expected to be applicable to financial years commencing on or after 1 January 2026. Early, voluntary application of the regulations is permitted.*

**Amendments to IFRS 9 and IFRS 7 – Amendments to the Classification and Measurement of Financial Instruments:** *To be applied to financial years commencing on or after 1 January 2026. Early, voluntary application of the regulations is permitted.*

**Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability:** *To be applied to financial years commencing on or after 1 January 2025. Early, voluntary application of the regulations is permitted.*

**Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments – Disclosures: Supplier Finance Arrangements:** *To be applied to financial years commencing on or after 1 January 2024. Early, voluntary application of the regulations is permitted.*

**Amendments to IAS 1 regarding the Classification of Liabilities as Current or Non-current and the Classification of Non-current Liabilities with Covenants:** *To be applied to financial years commencing on or after 1 January 2024. Early, voluntary application of the regulations is permitted.*

**Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback:** *To be applied to financial years commencing on or after 1 January 2024. Early, voluntary application of the regulations is permitted.*

**Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture:** *Adoption into EU law pending, first-time application postponed indefinitely.*

The company does not expect these to generate significant effects. Early application is not envisaged.

## PRESENTATION OF THE FINANCIAL STATEMENTS

The income statement is extended to include other comprehensive income items recognized in equity, to the extent these do not arise from transactions with owners. The income statement is structured according to the nature of expense method.

The consolidated financial statements are prepared in euros (€). Unless otherwise stated, all figures are presented in thousands of euros (€ thousand). Due to commercial rounding rules, individual numbers may not add up exactly to the indicated total. This may also result in individual amounts being rounded to zero.

# II. Basis of the consolidated financial statements

## CONSOLIDATION METHODS

Business combinations are accounted for applying the acquisition method, under which the carrying amount of the investments is eliminated against the parent's share of the subsidiaries' equity on the acquisition date.

Subsidiaries are those companies where BRAIN Biotech AG exerts control, generally in the form of the acquisition of a direct or indirect majority of the voting rights. Control entitles the company to influence the business activities of the companies and to control the (variable) returns from these companies, such as in the form of profit sharing.

The acquisition date is the date on which the acquirer gains control of the acquiree.

The consideration transferred for an acquisition is calculated at the acquisition-date fair value of the assets acquired, equity instruments issued, and liabilities incurred or assumed. It also includes the fair values of those recognized assets or liabilities resulting from a contingent consideration arrangement.

Any contingent considerations are measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration classified as an asset or a liability are measured in accordance with IFRS 9, with any resultant gain or loss for the reporting period recognized in the result for the period. Contingent consideration classified as equity is not remeasured and its subsequent settlement is recognized directly in equity.

Identifiable assets and liabilities are recognized at fair value. For each corporate acquisition, the Group decides on an individual basis whether non-controlling interests in the acquired company are to be recognized at fair value, or based on the proportional interest in the acquiree's remeasured net assets.

Acquisition-related costs are expensed when they are incurred.

Goodwill is recognized as the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the acquisition-date fair value of any previously held equity interest in the acquiree over the fair value of the net assets. Any negative difference is recognized directly in profit or loss.

On the basis of written put options, non-controlling shareholders of subsidiaries have the right to tender non-controlling interests to BRAIN Biotech AG. In other words, BRAIN Biotech AG has a contractual obligation upon exercise of its own equity instruments to purchase with delivery of cash. In the first step, a review must be conducted as to whether the arrangement of the put option agreement, taking all further aspects into consideration, substantiates a current power of disposal (hereinafter referred to as "present ownership").

Where present ownership exists, BRAIN Biotech AG applies the anticipated purchase method and recognizes a financial liability pursuant to IAS 32.23. In the case of the anticipated acquisition method, accounting occurs always and independently of the specific structure of the options assuming that a (constructive) acquisition of the non-controlling interest by the controlling shareholder has already occurred. No non-controlling interests are reported for shares included in the option. The liability is recognized at fair value with changes recognized through profit or loss.

If present ownership does not exist, BRAIN Biotech AG recognizes the non-controlling interest in full, reporting the entire non-controlling interest in the statement of comprehensive income or under balance sheet equity. The liability is then recognized as a liability at fair value on the agreement date, with a simultaneous reduction in the capital reserve. Future fair value changes are recognized in profit or loss.

Transactions with non-controlling interests without loss of control are recognized as transactions with the Group's owners acting in their capacity as owners. The difference between the fair value of the consideration paid and the acquired interest in the carrying amount of the subsidiary's net assets arising from the acquisition of a non-controlling interest is recognized in equity. Gains and losses arising from the disposal of non-controlling interests are also recognized in equity.

Intragroup profits and losses, revenues, income and expenses, as well as receivables and payables between companies included in the scope of consolidation are eliminated.

The income tax effects of consolidation entries are reflected through recognizing deferred taxes.

## CONSOLIDATION SCOPE

All subsidiaries are included in the consolidated financial statements of BRAIN Biotech AG. Subsidiaries are companies that BRAIN Biotech AG controls. BRAIN Biotech AG controls an investee when it has the power of disposal over the company, a risk exposure exists through, or rights to variable returns exist from, its arrangement in the investee, and the Group has the ability to use its power of disposal over the investee in a manner such that the amount of the variable returns of the investee is affected. The consolidation of an investee commences on the date on which the Group obtains control of the company. It ends when the Group loses control of the investee.

In addition to BRAIN Biotech AG, the following subsidiaries were included in the consolidated financial statements for the period ended 30 September 2024:

Name and domicile of the company	Shareholdings as at 30.09.2024
Akribion Genomics AG*, Zwingenberg, Germany	100 %
AnalytiCon Discovery GmbH, Potsdam, Germany	0 %**
AnalytiCon Discovery LLC, Rockville, Maryland, USA	100 %
BRAIN Capital GmbH i.L., Zwingenberg, Germany	0 %***
BRAIN UK II Ltd., Cardiff, UK	100 %
BRAIN UK Ltd. i.L., Cardiff, UK	100 %****
Biocatalysts Ltd., Cardiff, UK	100 %****
Biocatalysts Inc., Chicago, Illinois, USA	100 %****
Biosun Biochemicals Inc., Tampa, Florida, USA	100 %****
Weriol Group BV, Nieuwkuijk, Netherlands	62 %****
Breatec BV, Nieuwkuijk, Netherlands	62 %****
WeissBioTech GmbH, Ascheberg, Germany	100 %****
BRAIN US LLC i.L., Rockville, Maryland, USA	100 %
MEKON Science Networks GmbH i.L., Zwingenberg, Germany	0 %***

\* This company was renamed "RMH AG" by resolution of the Annual General Meeting on 27 September 2024. The change of name had not yet been formally implemented in the commercial register as at the 30 September 2024 balance sheet date

\*\* From 6 June 2024 merged with BRAIN Biotech AG with effect from 1 October 2023

\*\*\* Liquidation completed during the 2023/24 financial year

\*\*\*\* Indirect interests

SolasCure Ltd., Cambridge, UK, was included as an equity-accounted investment in the consolidated financial statements for the period ending 30 September 2024. The 30 June reporting date diverges from the reporting date of BRAIN Biotech AG. BRAIN Biotech AG holds 34.16 % (previous year: 34.16 %) of the voting rights in SolasCure Ltd.

In addition to SolasCure Ltd., Enzymicals AG, Greifswald, was included as an equity-accounted investment in the previous year. The voting interest of 24.10 % (previous year: 24.10 %) in Enzymicals AG was divested in September 2024.



## CHANGE IN THE CONSOLIDATION SCOPE

The liquidations of BRAIN Capital GmbH and MEKON Science Networks GmbH were completed during the 2023/24 financial year.

From 6 June 2024, AnalytiCon Discovery GmbH was merged with BRAIN Biotech AG, with effect from 1 October 2023.

No further changes in the scope of consolidation occurred in the 2023/24 financial year.

Changes in the previous year:

WeissBioTech France S.A.R.L., Chanteloup-en-Brie, France, was liquidated and dissolved during the financial year under review and is no longer included in the scope of consolidation.

## EQUITY-ACCOUNTED INVESTMENTS

Equity-accounted investments are associates over whose financial and business policy decisions BRAIN Biotech AG can exercise significant influence. Significant influence is presumed to exist if BRAIN Biotech AG directly or indirectly holds a minimum of 20 % and a maximum of 50 % of the voting rights.

Under the equity method, the investment is initially recognized at cost and subsequently adjusted to reflect post-acquisition changes in the proportionate interest of BRAIN Biotech AG in the investee's net assets. Any share of the investee's losses that exceeds the carrying amount of the investment (where appropriate, including any other long-term interests that form part of the net investment in the investee) is not recognized unless a legal or constructive payment obligation exists. Any goodwill recognized is reported as a component of the value of the interest in the associate. Unrealized intra-group profits or losses arising from transactions between BRAIN Biotech AG and the associate are eliminated proportionately in the same way as consolidation adjustments.

If objective evidence of impairment exists, the carrying amount of the equity-accounted investment is compared with its recoverable amount in the course of the impairment test. If the carrying amount exceeds the recoverable amount, the difference is recognized as an impairment loss. If the reasons for an impairment loss that was previously recognized cease to exist, a corresponding reversal of the impairment loss is applied.

For further notes, please see section (14) Equity-accounted investments.

## III. Accounting policies

### **BASIS FOR THE PREPARATION OF THE FINANCIAL STATEMENTS**

The consolidated financial statements have been prepared on the assumption that the company constitutes a going concern based on historical purchase and manufacturing costs, limited by the measurement of financial assets and financial liabilities at fair value through profit or loss.

Where indications exist of potential value impairment (so-called triggering events), a corresponding review is conducted based on the recoverable amount. As part of such impairment tests, fair values are also taken into consideration to calculate the lower value limit for individual assets. Valuation surveys for land and buildings, among other inputs, can also be applied in this context. If the carrying amount exceeds the recoverable amount, impairment losses are recognized against the assets to write them down to their recoverable amount.

### **USE OF ASSUMPTIONS AND ESTIMATES**

In the financial statements, estimates and assumptions have to be made to a certain extent that affect the level and reporting of assets and liabilities, expenses and income, and contingent liabilities. All estimates and assumptions are continuously reassessed and are based on historical experience and other factors, including expectations of future events that are believed to be appropriate under the given circumstances.

Assumptions and estimates relate in particular to:

- evaluating the capitalization of development expenditures (no development costs were capitalized in the financial year under review, and none were capitalized in the previous year),
- the (non-) capitalization of deferred taxes relating to tax loss carryforwards,
- measuring the useful life of intangible assets and of property, plant and equipment,
- identifying potential asset impairments (particularly goodwill and inventories),
- the measurement and reporting of put options for the acquisition of non-controlling interests (in particular with regard to the exercise dates. See also "Valuation risks connected with foreign currency put option agreements" in this document);
- the measurement of share-based compensation schemes,
- the determination of the transaction price and the date of revenue recognition according to IFRS 15,
- the determination of the amount of impairment of trade receivables in accordance with IFRS 9,
- the determination of present values for lease liabilities using a marginal borrowing rate,
- the assessment of possible utilization of contract extension options under IFRS 16,
- the formation of provisions depending on the assessment of event risk.

- the measurement of financial liabilities for future payments to Royalty Pharma:  
The basis for the initial measurement at fair value reflects the management planning prepared by BRAIN Biotech AG and the resulting expected future license revenue for the coming years from the agreement with Pharvaris N.V. The planning assumptions are based on estimates and mainly relate to the expected license income from deucricitibant, the initial effective interest rate, and the expected term of the cash flows. The expected revenue is influenced by estimates relating to the number of patients treated, prices achievable on the market, and Pharvaris' market share. The term of the cash flows corresponds to the estimated period over which deucricitibant will generate revenue in the future, starting from the date of market entry and ending with the expiry of the patent.

The key assumptions and inputs for the estimates made by management are explained in the disclosures on the respective line items. The resulting amounts may differ from the actual amounts.

## CURRENCY TRANSLATION

### Translation of foreign currency transactions

Cash and cash equivalents as well as receivables and liabilities denominated in foreign currencies are translated at the closing rate. Currency translation differences are recognized in profit or loss. Transactions denominated in foreign currencies are reported applying the currency rate on the date of the respective transaction. The risk assessment of currency exchange rate differences that are recognized through profit or loss occurs on a net basis. The net results from translation differences are immaterial in total.

### Translation of foreign Group companies' financial statements

In the case of foreign Group companies, the functional currency is the respective local currency, as the companies operate independently in financial, business and organizational terms. The foreign companies' assets and liabilities are translated into euros at the closing rate on the reporting date. Income and expenses are translated into euros at the average exchange rates for the year. Equity components are translated at historical exchange rates on the respective acquisition dates from the Group's perspective. The translation difference compared with the closing rates is recognized directly in equity under "Other reserves".

The exchange rates against the euro report the following changes:

Rate/EUR	Country	Closing rate		Average rate	
		2023/24	2022/23	2023/24	2022/23
GBP	UK	1,1970	1,1566	1,1693	1,1488
USD	USA	0,8932	0,9439	0,9224	0,9367

## REVENUE RECOGNITION

The revenue reported in the consolidated income statement relates to revenue from contracts with customers in accordance with IFRS 15. The BRAIN Biotech Group recognizes revenue in accordance with the IFRS 15 transfer of control approach.

Revenue is measured on the basis of the consideration specified in the contract with a customer, taking into account variable consideration such as cash discounts, volume-related rebates and other contractual price reductions. The variable consideration is estimated based on the most probable amount. However, variable consideration is only taken into consideration if it is highly probable that a significant reversal in revenue will not arise once the uncertainty associated with the variable consideration no longer exists. In addition, the determination of the transaction price requires discretionary decisions and estimates in light of uncertainties typical of the sector, which are associated with future milestone and license payments. These discretionary decisions relate to the valuation of the inclusion of milestone payments in the transaction price. Accordingly, milestones are included in the transaction price only if it is highly probable that they will be reached.

Revenue is recognized when control, in other words, the possibility of deriving benefit from the service rendered and of determining its further use, is transferred. This can occur either at a specific time or over a period of time. Revenue is recognized over a period of time if one of the following criteria is met:

- Upon fulfilment by the company, the customer receives the benefit of the service rendered and utilizes it at the same time.
- With its work, the company produces or improves an asset over which the customer has control during the production or improvement.
- With its work, the company generates an asset that cannot be used by the company for other purposes; in doing so, the company has a claim for payment for the services rendered to date and can also expect the contract to be fulfilled as agreed.

If the performance obligation is not fulfilled over a period of time, it is fulfilled at a given point in time. The following factors are considered in order to determine the point in time at on which control is transferred:

- the Group currently has the right to receive payment for the asset,
- the customer has legal ownership of the asset,
- the company has transferred the asset physically (in other words, ownership of the asset),
- the significant risks and rewards entailed in ownership of the asset lie with the customer, and
- the customer has accepted the asset.

**Sale of goods/products**

Revenue from the sale of products is recognized when control of a promised product is transferred in accordance with Incoterms agreed with customers. This is usually when the delivery has reached the customer.

**Rendering of services**

Revenues from rendering services arise mainly from research and development partnerships, and are generated predominantly in the BioScience segment. Related one-off payments (mostly to be paid by customers when agreements are concluded) are analyzed on the date of receipt as to whether they relate to one-off payments for pre-contractual services that transfer to the customer and that are distinct. To the extent that this is the case, revenue is recognized immediately. R&D revenues are also recognized in the period in which the underlying services are rendered. This generally occurs in accordance with the progress of the transfer of the R&D services by applying the cost-to-cost method, as well as the milestones achieved as at the balance sheet date. The cost-to-cost method is best suited for measuring percentage of completion, as the R&D services' product is realized on the basis of the employees it deploys.

**Royalties and license fees**

Revenues from royalties (license agreements) are recognized in the period in which they accrue according to the terms of the underlying contract. As a matter of principle, revenue-based fees are not recognized until the customer realizes the corresponding sales revenues. In the case of licenses, a distinction must be made as to whether the customer acquires with the license a right-of-use (revenue recognition on the basis of a given point in time) or a right-of-access (revenue recognition over a period of time). One-off prepaid license payments are recognized immediately (revenue recognition based on a given point in time) if the license grants a right-of-use, and the licensed technology is not developed further (static licenses). One-off prepaid license payments are realized over time (revenue recognition over a period of time) if and to the extent that the license grants access rights to the technology, and the licensed technology is developed further (dynamic licenses).

Financing components are separated from the actual performance if they are classified as material. If the period between the time when BRAIN transfers the promised goods or services to the customer and the time when the customer pays for those goods or services is one year or less, no financing component is taken into consideration. Contractual liabilities are reported as deferred income rather than separately on the balance sheet. Separate disclosure is made in section (25) Deferred income.

## INTANGIBLE ASSETS

Acquired intangible assets, with the exception of goodwill and capitalized development costs, are measured at cost less straight-line amortization over their useful economic lives. Cost consists of directly attributable costs. The useful lives and depreciation methods are reviewed each year and modified if necessary. The useful lives applied by the Group are as follows:

	Useful life in years
Genetic resources	2 – 8
Software and industrial property rights	2 – 15
Customer relationships acquired as part of a corporate acquisition	8 – 11
Technology acquired as part of a corporate acquisition	10 – 12

## RESEARCH AND DEVELOPMENT

Research costs are recognized as expenses in the period in which they are incurred. In accordance with IAS 38.53 and IAS 38.57, development expenditures are capitalized if the following criteria are met:

- It is technically feasible for the entity to complete the intangible asset so that it will be available for use or sale.
- The entity intends to complete the intangible asset and use or sell it.
- The entity is able to use or sell the intangible asset.
- How the intangible asset will generate probable future economic benefits can be demonstrated. Inter alia, the entity can substantiate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the intangible asset's utility.
- The availability of adequate technical, financial, and other resources to complete development, and use or sell the intangible asset.
- The entity is able to reliably measure the expenditure attributable to the intangible asset during its development.

Not all of these criteria were met in the financial year, so that all expenditure connected with research and development activities was recognized as expenses as incurred.

## PROPERTY, PLANT AND EQUIPMENT

Items of property, plant and equipment are measured at cost and depreciated to reflect any wear and tear. The straight-line depreciation method is applied.

The depreciation period is based on the asset's expected useful economic life. Impairment losses and depreciation charges are recognized if no further, or fewer, economic benefits are expected from the asset's continued use or sale. Gains or losses on the disposal of items of property, plant and equipment are calculated by comparing the net disposal proceeds with the asset's carrying amount and recognized in profit or loss in the period in which the asset is derecognized.

Depreciation charges are based mainly on the following useful lives:

	Useful life in years
Buildings and outdoor facilities	10 – 50
Vehicle fleet	3 – 6
Laboratory equipment, operating and office equipment	1 – 15

## IMPAIRMENT TESTS

Goodwill and other intangible assets with an indefinite or indeterminable useful life are tested at least once per year for impairment. Intangible assets and items of property, plant and equipment with finite or indeterminable useful lives are only tested for impairment if indications exist that the asset has become impaired. An impairment loss is recognized in profit or loss in the consolidated statement of comprehensive income if the asset's recoverable amount, in other words, the higher of its fair value less costs of disposal and its value-in-use, is less than its carrying amount. The recoverable amount is generally determined individually for each asset. If this is not possible, it is determined based on a group of assets representing a cash-generating unit (CGU). An assessment is made at least once a year whether any indication exists that the reason for an impairment loss recognized in prior periods no longer applies or the amount of the impairment has decreased. If this is the case, the asset's recoverable amount is remeasured, and the impairment loss is reversed accordingly (except in the case of goodwill).

The starting point for estimating the recoverable amount of the relevant cash-generating unit for the goodwill impairment tests as at 30 September 2024 is its value-in-use, calculated as the present value of the future net cash flows expected to be generated from the CGU. The estimate is based on the current five-year planning of the relevant company. The last planning year is generally also applied for cash flows beyond the planning period and modified considering further assumptions for the perpetual return, to the extent that specific related indications exist. These plans are based on Management Board estimates about future trends that are described further in the description of the individual cash-generating units. Past data and expected market performance are utilized to calculate values-in-use for the cash-generating units. The values allocated to the significant assumptions are generally in line with external information sources in this context.

The cash generating unit's capital costs are calculated as the weighted average of its equity and debt costs. The capital structure, and equity and debt costs, are based on peer companies from the same sector and are derived from available capital market information.

## INVENTORIES

Raw materials, consumables, and supplies as well as unfinished goods and services, are measured at cost. The average cost method is mainly applied, taking into account the lower of cost and net realizable value less costs to sell. In addition to direct costs, production costs include appropriate portions of materials and production overheads. Borrowing costs are not capitalized. Write-downs to a lower net realizable value are applied if necessary.

## FINANCIAL INSTRUMENTS

Financial instruments refer to all contractual relationships that result in a financial asset for one party and a financial liability or equity instrument for the other party. Financial instruments include both non-derivative and derivative financial instruments.

Financial instruments are classified into three categories on initial recognition:

- at amortized cost (AC),
- at fair value through other comprehensive income (through reserves) (FVTOCI),
- at fair value through profit or loss (FVTPL).

All financial assets and financial liabilities were initially recognized at fair value (less directly attributable transaction costs). Trade receivables are recognized at the transaction price.

When financial assets are measured at fair value, expenses and income are to be recognized, depending on their classification, either in full in the profit or loss for the period (FVTPL) or in other comprehensive income (FVTOCI), with or without subsequent reclassification to the income statement.

The classification is determined when the financial asset is first recognized, in other words, when BRAIN becomes a party to the contractual arrangements for the instrument.

All financial liabilities are recognized at AC, with the exception of financial liabilities (see Note 21 Financial liabilities and VII Financial instruments).

A debt instrument that meets the following two conditions is measured at amortized cost:

- Business model condition: The objective of the BRAIN Biotech Group's business model is to hold the financial assets in order to collect the contractual cash flows.
- Cash flow condition: The contractual terms of the financial asset generate cash flows at specified times that are solely payments of principal and interest on the principal outstanding.

A debt instrument that meets the following two conditions is measured at fair value changes recognized in other comprehensive income and subsequent reclassification to the income statement:

- Business model condition: The objective of the BRAIN Biotech Group's business model is achieved by both collecting the contractual cash flows from financial assets and by disposing of financial assets.
- Cash flow condition: The contractual terms of the financial asset generate cash flows at specified times that are solely payments of principal and interest on the principal outstanding.



All other debt instruments are measured at fair value with value changes recognized in profit or loss for the period (FVTPL).

All equity instruments held are recognized at fair value on the balance sheet. Value changes are recognized in the result for the period. If an equity instrument is not held for trading, BRAIN may make an irrevocable decision upon initial recognition to measure it at fair value, with value changes recognized in other comprehensive income. Subsequent reclassification to the income statement is excluded in this case.

Financial assets are generally only derecognized if no prospect of recovery exists, such as if enforcement has been unsuccessful, insolvency proceedings have been discontinued for lack of assets, or the debt is now statute-barred. No further enforcement actions are taken subsequently. Financial assets whose terms were amended because they would otherwise have been overdue or impaired did not exist in the past financial year (as in the previous year).

Debt instruments are derecognized from the consolidated balance sheet when all risks and rewards have been transferred and the related receipt of payment is assured. If not all risks and rewards are transferred, the debt instruments are derecognized when control of the debt instrument is transferred.

## **IMPAIRMENT OF FINANCIAL ASSETS**

Impairment losses on debt instruments held by the company that are not to be measured at fair value through profit or loss are based on the premise that expected losses must be recognized. These are recorded at the following amounts:

- the "expected 12-month loss" (present value of expected payment defaults resulting from possible default events within the next twelve months after the reporting date) or
- the total loss expected over the remaining term of the instrument (present value of expected payment defaults arising from all possible default events over the financial instrument's remaining term).

For trade receivables with and without a significant financing component, contract assets and leasing receivables, the need for impairment is always determined on the basis of the losses expected over the entire term. For all other instruments, impairments are only determined on the basis of the losses expected over the entire term if the credit risk has increased significantly since initial recognition. The assessment as to whether the risk of default has increased significantly is based on an increase in the probability of default since the date of acquisition. Macroeconomic forecasts (such as in relation to gross domestic product) are also taken into consideration in this analysis.

Otherwise, the impairment losses are determined solely on the basis of the expected losses that would result from a loss event occurring within twelve months of the reporting date. In this case, loss events that may occur later than twelve months after the balance sheet date are consequently not taken into consideration.

The credit quality of a financial asset is impaired if one or more events have occurred that have an adverse effect on the expected future cash flows. This includes observable data that has become known about subsequent events:

- significant financial difficulties on the part of the issuer or debtor,
- a breach of contract such as default or delay in interest or principal payments,
- concessions that the lender makes to the borrower for financial or contractual reasons relating to the borrower's financial difficulties; but would not otherwise grant,
- an increased probability that the borrower will enter bankruptcy or other reorganization proceedings,
- the disappearance of an active market for this financial asset due to financial difficulties,
- the purchase or issue of a financial asset with a high discount reflecting the credit losses incurred.

A value adjustment table is applied for trade receivables, which determines the losses expected over the remaining term as a flat-rate percentage depending on the length of the overdue period. Irrecoverable receivables are written off at the time when the Group becomes aware that the receivable will probably be uncollectible.

## **GOVERNMENT GRANTS**

Monetary grants and other support payments for research and development projects are reported separately in the statement of comprehensive income as "research and development grant revenue".

According to IAS 20, these government grants are only recognized at fair value if satisfactory evidence exists that the grant conditions are met and the grants will be paid. Grants are recognized in profit and loss in the reporting period during which the costs related to the respective grants were incurred. Receivables from grants that have not yet been settled are reported as trade receivables, as the underlying research and development activities form a significant element of the range of work and service of the BRAIN Biotech Group.

Investment subsidies and grants for assets are not deducted from the costs of acquiring the respective assets, but are instead recognized as deferred income. Such deferred income is recognized as income in line with the depreciation or amortization of the corresponding assets, and is reported in the statement of comprehensive income under other income.

## **EQUITY**

To classify financial instruments that are not to be settled in BRAIN Biotech AG equity instruments as either equity or debt capital, it is essential to assess whether a payment obligation exists for BRAIN Biotech AG. A financial liability always exists if BRAIN Biotech AG is not entitled to avoid rendering liquid assets or realizing an exchange in the form of other financial assets in order to settle the obligation.

Costs directly attributable to the issuance of new shares are shown in equity as a deduction from the income received from the issue. If a reporting date occurs between the date on which the costs are incurred and the actual performance of the equity transaction, in other words, an inflow of issue proceeds, the deductible transaction costs accruing in the reporting period are initially recognized under assets as prepaid items, and are not offset against equity (capital reserves) until the capital increase is recognized on the balance sheet.

## **PROVISIONS**

Provisions are recognized for all identifiable present obligations to third parties arising from past events, whose settlement is expected to result in an outflow of resources and whose amount can be reliably estimated. They are recognized at the expected settlement amount. If the outflow of resources is expected to occur at a date after the year following the reporting period, the obligations are recognized at their present value. In the case of a lower level of discounting, the interest effects are recorded in finance costs.

## **OCCUPATIONAL PENSION SCHEME/EMPLOYEE BENEFITS**

The occupational pension scheme at BRAIN includes both defined contribution plans as well as defined benefit plans.

In addition to the statutory pension insurance systems, occupational pensions at BRAIN Biotech AG, Biocatalysts Ltd., Breatec BV, and WeissBioTech GmbH utilize direct insurance policies and payments into pension funds and private pension schemes (direct contribution commitment). Pension schemes also exist for two former members of the Management Board of BRAIN Biotech AG. These schemes are managed and funded through an occupational pension plan (Unterstützungskasse) (direct benefit commitment).

Payments for defined contribution pension schemes are expensed under personnel expenses if the employees have rendered the work entitling them to said contributions. Contributions to government pension plans are treated in the same way as payments for defined contribution plans.

A defined contribution plan exists in Germany for all employees at Group companies within the framework of the German statutory pension insurance into which the employer must pay. The amount to be paid is determined according to the current applicable contribution rate of 9.30 % (employer contribution) with regard to the employee compensation subject to compulsory pension insurance. In the USA, the employer contribution to social security is 6.2 % in relation to annual employee compensation of USD 168,600. In addition, BRAIN offers a company pension scheme in the form of deferred compensation without topping-up contributions by the employer.

A defined benefit plan exists for two former Management Board members in the form of benefit commitments by the company. The benefit entitlements consist of an old-age pension from the age of 65 as well as surviving dependents' and invalidity benefits. To reinsure pension commitments, the company pays contributions to an external occupational pension plan. In turn, the occupational pension plan has taken out pension liability insurance cover. The claims under the pension liability insurance have been assigned to the occupational pension plan beneficiaries.

The pension obligation is measured applying actuarial methods in accordance with IAS 19. The calculations are essentially based on statistical data relating to mortality and disability rates, assumptions about the discount rates as well as expected return on plan assets. The determination of the interest rate and the expected plan assets is based on yields on AA-rated corporate bonds corresponding to the respective term. As part of accounting, the fair value of plan assets is deducted from the present value of the benefit obligation for pensions. The valuation of the benefit obligation for pensions and the plan assets is undertaken annually by means of actuarial reports as at the reporting date.

Revaluations that resulted in particular from the adjustment of actuarial assumptions are recognized directly in equity (retained earnings) via other comprehensive income without affecting the operating result.

## **EMPLOYEE STOCK OWNERSHIP PROGRAM (ESOP)**

The following ESOP programs are in place to incentivize and retain managers and employees of BRAIN Biotech AG over the long term:

- on 8 June 2018, an Employee Stock Ownership Program (ESOP 2017/18) for the 2017/18 financial year,
- on 12 March 2019, an Employee Stock Ownership Program (ESOP 2018/19) for the 2018/19, 2019/20, 2020/21, 2021/22 and 2022/23 financial years,
- on 8 March 2023, an Employee Stock Ownership Program (ESOP 2023).

Managers and employees as well as the Management Board members of BRAIN Biotech AG participate in all ESOPs. As part of ESOP 2023, further options were issued as planned in the 2023/24 financial year on 14 December 2023.

- The ESOP 2017/18 stock option program is based on the AGM resolution of 8 July 2015 to set up a stock option program and create Conditional Capital 2015/II.
- The ESOP 2018/19 stock option program is based on the AGM resolution of 7 March 2019 to set up a stock option program and create Conditional Capital 2019/I.
- The ESOP 2023 stock option program is based on the AGM resolution of 8 March 2023 to set up a stock option program and create Conditional Capital 2023/II.

As part of exercise, one option entitles to the purchase of one share in the company at the so-called exercise price. The exercise price corresponds to an average of the share price 10 trading days before the contractual grant date for ESOP 2017/18 and ESOP 2018/19, and 30 trading days before the contractual grant date for ESOP 2023.

Along with the share price performance targets (performance condition), the exercising of options is also conditional upon the respective beneficiary remaining at the company (service condition). Taking fulfilment of both the service and performance conditions into account, the options can be exercised at the earliest at the end of four years after the grant date (waiting period). The exercise period for ESOP 2018/19 is four years after expiry of the four-year waiting period and for ESOP 2023 two years after expiry of the four-year waiting period.

From the ESOP 2018/19 onwards, a cap amount is also applied to the Management Board members' options, which limits the options' maximum value. The ESOP 2017/18 and ESOP 2023 only provide for such a cap for Management Board members.

The options are to be recognized in accordance with the provisions of IFRS 2 "Share-based Payment", and are to be classified as equity-settled share-based payment transactions.

As a matter of principle, the fair value of the options is measured once at the grant date using a Monte Carlo simulation, and taking into consideration the terms and conditions upon which the options were granted.

The volatility applied over the remaining option term reflects historical volatility derived from peer group data, and appropriate to the remaining term. The expected volatility applied is based on the assumption that conclusions can be drawn from historical volatility about future trends. The volatility that actually occurs can differ from the assumptions made. The expected dividend yield is based on management estimates as well as market expectations. The risk-free interest rate is based on German government bond yields with congruent maturities. Due to the contractual structure, the management has made assumptions about expected exercise dates and payments. The actual exercise dates can differ from the assumptions that have been made.

For BRAIN Biotech AG, exercise of the subscription rights entails no effect on its cash position or treasury share position, as no obligation of any kind exists for the company to deliver shares or cash payments in connection with these programs. As the company receives the consideration in the form of work and similar service, a personnel expense for these share-based payment schemes is recognized pursuant to IFRS 2.

## **CURRENT AND DEFERRED TAXES**

The expense for the period consists of current and deferred taxes. Taxes are recognized in the income statement unless they relate to items that were recognized directly in equity or in other comprehensive income. In such cases, the taxes are also recognized directly in equity or in other comprehensive income.

The current tax expense is calculated by applying the tax rates that have been enacted as at the reporting date (or are soon to be enacted) in the countries where the company and its subsidiaries are active and generate taxable income. The Management Board regularly reviews tax returns, in particular with regard to matters for which differing interpretations are possible, and recognizes income tax liabilities (if appropriate) based on the amounts expected to be paid to the tax authorities.

Deferred taxes are calculated using the balance sheet liability method. Deferred taxes are recognized in respect of temporary differences between the carrying amounts of assets and liabilities on the IFRS balance sheet and their tax base, as well for differences resulting from consolidation adjustments.

In addition, deferred tax assets are recognized for the future tax benefit that arises from offsetting tax loss carryforwards against future taxable profit, to the extent that it is probable that such assets are expected to be recoverable, based on the company's tax projections.

Deferred tax assets and liabilities are offset if a legally enforceable right of offset exists and they relate to income taxes levied by same tax authority on the same taxable entity or the taxable entities intend to settle net.

Deferred tax assets or liabilities are reported as non-current assets or liabilities irrespective of the balance sheet classification by maturity.

## LEASES

A lease is an agreement that gives the right to control the use of an identified asset for a specified period of time in return for payment of a consideration. Lease agreements exist at BRAIN Biotech AG as lessee, in particular in connection with real estate, technical plant and equipment, and vehicles. The BRAIN Biotech Group does not act as a lessor.

As a lessee, BRAIN Biotech AG now accounts for all leases and recognizes rights-of-use to assets and liabilities arising from leases in accordance with the following principles:

- BRAIN Biotech AG utilizes the option not to recognize leases for intangible assets as part of IFRS 16.
- BRAIN Biotech AG applies the exemptions in connection with lease agreements with a maximum term of twelve months from the date of delivery of the asset, as well as low-value assets. Leased assets with a maximum value of USD 5,000 were defined as low-value assets. Lease payments for short-term leases and for leases for low-value assets are expensed straight-line over the lease term.
- For leases, use is generally made of the option of not separating lease and non-lease components. Lease and non-lease components are separated only for leases of land and buildings.
- In determining the term of leases, the exercise of existing renewal or termination options is estimated on a case-by-case basis, taking into account factors such as location strategies, leasehold improvements and degree of specificity.
- Lease liabilities are measured at the present value of the remaining lease payments. As a rule, the marginal borrowing rate is used because the interest rate underlying the lease cannot be readily determined. BRAIN Biotech AG applies the repayment model in order to determine the current portion of the lease liability. The current portion of the lease liabilities corresponds to the repayment portion of the next twelve months.
- On the date of addition, the right-of-use is generally capitalized in the same amount as the lease liability. Differences may arise if, for example, demolition/restoration obligations exist.
- Subsequently, the right-of-use is generally depreciated on a straight-line basis over the lease term. However, if an existing call option has been assessed as sufficiently certain in relation to the probability of exercise, or if an automatic transfer of ownership occurs at the end of the contract term, depreciation is applied over the same period as is otherwise applied to corresponding assets of property, plant and equipment (see "Property, plant and equipment").

- If an existing lease is subsequently adjusted, the lease liability and the right-of-use asset must be remeasured if the contractual adjustment modifies the payment profile (in accordance with the interest and repayment schedule) or the scope of the right-of-use asset in terms of quantity or time.

## **CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprise cash on hand, deposits held at call with banks, and time deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## **STATEMENT OF CASH FLOWS**

The statement of cash flows is classified into cash flows from operating activities, investing activities and financing activities. Where appropriate, any mixed transactions may be allocated to more than one activity. Overall, income taxes are included in cash flows from operating activities.

Cash flows from operating activities are presented applying the indirect method, under which profit for the period after taxes is adjusted for non-cash results components as well as deferrals of past or future inflows and outflows (including provisions), as well as items of income and expense that are attributable to investing activities.

## IV. Segment reporting

The Management Board, as the chief operating decision maker, assesses opportunities and risks and allocates the operating segments' resources. The segmentation as well as the selection of the indicators presented is realized in accordance with the internal control and reporting systems (the "management approach"). The segment information is prepared applying the same accounting standards as described in the notes to the consolidated financial statements.

Based on monitoring and control by the Management Board, three operating segments were identified, for which no further aggregation is possible due to their differing product and service orientation. Compared with the consolidated financial statements as of 30 September 2023, no changes have occurred in relation to segment reporting.

BRAIN's business activities are categorized into the BioProducts, BioScience, and BioIncubator operating segments. Segmentation is according to the criterion of the existence of an industrial scale of products. At Management Board level, the individual segments' business performance is measured on the basis of revenue, and their profitability is measured based on adjusted EBITDA. The Management Board performs and approves planning at this level. All three operating segments have a different strategic orientation and require different marketing and business development strategies.

The BioProducts segment mainly consists of its industrially scalable products business focusing on specialized enzymes and proteins.

The BioScience segment mainly includes research and development business with industrial partners, and the company's own research and development. Marketing the company's own products and developments with external partners also forms part of this operating segment.

The BioIncubator segment mainly comprises the R&D pipeline as well as the company's own R&D projects or those initiated with partners offering high value-creation potential. One particularly promising incubator project concerns the development of a proprietary CRISPR-based gene editing technology platform. All applications outside the therapeutic area are developed and expanded within BRAIN Biotech. Pharmaceutical applications will be further developed under license by the independent company Akribion Therapeutics GmbH in the next financial year.

The BRAIN Biotech "Holding" segment mainly comprises personnel expenses and other expenses for Group administration, further development of the BRAIN Biotech Group, stock exchange listing, and M&A activities.

The allocation of adjustments (see the section "Adjustments to earnings") to the segments is generally made in the segment in which the costs to be adjusted were incurred.

Sales revenues generated between the segments are realized on standard market terms.



The following overview presents the segment results.

	BioProducts		BioScience		BioIncubator		Holding		Consolidation		Group	
€ thousand	2023/24	2022/23	2023/24	2022/23	2023/24	2022/23	2023/24	2022/23	2023/24	2022/23	2023/24	2022/23
Revenue generated with other segments	94	0	193	39	0	0	0	0	-286	-39	0	0
Revenue generated with external customers	42,473	42,492	10,501	12,267	1,657	576	0	0	0	0	54,631	55,335
<b>Total revenue</b>	<b>42,567</b>	<b>42,492</b>	<b>10,694</b>	<b>12,306</b>	<b>1,657</b>	<b>576</b>	<b>0</b>	<b>0</b>	<b>-286</b>	<b>-39</b>	<b>54,631</b>	<b>55,335</b>
R&D grant revenue <sup>1</sup>	68	149	406	374	394	368	0	0	0	0	868	890
Changes in inventories <sup>2</sup>	-150	-170	-283	314	0	0	0	0	0	0	-433	144
Other income	101	320	421	460	0	11	0	0	-69	-20	453	771
<b>Total operating performance</b>	<b>42,586</b>	<b>42,791</b>	<b>11,238</b>	<b>13,454</b>	<b>2,051</b>	<b>955</b>	<b>0</b>	<b>0</b>	<b>-355</b>	<b>-59</b>	<b>55,520</b>	<b>57,140</b>
Cost of materials	-22,160	-22,761	-1,486	-2,102	-468	-519	0	0	245	25	-23,870	-25,357
Personnel expenses	-8,994	-8,648	-8,051	-8,626	-3,025	-2,417	-5,034	-2,310	0	0	-25,104	-22,000
of which from share-based payments	0	-82	293	325	0	0	601	471	0	0	894	714
of which Royalty Pharma transaction related	0	0	0	0	0	0	2,467	0	0	0	2,467	0
of which acquisition and integration costs	0	234	0	0	0	0	0	0	0	0	0	234
Other expenses	-6,124	-6,203	-2,167	-2,283	-685	-753	-1,620	-1,406	19	36	-10,576	-10,609
of which Royalty Pharma transaction costs	0	0	0	0	0	0	248	0	0	0	248	0
of which acquisition and integration costs	0	154	0	0	0	0	0	125	0	0	0	279
<b>EBITDA</b>	<b>5,309</b>	<b>5,178</b>	<b>-466</b>	<b>443</b>	<b>-2,127</b>	<b>-2,734</b>	<b>-6,655</b>	<b>-3,716</b>	<b>-91</b>	<b>3</b>	<b>-4,029</b>	<b>-826</b>
<b>Adjusted EBITDA</b>	<b>5,309</b>	<b>5,485</b>	<b>-172</b>	<b>768</b>	<b>-2,127</b>	<b>-2,734</b>	<b>-3,338</b>	<b>-3,120</b>	<b>-91</b>	<b>3</b>	<b>-420</b>	<b>402</b>
Depreciation and amortization	-3,594	-3,256	-1,229	-1,397	0	0	0	0	0	0	-4,823	-4,654
<b>EBIT</b>	<b>1,715</b>	<b>1,922</b>	<b>-1,694</b>	<b>-954</b>	<b>-2,127</b>	<b>-2,734</b>	<b>-6,655</b>	<b>-3,716</b>	<b>-91</b>	<b>3</b>	<b>-8,852</b>	<b>-5,480</b>
Finance income											395	789
Result from equity-accounted investments											-498	-1,492
Finance costs											-2,035	-1,307
<b>Result before taxes</b>											<b>-10,990</b>	<b>-7,489</b>

<sup>1</sup> Research and development grant revenue

<sup>2</sup> Changes in inventories of finished goods and in work in progress

Revenue derived from the following revenue sources:

€ thousand	2023/24	2022/23
Enzymes & Bio-based Products	42,473	42,492
<b>BioProducts</b>	<b>42,473</b>	<b>42,492</b>
Research and development	8,182	9,603
Product business ('Libraries')	2,319	2,664
<b>BioScience</b>	<b>10,501</b>	<b>12,267</b>
Research and development	1,500	0
Licenses	157	576
<b>BioIncubator</b>	<b>1,657</b>	<b>576</b>
<b>Group total</b>	<b>54,631</b>	<b>55,335</b>

The following table presents revenue by geographic region:

€ thousand	2023/24	2022/23
Germany	6,654	5,665
Abroad	47,978	49,670
of which: USA	13,514	15,306
of which: Netherlands	11,284	10,381
of which: UK	3,681	4,770
of which: France	2,919	2,743

Revenue is allocated to countries according to the destination of the products or services. Revenue in other countries was not material in comparison to total revenue and for this reason such revenue is not shown separately.

The following table shows intangible assets and property, plant and equipment by geographic region, according to the respective Group companies' locations. If assets in an individual foreign country are material, they are disclosed separately:

€ thousand	30.09.2024	30.09.2023
Intangible assets	14,185	15,215
Property, plant and equipment	27,855	28,720
<b>Total</b>	<b>42,040</b>	<b>43,935</b>
of which: UK	25,046	25,168
of which: Germany	11,073	12,211
of which: Netherlands	4,540	4,893
of which: USA	1,382	1,663

No relationships exist with individual customers where revenue is to be categorized as significant in comparison with consolidated revenue.

## V. Notes to the consolidated statement of comprehensive income

### ADJUSTMENTS TO EARNINGS

In relation to certain matters, the Management Board defines adjustments for non-operating or non-recurring effects up to the level of EBITDA. The following table shows the reconciliation of reported EBITDA to adjusted EBITDA excluding the aforementioned earnings and expenses as described in the table.

€ thousand	2023/24	2022/23
<b>EBITDA, including:</b>	<b>-4,029</b>	<b>-826</b>
Personnel expenses in connection with the Royalty Pharma transaction	-2,467	0
Other operating expenses in connection with the Royalty Pharma transaction	-248	0
Personnel expenses from share-based payment components	-894	-714
Personnel expenses related to M&A transactions and the integration of acquired businesses	0	-234
Other operating expenses related to M&A transactions and the integration of acquired businesses	0	-279
<b>Adjusted EBITDA</b>	<b>-420</b>	<b>402</b>

### 1 REVENUE

The Group's revenue includes revenue from the sale of goods and products totaling € 44,663 thousand (previous year: € 44,953 thousand), remuneration from research and development partnerships amounting to € 8,733 thousand (previous year: € 7,634 thousand), utilization fees of € 1,106 thousand (previous year: € 2,558 thousand) and other revenue of € 128 thousand (previous year: € 190 thousand).

Fees from research and development partnerships consist of one-off fees, ongoing research and development fees, and performance-related fees from milestones and project success points.

The composition of revenue by segments and regions is presented in IV Segment reporting.

### 2 RESEARCH AND DEVELOPMENT GRANT REVENUE

R&D grant revenue amounting to € 868 thousand (previous year: € 890 thousand) consists of non-repayable grants received for specific research and development projects, mainly for projects sponsors acting on behalf of the Federal Ministry of Education and Research (BMBF). The BMBF has the right to examine whether the funds granted are being used for the designated purpose.

### 3 OTHER INCOME

Other income consists of:

€ thousand	2023/24	2022/23
Income from release of liabilities	53	134
Benefits in kind	143	118
Income from translating foreign currency items	39	231
Other out-of-period income	78	45
Miscellaneous other income	139	243
<b>Total</b>	<b>453</b>	<b>771</b>

### 4 COST OF MATERIALS

The cost of materials contains the cost of raw materials, consumables, and supplies, the cost of purchased merchandise, and the cost of services, in particular for third-party research and development expenses relating to R&D partnerships with universities and with other technology companies.

### 5 PERSONNEL EXPENSES

#### Share-based payment and other long-term employee benefits

##### Employee Stock Ownership Program (ESOP)

The following overview shows the measurement date and the exercise price.

ESOP 2017/18	Measurement date	Options outstanding	Exercise price (€)
ESOP 2017/18	12 March 2018	63,000	20.67

ESOP 2018/19	Measurement date	Options outstanding	Exercise price (€)
ESOP 2018/19	8 June 2018	177,600	10.64
ESOP 2019/20	9 March 2020	248,000	9.11
ESOP 2020/21-Oct	2 October 2020	60,000	7.37
ESOP 2020/21-Mar	15 March 2021	312,000	9.03
ESOP 2021/22-Apr	8 April 2022	264,000	8.71
ESOP 2021/22-Sep	27 September 2022	60,000	5.43
ESOP 2022/23-Oct	1 October 2022	90,000	5.22

<b>ESOP 2023</b>	<b>Measurement date</b>	<b>Options outstanding</b>	<b>Exercise price (€)</b>
ESOP 2022/23-Sep-I	20 September 2023	122,000	4.62
ESOP 2022/23-Sep-II	27 September 2023	113,524	4.59
ESOP 2023/24-Dec	14 October 2023	245,069	3.69

When the options were issued for the ESOP 2023/24-Dec in the 2023/24 financial year, the grant date was 14 December 2023.

The following overview presents the options granted, expired, forfeited and exercised in the financial year under review per type:

	<b>Options for managers and employees</b>	<b>Options for Management Board members</b>
<b>Outstanding as at 30.09.2023</b>	<b>857,600</b>	<b>673,524</b>
Granted in the financial year	0	245,069
Expired in the financial year	21,000	0
Forfeited in the financial year	0	0
Exercised in the financial year	0	0
<b>Outstanding as at 30.09.2024</b>	<b>836,600</b>	<b>918,593</b>
Exercisable as at 30.09.2024	328,600	160,000

The following parameters were applied as at the measurement date:

<b>Parameter</b>	<b>Options for Management Board members (ESOP 2023/24-Dec): issued in FY 2023/24</b>
Measurement date	14 December 2023
Remaining term (in years)	6
Share price on the measurement date (€)	3.55
Exercise price (€)	3.69
Expected dividend yield (%)	0.0
Expected volatility of the BRAIN share (%)	69.40
Expected volatility of the HDAX 110 Index (%)	21.89
Expected volatility of NASDAQ Biotechnology Index (%)	25.71
Risk-free interest rate (%)	2.19
Model applied	Monte Carlo
Value cap per option (€)	n/a
Fair value per option (€)	1.86

As the company receives the consideration in the form of work and similar service, pursuant to IFRS 2 an amount of € 894 thousand (previous year: € 797 thousand) for these share-based payment schemes is recognized at BRAIN Biotech AG. Of this amount, € 340 thousand relates to Management Board members (previous year: € 242 thousand).

**Growth equity program at Biocatalysts Ltd.**

In the 2018/19 financial year, a share-based compensation scheme was established to incentivize and retain managers at Biocatalysts Ltd., which was acquired in the 2017/18 financial year, in which managers at local company level participate. In the 2018/19 financial year, the managers acquired 50,197 shares at a nominal price of GBP 0.1, in other words, at a total amount of GBP 5,020. The shares carry neither voting rights nor profit participation rights.

The program was settled in the previous financial year. In the financial year under review, corresponding personnel expenses of € 0 thousand (previous year: income of € 82 thousand) were expensed. The resulting liability of € 658 thousand (previous year: € 1,273 thousand) is recognized under other liabilities [24].

**“CoPerBo” Corporate Performance Bonus for employees of BRAIN Biotech AG**

In the 2015/16 financial year, a performance-based compensation scheme was set up for BRAIN Biotech AG employees. This scheme was continued in the financial year under review, and commits an annual bonus to BRAIN Biotech AG staff depending on their respective basic salary received in the financial year and certain development factors. The bonus level is significantly affected in this context by three development factors, each of which affect one third of the bonus payable. All employees of BRAIN Biotech AG with separate target agreements are not entitled to this program.

The first factor is the year-to-year percentage change in the BRAIN Biotech Group's revenue in the respective financial year. The second factor is the change in BRAIN Biotech Group's adjusted EBITDA. A change in these factors of one million is defined as 10 %. The third factor is the change in the weighted average share price over the financial year. The bonus payments for the financial year elapsed are always scheduled to occur in the January of the subsequent year, as the audited segment information is available on that date. The payout range is fixed at between 0 and 30 % of the basic salary paid to an employee. Only ten percentage points may result from each factor.

The information from these financial statements was utilized to calculate the level of the obligation. The provision's effect on adjusted EBITDA was taken into consideration through applying an iterative calculation.

The periodic expense from this program amounted to € 0 thousand for the 2023/24 financial year. A liability of € 0 thousand was formed as at 30 September 2024. An obligation of € 0 thousand arose for the 2022/23 financial year.

### Pension commitments

The effects from measuring defined benefit pension commitments for two former Management Board members, which are included in the statement of comprehensive income, consist of the following:

€ thousand	2023/24	2022/23
Service cost	0	0
Interest cost from the DBO/pension obligation	124	116
Return on plan assets	-87	-74
<b>Expenses recognized in the operating result</b>	<b>38</b>	<b>42</b>
Remeasurement effects	207	-24
<b>Net effect: other comprehensive income</b>	<b>207</b>	<b>-24</b>
<b>Total expenses</b>	<b>245</b>	<b>18</b>

The benefit entitlements of two former Management Board members consist of a retirement pension from the age of 65 as well as surviving dependents' and invalidity benefits, which are paid out through an occupational pension plan (defined benefit plans).

The defined benefit obligation (DBO) reports the following changes:

€ thousand	2023/24	2022/23
<b>Value on 1 October</b>	<b>3,070</b>	<b>3,179</b>
Interest cost	124	116
Service cost	0	0
Remeasurement due to changes to demographic assumptions	0	0
Actuarial gains (-) and losses (+) from changes in financial assumptions	360	-219
Remeasurement due to experience-based adjustments	-3	-6
<b>Value on 30 September</b>	<b>3,551</b>	<b>3,070</b>

The actuarial gains arise mainly from the adjustment of the actuarial interest rate.

The obligation was covered by reinsurance. Plan assets report the following changes:

€ thousand	2023/24	2022/23
<b>Value on 1 October</b>	<b>2,142</b>	<b>2,026</b>
Return on plan assets	87	74
Contributions paid	243	243
Remeasurement effects	149	-201
<b>Value on 30 September</b>	<b>2,621</b>	<b>2,142</b>

The plan assets arise exclusively from claims from reinsurance in the form of life insurance policies. To this extent, the fair value cannot be derived from a price in an active market and for this reason is also calculated actuarially.

After offsetting the obligation with the assigned plan assets, the amounts recognized on the balance sheet are as follows:

€ thousand	2023/24	2022/23
Defined benefit obligation	3,551	3,070
Plan assets	-2,621	-2,142
<b>Provision for pension schemes</b>	<b>930</b>	<b>928</b>

€ thousand	2023/24	2022/23
<b>Value on 1 October</b>	<b>928</b>	<b>1,153</b>
Net interest costs	38	42
Service cost	0	0
Contributions paid	-243	-243
Remeasurement effects	207	-24
<b>Value on 30 September</b>	<b>930</b>	<b>928</b>

In relation to pension obligations hedged through corresponding reinsurance, the "Richttafeln 2018G, Heubeck-Richttafeln GmbH, Köln 2018" mortality tables were utilized to measure the pension obligation as at 30 September 2024.

When measuring the pension obligation, an actuarial interest rate of 3.40 % (previous year: 4.05 %) and a pension trend of 1.00 % (previous year: 1.00 %) was applied. The cashflow-weighted duration of the payment obligation scope amounts to 17.4 years (previous year: 17.7 years).

The significant valuation assumptions show the following sensitivities with regard to changes in the defined benefit obligation:

€ thousand	30.09.2024	30.09.2023
Change in interest rates -0.25 %	154	134
Change in interest rates +0.25 %	-145	-126
Increase in pension trend p.a. +0.25 %	126	104
Life expectancy - 1 year	-91	-73
Life expectancy + 1 year	89	71

The expected contributions to plan assets in the 2024/25 financial year amount to approximately € 243 thousand. No pension payments are expected for the 2024/25 financial year.

These include € 521 thousand (previous year: € 438 thousand) of expenses for pensions (occupational pension scheme, life insurance and pension insurance association contributions).

The employer contributions to the statutory pension insurance scheme amounted to € 1,557 thousand in the financial year under review (prior year: € 1,417 thousand).



Post-employment benefit costs of approximately € 535 thousand and employer contributions to the statutory pension insurance scheme (defined contribution benefit pension plan) of approximately € 1,612 thousand are expected in the 2024/25 financial year.

## 6 DEPRECIATION, AMORTIZATION AND IMPAIRMENT

Depreciation, amortization, and impairment charges are presented in the statements of changes in intangible assets and property, plant and equipment in the notes to the balance sheet.

## 7 OTHER EXPENSES

Other expenses consist of the following:

€ thousand	2023/24	2022/23
Advertising and travel expenses	1,042	1,168
Occupancy costs	1,261	1,341
Distribution, sales, and logistics expenses	1,453	1,639
Legal and consulting expenses	1,433	1,496
Repair and maintenance expenses	634	591
Office and business supplies	472	462
Costs of financial statements and auditing	478	543
Insurance	568	534
Services	677	447
Supervisory Board compensation	429	345
Currency translation expenses	148	292
Other levies and license fees	532	370
Training costs	207	175
Miscellaneous other expenses	1,242	1,206
<b>Other expenses, total</b>	<b>10,576</b>	<b>10,609</b>

## 8 FINANCE INCOME

Finance income consists of the following:

€ thousand	2023/24	2022/23
Income from dilution of interests held in equity-accounted investments	0	541
Income from the (subsequent) measurement of financial derivatives	139	219
Income from subsequent measurement of financial liabilities	204	0
Miscellaneous finance income	52	29
<b>Finance income, total</b>	<b>395</b>	<b>789</b>

Income from the subsequent measurement of financial liabilities derives mainly from the change in measurement of put option rights relating to non-controlling interests of the Breatec Group in an amount of € 204 thousand (previous year: € 0 thousand).

## 9 FINANCE COSTS

Finance costs consist of the following:

€ thousand	2023/24	2022/23
Interest cost for loans	915	437
Interest cost for silent partnerships	377	259
Interest cost for leases	333	162
Interest cost for convertible bond	314	0
Amortization effect from the effective interest method for the Royalty Pharma liability	85	0
Expenses from the subsequent measurement of financial liabilities for the potential acquisition of non-controlling interests (put options)	0	365
Miscellaneous finance costs	11	84
<b>Finance costs, total</b>	<b>2,035</b>	<b>1,307</b>

The expense from the subsequent measurement of financial liabilities derives mainly from the change in measurement and exercise of put option rights relating to non-controlling interests of Biocatalysts Ltd. in an amount of € 0 thousand (previous year: € 235 thousand) and of the Breatec Group in an amount of € 0 thousand (previous year: € 130 thousand).

## 10 CURRENT AND DEFERRED TAXES

Deferred taxes are measured using the tax rates expected to apply in the period when the asset is realized, or the liability is settled. For all German entities included in the Group, this is 15.825 % for corporate income tax, including the solidarity surcharge (previous year: 15.825 %). The trade tax rate for domestic Group companies and the combined tax rate are shown below:

Trade tax rate	2023/24	2022/23
BRAIN Biotech AG	13.30 %	13.30 %
AnalytiCon Discovery GmbH	.*	15.93 %
WeissBioTech GmbH	14.53 %	14.53 %

Combined tax rate	2023/24	2022/23
BRAIN Biotech AG	29.13 %	29.13 %
AnalytiCon Discovery GmbH	.*	31.75 %
AnalytiCon Discovery LLC	23.90 %	21.00 %
BRAIN US LLC	23.90 %	21.00 %
Biocatalysts Ltd.	25.00 %	25.00 %
Biocatalysts Inc.	21.00 %	21.00 %
Biosun Biochemicals Inc.	21.00 %	21.00 %
Weriol Group BV	25.80 %	25.80 %
Breatec BV	25.80 %	25.80 %
WeissBioTech GmbH	30.28 %	30.35 %

\* In the financial year under review, AnalytiCon Discovery GmbH was merged with BRAIN Biotech AG, Zwingenberg, with tax effect from 1 October 2023

Of the income tax assets of € 214 thousand (previous year: € 56 thousand), € 214 thousand (previous year: € 39 thousand) relate to corporation tax and the solidarity surcharge, and € 0 thousand (previous year: € 17 thousand) relate to trade tax. Of the income tax liabilities of € 24 thousand (previous year: € 44 thousand), € 0 thousand (previous year: € 35 thousand) relate to corporation tax and the solidarity surcharge, and € 24 thousand (previous year: € 9 thousand) relate to trade tax.

Deferred tax assets and liabilities and their changes in the financial year are as follows:

€ thousand	30.09.2024		30.09.2023	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Intangible assets	0	1,685	0	1,791
Tax loss carryforwards/ carrybacks	197	0	315	0
Property, plant and equipment	61	2,501	58	2,390
Trade receivables	2	2	2	3
Pension liabilities	23	0	12	0
Financial liabilities	30	22	20	0
Provisions and liabilities	21	4	14	7
<b>Total</b>	<b>333</b>	<b>4,214</b>	<b>422</b>	<b>4,190</b>
<b>Offset</b>	<b>-333</b>	<b>-333</b>	<b>-422</b>	<b>-422</b>
<b>Total</b>	<b>0</b>	<b>3,881</b>	<b>0</b>	<b>3,768</b>

€ thousand		2023/24
<b>Net deferred tax liabilities at start of financial year (1 October 2023)</b>		<b>3,768</b>
Additions to deferred tax assets/liabilities due to changes in the scope of consolidation	0	0
Change in deferred taxes due to exchange rate differences	98	98
Change in temporary differences between carrying amounts of assets and liabilities on the IFRS balance sheet and their tax base (recognized in profit or loss)	-123	
Deferred tax expense from the reversal of deferred tax assets from tax loss carryforwards	138	
Deferred tax expense reported in the statement of comprehensive income	15	15
<b>Net deferred tax liabilities at end of financial year (30 September 2024)</b>		<b>3,881</b>

The differences between the expected income tax income based on the IFRS loss before taxes for the period and combined tax rate of BRAIN Biotech AG of 29.125 % (previous year: 29.125 %) and the income tax expense reported in the consolidated statement of comprehensive income are shown in the following table:

€ thousand	2023/24	2022/23
<b>Consolidated net profit/loss for the period before taxes</b>	<b>-10,990</b>	<b>-7,489</b>
Expected tax income	-3,201	-2,181
Different tax rates applicable to consolidated subsidiaries	-27	-129
Effects of changes in tax rates	109	86
Permanent differences from consolidation adjustments	131	746
Permanent differences from subsequent measurement of financial assets and liabilities	-65	106
Permanent differences from equity-settled share-based compensation	260	232
Tax-free income / non-deductible expenses	48	-62
Utilization of tax loss carryforwards from previous periods	0	-3
Non-capitalized tax loss carryforwards	3,028	1,774
Out-of-period taxes and other differences	-173	37
<b>Reported current or deferred income tax income (-)/ expense (+)</b>	<b>110</b>	<b>625</b>

The following table shows the maturity of the deferred taxes recognized at the end of the reporting period. Deferred taxes are classified as current if the entity expects to realize the asset or settle the liability within twelve months after the reporting period.

€ thousand	2023/24	2022/23
Current deferred tax assets	212	328
Non-current deferred tax assets	121	94
Current deferred tax liabilities	379	679
Non-current deferred tax liabilities	3,836	3,511
Net current deferred tax	-166	-351
Net non-current deferred tax	-3,714	-3,417

Based on the detailed planning horizon of three financial years modelled in the consolidated entities' tax projections, no deferred tax assets were recognized for tax loss carryforwards with an (in principle) unlimited carryforward period resulting from financial year 2023/24 and prior financial years amounting to € 93,843 thousand (corporation tax; previous year: € 84,299 thousand) and € 92,450 thousand (trade tax; previous year: € 82,696 thousand). The potential tax benefits that have consequently not been recognized amount to € 27,280 thousand (prior year: € 24,503 thousand).

No deferred taxes arose from a difference between tax valuations of participating interests and the net assets of subsidiaries included in the consolidated financial statements.

## 11 EARNINGS PER SHARE

Earnings per share attributable to the shareholders of BRAIN Biotech AG were calculated based on the loss for the period of € -11,126,649 as reported in the consolidated income statement (previous year: € -8,279,463).

Earnings per share are calculated by dividing the loss accruing to the shareholders of BRAIN Biotech AG for the period by the average number of shares of BRAIN Biotech AG issued in the financial year. The average number of shares in financial year 2023/24 amounted to 21,847,495 no-par value shares (previous year: 21,847,495 no-par value shares).

No dilutive effects arise at present.

## VI. Notes to the consolidated balance sheet

### 12 INTANGIBLE ASSETS

The following table shows the composition and changes:

€ thousand	Goodwill	Other intangible assets	Total intangible assets
<b>FY 2023/24</b>	<b>6,666</b>	<b>17,890</b>	<b>24,556</b>
Cost at 1 October 2023			
Additions	0	180	180
Disposals	0	0	0
Currency translation	140	265	405
<b>at 30 September 2024</b>	<b>6,806</b>	<b>18,335</b>	<b>25,141</b>
Amortization and impairment at 1 October 2023	0	9,341	9,341
Amortization for the financial year	0	1,452	1,452
Disposals	0	0	0
Currency translation	0	162	162
<b>at 30 September 2024</b>	<b>0</b>	<b>10,955</b>	<b>10,955</b>
<b>Net carrying amount at 30 September 2024</b>	<b>6,806</b>	<b>7,379</b>	<b>14,185</b>
at 30 September 2023	6,666	8,549	15,215

€ thousand	Goodwill	Other intangible assets	Total intangible assets
<b>FY 2022/23</b>	<b>6,606</b>	<b>20,448</b>	<b>27,054</b>
Cost at 1 October 2022			
Additions	0	19	19
Disposals	0	-2,612	-2,612
Currency translation	60	34	94
<b>at 30 September 2023</b>	<b>6,666</b>	<b>17,890</b>	<b>24,556</b>
Amortization and impairment at 1 October 2022	0	10,289	10,289
Amortization for the financial year	0	1,602	1,602
Disposals	0	-2,597	-2,597
Currency translation	0	47	47
<b>at 30 September 2023</b>	<b>0</b>	<b>9,341</b>	<b>9,341</b>
<b>Net carrying amount at 30 September 2023</b>	<b>6,666</b>	<b>8,549</b>	<b>15,215</b>
at 30 September 2022	6,606	10,158	16,765

The goodwill reported as at 30 September 2024 arises from the acquisition of AnalytiCon Group (AnalytiCon Discovery GmbH, AnalytiCon Discovery LLC) in the 2013/14 financial year, the acquisition of Biocatalysts Group (Biocatalysts Ltd., Biocatalysts Inc.) in the 2017/18 financial year, and the acquisition of Breatec Group (Weriol Group BV, Breatec BV and Panei BV) in the 2021/22 financial year.

### Impairment tests

Goodwill existed at the following cash-generating units (CGUs) as at the reporting date:

Cash-generating unit	30.09.2024		30.09.2023	
	Goodwill € thousand	Pre-tax cost of capital (WACC) <sup>3</sup>	Goodwill € thousand	Pre-tax cost of capital (WACC) <sup>3</sup>
Biocatalysts	4,147	9.28 %	4,008	10.25 %
Breatec	1,960	8.40 %	1,960	9.24 %
Natural Products Chemistry	699	18.85 %	699	16.37 %

<sup>3</sup> Weighted average total cost of capital rate before tax

The "Biocatalysts" CGU consists of the goodwill from the acquisition of Biocatalysts Ltd., including its subsidiary Biocatalysts Inc., and is attributable to the BioProducts segment.

The "Breatec" CGU comprises the goodwill from the acquisition of Weriol Group BV, including its subsidiary Breatec BV, and is attributable to the BioProducts segment.

The "Natural Products Chemistry" CGU consists of the goodwill from the acquisition of AnalytiCon Discovery GmbH and its subsidiary AnalytiCon Discovery LLC, and is attributable to the BioScience segment.

### **Biocatalysts**

For the Biocatalysts unit, an IAS 36 impairment test was performed again as at 30 September 2024. Planning is based on significant revenue growth and successive margin improvements. Continued strong growth is to be achieved by further expanding business relationships with both existing and new customers. Furthermore, an even stronger focus on customer-specific enzymes and proprietary product developments is planned, which should contribute to a further improvement in revenue as well as to a margin improvement. Net cash flows beyond the detailed planning phase were modelled on a terminal growth rate that reflects growth rates derived from current market information (financial year under review: 1.00 %, previous year: 1.00 %). A value-in-use applying discounted cash flows was calculated based on five-year planning. No impairment was determined in the impairment test on 30 September 2024.

An increase in the weighted average cost of capital by 1.0 percentage points or a reduction in the EBITDA margin in the perpetual return by 2.0 percentage points would also have led to no impairment.

The Management Board assumes that the calculated sensitivities suitably and sufficiently reflect the potential deviations from plan in each case.

### **Breatec**

For the Breatec unit, an IAS 36 impairment test was performed again as at 30 September 2024. Planning is based on significant revenue growth and successive margin improvements. Continued strong growth is to be achieved by further expanding business relationships with both existing and new customers. Furthermore, an even stronger focus on customer-specific enzymes is planned, which should contribute to a further improvement in revenue as well as to a margin improvement. Net cash flows beyond the detailed planning phase were modelled on a terminal growth rate that reflects growth rates derived from current market information (financial year under review: 1.00 %, previous year: 1.00 %). A value-in-use applying discounted cash flows was calculated based on five-year planning. No impairment was determined in the impairment test on 30 September 2024.

An increase in the weighted average cost of capital by 1.0 percentage points or a reduction in the EBITDA margin in the perpetual return by 2.0 percentage points would also have led to no impairment.

The Management Board assumes that the calculated sensitivities suitably and sufficiently reflect the potential deviations from plan in each case.

### **Natural Products Chemistry**

For the Natural Products Chemistry unit, an IAS 36 impairment test was performed again as at 30 September 2024. Planning is based on constant revenue growth and successive margin improvements. The expected trend in revenue and earnings is mainly driven by the growth potential in the area of projects/services (including the project of AnalytiCon Discovery with Pharvaris N.V. regarding the novel oral bradykinin B2 receptor antagonist (PHA121)) as well as the resultant positive effects on the personnel expense ratio. Net cash flows beyond the detailed planning phase were modelled on a terminal growth rate that reflects growth rates derived from current market information (financial year under review: 1.00 %, previous year: 1.00 %). A value-in-use applying discounted cash flows was calculated based on five-year planning. No impairment was determined in the impairment test on 30 September 2024.



An increase in the weighted average cost of capital by 1.0 percentage points or a reduction in the EBITDA margin in the perpetual return by 2.0 percentage points would have also led to no impairment.

The Management Board assumes that the calculated sensitivities suitably and sufficiently reflect the potential deviations from plan in each case.

The other intangible assets that are material to the consolidated financial statements consist of the intangible assets identified as part of the purchase price allocation, as shown in the following table.

€ thousand	30.09.2024	30.09.2023	Remaining useful life <sup>4</sup> as at 30.09.2024
Technology of AnalytiCon Discovery GmbH	0	61	0
Technology of Biocatalysts Ltd.	2,211	2,532	6
Technology of Breatec Group	280	365	3
Customer relationships of Biocatalysts Group	2,053	2,429	5
Customer relationships of Biosun Biochemicals Inc.	849	1,020	7
Customer relationships of Breatec Group	1,410	1,633	6

<sup>4</sup> Remaining useful life in years

In accordance with the accounting policies presented above, no development costs were capitalized in the 2023/24 financial year or in the previous year, as it is not possible to distinguish research and development phases due to the alternating process, and consequently not all of the criteria specified in IAS 38 were met.

Research and development expenses of € 6,244 thousand (previous year: € 4,979 thousand) are reported in the statement of comprehensive income mainly under the items "personnel expenses," "cost of materials" and "other expenses," as well as in amortization charges.

### 13 PROPERTY, PLANT AND EQUIPMENT

Investments in property, plant and equipment in the 2023/24 financial year were attributable primarily to the technical expansion of research, development, and manufacturing infrastructure. The following table shows the composition and changes of property, plant and equipment:

€ thousand	Land and buildings	Right of use, land and buildings	Operating and office equipment	Right of use, operating and office equipment	Total property, plant and equipment
<b>FY 2023/24</b>	<b>10,423</b>	<b>7,488</b>	<b>21,549</b>	<b>5,912</b>	<b>45,372</b>
Cost at 1 October 2023					
Additions	84	86	1,490	307	1,968
Disposals	0	0	-171	-58	-229
Reclassifications	0	0	-1,050	1,050	0
Currency translation	150	0	557	109	815
<b>at 30 September 2024</b>	<b>10,657</b>	<b>7,573</b>	<b>22,375</b>	<b>7,320</b>	<b>47,925</b>
€ thousand	Land and buildings	Right of use, land and buildings	Operating and office equipment	Right of use, operating and office equipment	Total property, plant and equipment
Depreciation and impairment at 1 October 2023	3,385	2,807	9,271	1,189	16,651
Depreciation for the financial year	247	852	1,585	686	3,370
Disposals	0	0	-158	-58	-216
Currency translation	13	-2	248	6	265
<b>at 30 September 2024</b>	<b>3,645</b>	<b>3,656</b>	<b>10,946</b>	<b>1,823</b>	<b>20,070</b>
<b>Net carrying amount at 30 September 2024</b>	<b>7,012</b>	<b>3,917</b>	<b>11,429</b>	<b>5,497</b>	<b>27,855</b>
at 30 September 2023	7,038	4,681	12,278	4,723	28,720

€ thousand	Land and buildings	Right of use, land and buildings	Operating and office equipment	Right of use, operating and office equipment	Total property, plant and equipment
<b>FY 2022/23</b>	<b>10,327</b>	<b>7,570</b>	<b>22,676</b>	<b>2,356</b>	<b>42,930</b>
Cost at 1 October 2022					
Additions	33	92	1,982	866	2,972
Disposals	-1	-166	-480	-35	-683
Reclassifications	0	0	-2,709	2,709	0
Currency translation	64	-8	80	17	153
<b>at 30 September 2023</b>	<b>10,423</b>	<b>7,488</b>	<b>21,549</b>	<b>5,912</b>	<b>45,372</b>
€ thousand	Land and buildings	Right of use, land and buildings	Operating and office equipment	Right of use, operating and office equipment	Total property, plant and equipment
Depreciation and impairment at 1 October 2022	3,139	2,140	8,316	598	14,192
Depreciation for the financial year	240	841	1,334	638	3,053
Disposals	0	-166	-315	-35	-517
Currency translation	5	-7	-62	-10	-75
<b>at 30 September 2023</b>	<b>3,385</b>	<b>2,807</b>	<b>9,271</b>	<b>1,189</b>	<b>16,651</b>
<b>Net carrying amount at 30 September 2023</b>	<b>7,038</b>	<b>4,681</b>	<b>12,278</b>	<b>4,723</b>	<b>28,720</b>
at 30 September 2022	7,188	5,431	14,361	1,758	28,737

Land and buildings serve partly as collateral for bank loans. Not all of the land and buildings of BRAIN Biotech AG that are included in this item were assigned as collateral. More detail can be found in the section (21) Financial liabilities.

Information about lease liabilities is provided in section (21) Financial liabilities.

The following table presents the total cash outflows for leases.

€ thousand	2023/24	2022/23
<b>Cash outflows for leases</b>		
Repayments of lease liabilities	1,466	1,455
Interest payments for lease liabilities	333	162
<b>Total</b>	<b>1,799</b>	<b>1,617</b>

## 14 EQUITY-ACCOUNTED INVESTMENTS

### Enzymicals AG

The carrying amount of the interest in the associated company Enzymicals AG<sup>5</sup> reports the following changes:

€ thousand

<b>Carrying amount at 30.09.2022</b>	<b>0</b>
Share of profit or loss after taxes in 2022/23	75
Reversal of an impairment loss	8
Carrying amount at 30.09.2023	83
Share of profit or loss after taxes in 2023/24	4
Disposal: divestment	-87
<b>Carrying amount as at 30.09.2024</b>	<b>0</b>

<sup>5</sup> Financial year = calendar year; the difference arises from the historical difference between the financial year of BRAIN Biotech AG and the calendar year

In the 2023/24 financial year, the 24.10 % voting rights interest in Enzymicals AG was divested (in September 2024). As a consequence, the pro rata equity as at 30 September 2024 amounts to € 0 thousand (previous year: € 83 thousand).

The following tables show the aggregated results and balance sheet data of Enzymicals AG and the amounts of profit or loss for the period and equity attributable to BRAIN Biotech AG in line with its interest (24.10 %). The figures for Enzymicals AG were calculated based on the accounting principles of the German Commercial Code (HGB), as the Management Board is of the opinion that no material valuation differences exist in relation to IFRS.

€ thousand	2023/24	2022/23
Revenue	1,874	2,079
Total comprehensive income	16	312
Share of profit or loss after taxes	4	75

### SolasCure Ltd.

The carrying amount of the interest in the associated company SolasCure Ltd. reports the following changes:

€ thousand

<b>Carrying amount at 30.09.2022</b>	<b>1,938</b>
Share of profit or loss after taxes in 2022/23	-1,560
Reversal of elimination of unrealized results of intra-group transactions	46
Capital increase 22/02/2023	369
Gain from dilution of interest	541
Currency translation	39
<b>Carrying amount at 30.09.2023</b>	<b>1,373</b>

€ thousand

<b>Carrying amount at 30.09.2023</b>	<b>1.373</b>
Share of profit or loss after taxes in 2023/24	-442
Currency translation	39
<b>Carrying amount at 30.09.2024</b>	<b>971</b>

This participating interest is allocated to the BioScience segment. There were no unrecognized losses in the current financial year (previous year: € 0 thousand).

The following tables show the aggregated results and balance sheet data of SolasCure Ltd. and the amounts of profit or loss for the period and equity attributable to BRAIN Biotech AG in line with its 34.16 % interest (34.16 % on 30 September 2023). The disclosures reflect the financial statements of SolasCure Ltd. prepared in accordance with IFRS as adopted by the European Union.

€ thousand	2023/24	2022/23
Revenue	0	0
Total comprehensive income	-1,293	-7,486
Share of profit or loss after taxes	-442	-1,560

€ thousand	30.09.2024	30.09.2023
Non-current assets	4,190	4,049
Current assets	1,223	2,759
Non-current liabilities	0	0
Current liabilities	166	460
Equity	5,247	6,344
Interest in equity	1,792	2,167

In addition to the remaining elimination of unrealized results of intra-group transactions, the difference between the amount recognized for the participating interest and the proportionate equity attributable to BRAIN Biotech AG is attributable to goodwill of € 254 thousand.

## 15 INVENTORIES

Inventories consist of the following:

€ thousand	30.09.2024	30.09.2023
Finished goods	6,263	6,392
Raw materials, consumables and supplies	2,828	2,995
Work in progress	277	339
Prepayments on inventories	52	30
<b>Total</b>	<b>9,420</b>	<b>9,756</b>

Inventories included impairment losses on raw materials and supplies of € 88 thousand (prior year: € 54 thousand), and work in progress and finished goods of € 545 thousand (prior year: € 441 thousand).

## 16 TRADE RECEIVABLES

Trade receivables consist of the following:

€ thousand	30.09.2024	30.09.2023
Trade receivables	7,074	8,835
Receivables from research and development grant revenue	724	607
<b>Total</b>	<b>7,798</b>	<b>9,442</b>

The presented carrying amounts of receivables correspond to the fair values.

Trade receivables generally have a term of up to one year. Credit default rates in a range of between 0.5 % and 10 % were applied in order to calculate the total lifetime ECL. Total lifetime ECLs of € 95 thousand (previous year: € 52 thousand) were recognized on the portfolio as at the 30 September 2024 reporting date, which are recorded in a separate allowance account.

The following table shows the past due structure of trade receivables as at 30 September 2024.

€ thousand	Trade receiv-ables	of which: not overdue at balance sheet date	of which: overdue in the following reporting periods			Total lifetime ECL	Carrying amount	
			Up to 30 days	Between 30 and 60 days	Between 60 and 90 days			More than 90 days
30.09.2024	7,893	6,787	716	168	43	180	95	7,798

The following table shows the past due structure of trade receivables as at 30 September 2023..

€ thousand	Trade receiv-ables	of which: not overdue at balance sheet date	of which: overdue in the following reporting periods			Total lifetime ECL	Carrying amount	
			Up to 30 days	Between 30 and 60 days	Between 60 and 90 days			More than 90 days
30.09.2023	9,495	8,651	671	83	67	23	52	9,442

The following table shows the changes in impairment losses:

€ thousand	<b>2023/24</b>
Carrying amount at start of period	52
Net effect of addition and reversals	43
<b>Carrying amount at end of period</b>	<b>95</b>

€ thousand	<b>2022/23</b>
Carrying amount at start of period	74
Net effect of addition and reversals	-22
<b>Carrying amount at end of period</b>	<b>52</b>

The impairment rate amounted to 1.2 % in the 2023/24 financial year (previous year: 0.5 %).

Further information on impairments and the credit risks pertaining to trade receivables is provided in section VII. Financial instruments / risks from financial instruments.

## 17 OTHER FINANCIAL ASSETS

Other financial assets consist of the following:

€ thousand	<b>30.09.2024</b>	<b>30.09.2023</b>
Loans extended up to one year	123	123
Deposits with a term up to one year	58	55
Other	57	0
<b>Total</b>	<b>238</b>	<b>178</b>

## 18 OTHER NON-CURRENT AND CURRENT ASSETS

Other non-current assets consist of the following:

€ thousand	<b>30.09.2024</b>	<b>30.09.2023</b>
Expenses deferred for a period of more than one year	67	20
Loans extended	0	50
<b>Total</b>	<b>67</b>	<b>70</b>

Other current assets consist of the following:

€ thousand	30.09.2024	30.09.2023
Expenses relating to the following year	601	393
VAT receivables due from the tax authorities	106	213
Miscellaneous other current assets	111	86
<b>Total</b>	<b>818</b>	<b>691</b>

All current assets have a remaining term of up to one year. The portfolio of other assets was neither overdue nor impaired as at the reporting date. Default risk is regarded as low, as in the previous year.



## 19 CASH AND CASH EQUIVALENTS / STATEMENT OF CASH FLOWS

Cash and cash equivalents are held mainly at banks in Germany and in the UK.

In the statement of cash flows, other non-cash expenses and income include the following items:

€ thousand	2023/24	2022/23
<b>Expenses</b>		
Personnel expenses from share-based compensation and employee share schemes	894	797
Losses on receivables/change in value allowances for receivables	3	2
Net finance costs from subsequent measurement of financial liabilities	230	426
Write-down applied to inventories	21	0
Miscellaneous	87	8
<b>Total</b>	<b>1,235</b>	<b>1,233</b>
<b>Income</b>		
Reduction in value allowances for receivables	0	21
Net finance income from subsequent measurement of financial and other liabilities	203	0
Income from the reversal of impairments applied to equity-accounted investments	0	8
Income from dilution of interests held in equity-accounted investments	0	541
Income from the divestment of subsidiaries	4	0
Write-up applied to inventories	0	21
Other financial result, from (subsequent) measurement of financial derivatives	139	219
Miscellaneous	20	47
<b>Total</b>	<b>366</b>	<b>857</b>
<b>Net cash expenses/income</b>	<b>869</b>	<b>376</b>

## 20 EQUITY

Changes to the equity capital position are shown in the consolidated statement of changes in equity.

### Subscribed capital

The subscribed share capital amounts to € 21,847,495 (previous year: € 21,847,495) and is divided into 21,847,495 ordinary shares (previous year: 21,847,495), to each of which a proportional amount of the share capital of € 1.00 is attributable. The shares are fully paid-in registered shares. The shares are listed in the Prime Standard stock market segment of the Frankfurt Stock Exchange.

### Authorized capital

With an AGM resolution on 9 March 2022, authorized capital of € 4,369,499 was created (Authorized Capital 2022/I). Authorized Capital 2022/I was entered in the commercial register on 28 March 2022. The Management Board was authorized, with Supervisory Board assent, to increase the company's share capital in the period until 8 March 2027, once or on several occasions, albeit by a maximum nominal amount of € 4,369,499 through issuing up to 4,369,499 new ordinary registered shares against cash capital contributions and/or non-cash capital contributions, whereby shareholders' statutory subscription rights can be wholly or partly excluded. If the new shares are issued against cash capital contributions, shareholders' statutory subscription rights can be wholly or partially excluded if the new shares' issue price is not significantly less than the stock market price of the company's shares already listed on the date when the issue price is finally determined, and the total number of shares issued in this manner under exclusion of subscription rights does not exceed 10 % of the share capital.

Accordingly, authorized capital of € 4,369,499 was reported as at the 30 September 2024 reporting date.

### Conditional capital

Pursuant to Section 5 (3), (4), (5) and (6) of the company's bylaws, the share capital is conditionally increased by € 2,184,749 through the issue of up to 2,184,749 new ordinary registered shares (Conditional Capital 2023/I) and by a further € 63,000 through the issue of up to 63,000 new ordinary registered shares (Conditional Capital 2015/II), by issuing up to 1,233,600 new ordinary registered shares (Conditional Capital 2019/I) and by issuing up to 888,148 new ordinary registered shares (Conditional Capital 2023/II).

Conditional Capital 2023/I serves exclusively to grant shares to the holders of bonds with warrants and convertible bonds that the company issues based on the authorization of the Management Board by way of AGM resolution passed on 8 March 2023. The conditional capital increase is to be implemented through issuing up to 2,184,749 new ordinary registered shares only to the extent that the holders of convertible bonds and/or bonds with warrants utilize their conversion rights or warrant rights, or the holders of convertible bonds that are obligated to convert satisfy their obligation to convert, and to the extent that other forms of satisfaction are not deployed to service the bonds. In the 2023/24 financial year, a convertible bond with a nominal value of € 5.0 million was issued by way of a private placement, in partial utilization of Conditional Capital 2023/I. An increase in the share capital from Conditional Capital 2023/I had not been implemented as at the 30 September 2024 reporting date.

Conditional Capital 2015/II serves exclusively to service subscription rights arising from stock options that are granted – pursuant to the AGM resolution dated 8 July 2015 as part of a stock option plan comprising up to 63,000 stock options that carry subscription rights to shares of BRAIN Biotech AG with a term of up to eight years – to the members of the company's Management Board, members of affiliated companies' management boards, as well as managers and other company employees in senior positions. The conditional capital increase is to be implemented only to the extent that the holders of issued subscription rights utilize them, and the company does not grant treasury shares or cash settlement to satisfy these subscription rights. An increase in the share capital from Conditional Capital 2015/II had not been implemented as at the 30 September 2024 reporting date.

At the Annual General Meeting on 7 March 2019, Conditional Capital 2015/II was reduced from the original € 1,272,581 to € 123,000, as this capital was to remain exclusively for hedging stock options already issued. At the Annual General Meeting on 8 March 2023, the conditional capital was reduced by a further € 60,000 to € 63,000. The authorization to issue further

stock options from Conditional Capital 2015/II was revoked at the same Annual General Meeting and replaced by a new authorization (see following section).

By resolution of the Annual General Meeting on 7 March 2019, the share capital was conditionally increased by € 1,682,578 through the issue of up to 1,682,578 new no-par-value registered shares (Conditional Capital 2019/I). At the Annual General Meeting on 8 March 2023, Conditional Capital 2019/I was reduced by € 448,978 from the original € 1,682,578 to € 1,233,600. The conditional capital serves exclusively to service subscription rights from stock options granted to members of the company's Management Board and other senior company managers. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The conditional capital increase is to be implemented only to the extent that the holders of issued subscription rights utilize them, and the company does not grant treasury shares or cash settlement to satisfy these subscription rights. An increase in the share capital from Conditional Capital 2019/I had not been implemented as at the 30 September 2024 reporting date.

Conditional Capital 2023/II serves exclusively to service subscription rights arising from stock options that are granted – pursuant to the AGM resolution dated 8 March 2023 as part of a stock option plan comprising up to 888,148 stock options that carry subscription rights to shares of BRAIN Biotech AG with a term of up to six years – to the members of the company's Management Board and other company employees in senior positions. The conditional capital increase is to be implemented only to the extent that the holders of issued subscription rights utilize them, and the company does not grant treasury shares or cash settlement to satisfy these subscription rights. An increase in the share capital from Conditional Capital 2023/II had not been implemented as at the 30 September 2024 reporting date.

### **Stock options**

An AGM resolution dated 8 March 2023 authorized the Management Board, with Supervisory Board approval, to issue as part of a stock option plan until 7 March 2028 up to 888,148 stock options with subscription rights to shares of BRAIN Biotech AG with a term of up to six years, with the condition that each stock option grant the right to subscribe for one share, and according to further provisions. As far as issuing shares to members of the Management Board of BRAIN Biotech AG is concerned, this authorization is valid for the Supervisory Board alone. The AGM conditionally increased the share capital by € 888,148 to hedge and service the stock options (Conditional Capital 2023/II).

### **Capital reserves**

The capital reserves contain the share premium from the issuance of shares, net of transaction costs after taxes, as well as the expenses from granting stock options. For more information about share-based compensation, please refer to the remarks in Section "Share-based payment and other long-term employee benefits". Capital reserves as per German commercial law are published in the separate financial statements for BRAIN Biotech AG prepared according to German Commercial Code (HGB) accounting policies.

The € 600 thousand allocation to the capital reserves relates to the € 609 thousand equity component of the € 5.0 million convertible loan less € 9 thousand in transaction costs. See note (22) Convertible bonds.

## Other reserves

Currency translation differences are recognized in other reserves.

## Retained earnings

Retained earnings in the 2023/24 financial year reduced mainly to reflect profit or loss attributable to shareholders of BRAIN Biotech AG.

The following table shows the non-controlling interests during the 2023/24 financial year:

€ thousand	Interest in net assets not held by BRAIN Biotech AG as of 30 September 2024	Addition of non-controlling interests in net assets as part of acquisition of fully consolidated Group companies	Attributable share of total comprehensive income	Increase/decrease in interest in net assets not held by BRAIN Biotech AG	Carrying amounts of the interests as at 30.09.2024
Breatec BV	38.00 %	0	26	0	1,269
<b>Total</b>		<b>0</b>	<b>26</b>	<b>0</b>	<b>1,269</b>

The previous year's non-controlling interests are shown in the following table:

€ thousand	Interest in net assets not held by BRAIN Biotech AG as of 30 September 2024	Addition of non-controlling interests in net assets as part of acquisition of fully consolidated Group companies	Attributable share of total comprehensive income	Increase/decrease in interest in net assets not held by BRAIN Biotech AG	Carrying amounts of the interests as at 30.09.2023
Biocatalysts Ltd. <sup>6</sup>	0 %	0	169	-3,576	0
BRAIN UK Ltd.	0 %	0	-2	(-)53	0
Breatec BV	38.00 %	0	-11	0	1,243
<b>Total</b>		<b>0</b>	<b>156</b>	<b>-3,523</b>	<b>1,243</b>

<sup>6</sup> Including the subsidiary Biocatalysts Inc. and taking into consideration the amortization of disclosed hidden reserves

The changes in the non-controlling interests are as follows:

**Bretec Group**

€ thousand	30.09.2024	30.09.2023
Value at start of financial year	1,243	1,254
Attributable share of profit or loss for the period	26	-11
Attributable share of other comprehensive income (currency differences)	0	0
<b>Value at end of financial year</b>	<b>1,269</b>	<b>1,243</b>

The following section presents summarized financial information for subsidiaries with non-controlling interests of significance to the Group.

**Summarized balance sheet data**

**Bretec Group**

€ thousand	30.09.2024	30.09.2023
Non-current assets	4,109	4,381
<i>of which proportionate goodwill from the acquisition by BRAIN</i>	<i>1,960</i>	<i>1,960</i>
<i>of which hidden reserves less deferred tax from the acquisition by BRAIN</i>	<i>1,255</i>	<i>1,482</i>
Current assets	4,285	3,626
Non-current liabilities	587	761
Current liabilities	2,506	2,016
<b>Net assets</b>	<b>5,301</b>	<b>5,230</b>

**Summarized statement of comprehensive income**

**Bretec Group**

€ thousand	2023/24	2022/23
Revenue	11,586	10,139
Result before taxes	62	-77
Result after taxes	70	-30
<i>of which the result from the amortization of hidden reserves less deferred tax from the acquisition by BRAIN</i>	<i>-228</i>	<i>-228</i>
Total comprehensive income	70	-30
Result attributable to non-controlling interests	26	-11
Dividends paid to non-controlling interests	0	0

**Summarized statement of cash flows**

**Bretec Group**

€ thousand	2023/24	2022/23
Gross cash flow	682	515
Cash flow from operating activities	1,350	330
Cash flow from investing activities	-105	-60
Cash flow from financing activities	-412	-141

Apart from legal restrictions, no restrictions exist on the ability of BRAIN Biotech AG to access or utilize these subsidiaries' assets, or to fulfil these subsidiaries' liabilities.

## 21 FINANCIAL LIABILITIES

The financial liabilities consist of the following:

€ thousand	30.09.2024	30.09.2023
Loans	13,634	13,316
Liabilities from put option rights for the potential acquisition of non-controlling interests	3,235	3,458
Contributions by silent partners	8,000	3,961
Lease liabilities	8,188	8,184
Derivatives	0	82
Other	6	6
<b>Total</b>	<b>33,063</b>	<b>29,006</b>

In the financial year under review, 60 % of a contribution from Hessen Kapital I GmbH was repaid as planned on 30 June 2024. As a consequence, the original contribution of € 1,500 thousand was repaid in full.

The following contributions from silent partners existed as at the 30 September 2024 balance sheet date:

- Hessen Kapital II GmbH, Wiesbaden, in the amount of € 3,000 thousand (previous year: € 3,000 thousand)
- Hessen Kapital I GmbH (a), Wiesbaden, in the amount of € 2,000 thousand (previous year: € 0 thousand)
- Hessen Kapital I GmbH (b), Wiesbaden, in the amount of € 1,500 thousand (previous year: € 0 thousand)
- MBG H Mittelständische Beteiligungsgesellschaft Hessen mbH, Wiesbaden, in the amount of € 1,500 thousand (previous year: € 0 thousand)

Of the contribution by Hessen Kapital II GmbH, 20 % is repayable on 31 March 2026, a further 20 % on 31 March 2027 and 60 % on 31 March 2028. The company pays fixed remuneration equivalent to nominal 6.0 % p. a. (previous year: 6.0 %) on the contribution of Hessen Kapital II GmbH and a profit participation equivalent to the ratio between the nominal level of the silent partnership and the nominal level of the equity of BRAIN Biotech AG, albeit to a maximum of 1.5 % of the contribution and not more than 50 % of the profit for the year. Interest liabilities amounted to € 0 thousand as at 30 September 2024 (previous year: € 61 thousand).

Of the contribution by Hessen Kapital I GmbH (a), 30 % is repayable on 30 September 2032, a further 35 % on 30 September 2033 and 35 % on 30 September 2034. The company pays fixed remuneration equivalent to nominal 8.0 % p. a. on the contribution of Hessen Kapital I GmbH (a) and a profit participation equivalent to the ratio between the nominal level of the silent partnership and the nominal level of the equity of BRAIN Biotech AG, albeit to a maximum of 1.5 % of the contribution and not more than 50 % of the profit for the year. No interest liabilities existed as at 30 September 2024.

Of the contribution by Hessen Kapital I GmbH (b), 30 % is repayable on 30 September 2030, a further 35 % on 30 September 2031 and 35 % on 30 September 2032. The company pays fixed remuneration equivalent to nominal 8.0 % p. a. on the contribution of Hessen Kapital I GmbH (b) and a profit participation equivalent to the ratio between the nominal level of the silent partnership and the nominal level of the equity of BRAIN Biotech AG, albeit to a maximum of 1.5 % of the contribution and not more than 50 % of the profit for the year. No interest liabilities existed as at 30 September 2024.

Of the contribution by MBG H Mittelständische Beteiligungsgesellschaft Hessen mbH, 30 % is repayable on 30 September 2030, a further 35 % on 30 September 2031 and 35 % on 30 September 2032. In relation to the contribution of MBG H, the company pays a fixed fee of nominally 6.5 % p.a., an annual guarantee commission of 1.5 % p.a. of the respective contribution, and a profit share in the amount of the ratio of the nominal amount of the silent participation to the nominal amount of the equity of BRAIN Biotech AG, albeit no more than 1.5 % of the contribution and no more than 50 % of the annual profit. No interest liabilities existed as at 30 September 2024.

BRAIN Biotech AG is entitled to call the aforementioned contributions before the agreed dates. However, due to the negative consequences this would have for the company (prepayment penalties), effectively this option has no economic value for the company. The silent partnerships do not participate in any losses. No obligation exists to provide additional funding.

Land charges exist with compulsory enforcement clauses on land owned by BRAIN Biotech AG with a notional value of € 2.5 million (previous year: € 2.5 million). All land charges serve to secure bank borrowings, which amounted to € 1,071 thousand at the end of the reporting period (previous year: € 1,661 thousand). The land charges rank behind an unassigned land charge in favor of the owner amounting to € 0.5 thousand (previous year: € 0.5 thousand).

At the Biocatalysts Ltd. subsidiary, € 2,699 thousand (previous year: € 2,753 thousand) of financial liabilities are secured by € 3,711 thousand (previous year: € 3,585 thousand) of land charges on operating property.

Other than standard retention of title from individual contracts, no other liabilities are secured by liens or similar rights. The carrying amount of the collateral furnished at the end of the reporting period stood at € 5,104 thousand (€ 5,212 thousand as of 30 September 2023).

The nominal interest rate on fixed-interest loans lies between 1.15 % (previous year: 1.15 %) and 8.00 % (previous year: 8.12 %) p.a. Some of the Group's liabilities are subject to variable interest rates depending on the Bank of England's base rate.

The following table shows the undiscounted nominal amounts due at the financial liabilities' terms:

30.09.2024 € thousand	Remaining term up to 1 year	Remaining term 1 – 5 years	Remaining term more than 5 years
Contributions by silent partners	0	3,000	5,000
Liabilities from put option rights for the acquisition of non-controlling interests	3,235	0	0
Leasing	1,572	5,547	1,069
Financial derivatives	0	0	0
Loans	7,079	5,707	848
Other	0	6	0
	<b>11,887</b>	<b>14,260</b>	<b>6,917</b>

30.09.2023 € thousand	Remaining term up to 1 year	Remaining term 1 – 5 years	Remaining term more than 5 years
Contributions by silent partners	961	3,000	0
Liabilities from put option rights for the acquisition of non-controlling interests	0	3,608	0
Leasing	1,441	4,897	1,845
Financial derivatives	82	0	0
Loans	2,257	9,970	1,088
Other	0	6	0
	<b>4,741</b>	<b>21,481</b>	<b>2,933</b>



The contractually agreed due dates for principal and interest payments and for profit-related payments are shown in the following overview:

30.09.2024 in € thousand	24/25	25/26	26/27	27/28	28/29	29/30	30/31	31/32	32/33	33/34	34/35ff
Principal repayments	11,887	3,752	4,776	4,180	1,552	1,644	1,463	1,699	752	756	603
Interest payments	1,516	1,179	947	649	511	458	369	285	157	98	104
Profit-related payments	120	116	107	89	75	75	62	46	21	11	0
Total excluding profit-related payments	13,402	4,931	5,723	4,829	2,063	2,102	1,832	1,983	909	853	707
Total including profit-related payments	13,522	5,047	5,830	4,917	2,138	2,177	1,894	2,029	930	864	707

30.09.2023 in € thousand	23/24	24/25	25/26	26/27	27/28	28/29	29/30	30/31	31/32	32/33	33/34ff
Principal repayments	4,741	10,431	3,164	4,171	3,715	1,331	530	322	47	50	653
Interest payments	1,254	1,027	835	712	381	102	64	53	47	44	141
Profit-related payments	89	75	60	45	0	0	0	0	0	0	0
Total excluding profit-related payments	5,995	11,458	4,000	4,883	4,096	1,433	594	375	94	94	794
Total including profit-related payments	6,084	11,533	4,060	4,928	4,096	1,433	594	375	94	94	794

The following table shows the change in financial liabilities analyzed by cash and non-cash changes:

€ thousand	Loans	Liabilities for the potential acquisition of non-controlling interests	Contributions by silent partners	Derivatives	Lease liabilities	Other	Total
<b>Amount at 30 September 2023</b>	<b>13,316</b>	<b>3,458</b>	<b>3,961</b>	<b>81</b>	<b>8,184</b>	<b>6</b>	<b>29,006</b>
Cash inflow/outflow from financing activities	43	0	4,039	0	-376	0	<b>3,706</b>
Subsequent measurement	54	-223	0	-81	0	0	<b>-249</b>
Currency translation	222	0	0	0	91	0	<b>312</b>
Additions to leases	0	0	0	0	289	0	<b>289</b>
<b>Amount at 30 September 2024</b>	<b>13,635</b>	<b>3,235</b>	<b>8,000</b>	<b>0</b>	<b>8,188</b>	<b>6</b>	<b>33,064</b>

€ thousand	Loans	Liabilities for the potential acquisition of non-controlling interests	Contributions by silent partners	Derivatives	Lease liabilities	Other	Total
<b>Amount at 30 September 2022</b>	<b>4,053</b>	<b>8,431</b>	<b>4,200</b>	<b>297</b>	<b>6,685</b>	<b>206</b>	<b>23,872</b>
Cash inflow/outflow from financing activities	9,204	-5,355	-300	0	1,142	-200	<b>4,491</b>
Subsequent measurement	0	365	0	-219	0	0	<b>146</b>
Change in the scope of consolidation	0	0	0	0	0	0	<b>0</b>
Currency translation	59	17	0	3	16	0	<b>95</b>
Interest added	0	0	61	0	0	0	<b>61</b>
Additions to leases	0	0	0	0	341	0	<b>341</b>
<b>Amount at 30 September 2023</b>	<b>13,316</b>	<b>3,458</b>	<b>3,961</b>	<b>81</b>	<b>8,184</b>	<b>6</b>	<b>29,006</b>

## 22 CONVERTIBLE BONDS

Convertible bonds in the amount of € 5.0 million were placed with MP Beteiligungs-GmbH on 5 March 2024 by way of a private placement. The maturity date is 5 September 2026 and the conversion price is € 5.04.

The equity component (€ 609 thousand) was calculated by comparing the contractual interest rate (6.515 %) with the standard market interest rate for the company (12.70 %).

€ thousand	2023/24	2022/23
Addition of convertible bond	5,000	-
Equity component	-609	-
Transaction costs	-66	-
<b>Net carrying amount of convertible bond</b>	<b>4,325</b>	<b>-</b>

The changes are as follows:

€ thousand	2023/24	2022/23
<b>Carrying amount on 1 October</b>	<b>-</b>	<b>-</b>
Addition of net carrying amount of convertible bond	4,325	-
Repayment	-163	-
Interest cost	314	-
<b>Carrying amount 30 September</b>	<b>4,476</b>	<b>-</b>
of which current	326	-

## 23 FINANCIAL LIABILITY FOR FUTURE PAYMENTS TO ROYALTY PHARMA

The agreement concerning the sale of future royalties from the license agreement with Pharvaris N.V. to Royalty Pharma came into force on 20 September 2024.

In accordance with this agreement, Royalty Pharma made a non-refundable pre-payment of € 18.41 million to BRAIN Biotech AG upon signing of the agreement. In addition, potential future payments from Royalty Pharma to BRAIN Biotech AG of up to € 110.47 million were agreed, which are to be paid depending on the achievement of certain contractually defined regulatory and commercial milestones for the investigative drug deucricitibant.

In return, BRAIN Biotech AG has undertaken under the agreement to pass on to a third party (i.e. Royalty Pharma) the majority of the royalties to which it will be entitled in future under the existing license agreement with Pharvaris N.V. for the successful sublicensing of deucricitibant by Pharvaris N.V.

Deucricitibant is currently still in clinical development and has not yet received market approval. For this reason, it is uncertain whether BRAIN Biotech AG will receive any royalties and generate revenue from this drug in the future. Based on the management planning prepared by BRAIN Biotech AG, however, it is expected that deucricitibant will be ready for market approval in the coming years and that royalties from net sales will be passed on to Royalty Pharma after successful market approval.

As the agreements concluded with Royalty Pharma were concluded on arm's length terms, the total consideration paid by Royalty Pharma corresponds to the fair value of the liability entered into by BRAIN Biotech AG.

The financial liabilities to Royalty Pharma are subsequently recognized at amortized cost applying the effective interest method (18.51 %). The resultant effective interest is recognized in the financial result.

€ thousand	2023/24	2022/23
Addition for payment from Royalty Pharma	18,410	-
Transaction costs	-90	-
<b>Net carrying amount: Royalty Pharma</b>	<b>18,320</b>	<b>-</b>

The changes are as follows:

€ thousand	2023/24	2022/23
<b>Carrying amount on 1 October</b>	<b>-</b>	<b>-</b>
Addition to net carrying amount of Royalty Pharma	18,320	-
Amortization effect from effective interest method	85	-
<b>Carrying amount 30 September</b>	<b>18,406</b>	<b>-</b>
<i>of which current</i>	0	-

Due to deucricitibant's current development stage, at present it is not expected that any liabilities to Royalty Pharma will fall due within the 12 months following the balance sheet date, as a consequence of which no current financial liability from future payments to Royalty Pharma is to be recognized.

## 24 OTHER LIABILITIES

Other liabilities include € 658 thousand (previous year: € 1,273 thousand) for the Biocatalysts Ltd. growth share program, of which € 658 thousand is current (previous year: € 578 thousand) and € 0 thousand non-current (previous year: € 694 thousand).

Current other liabilities consist of the following:

€ thousand	2023/24	2022/23
Wage and salary liabilities	3,074	968
Accrued vacation pay	364	375
Wage and church tax, social security	621	498
Supervisory Board compensation	424	345
Special payments to subsidiaries' managements and employees	811	706
VAT	0	105
Miscellaneous other liabilities	138	254
<b>Total current other liabilities</b>	<b>5,431</b>	<b>3,251</b>

Miscellaneous other liabilities include customer credits of € 27 thousand (previous year: € 45 thousand).

## 25 DEFERRED INCOME

Deferred income consists of current deferred income of € 620 thousand (compared with € 2,932 thousand in the previous year) and non-current deferred income of € 1,124 thousand (compared with € 518 thousand in the previous year).

Deferred income totaling € 0 thousand (previous year: € 196 thousand) arises from transactions with SolasCure Ltd. The deferred income partly includes advance payments received from customers for performance obligations not yet fulfilled as at the reporting date. A contribution of € 581 thousand is attributable to benefit obligations that have not yet been fulfilled (previous year: € 2,901 thousand). It is expected that a contribution of € 500 thousand of this amount can be recognized in revenue within one year. Deferred income of € 4,113 thousand (previous year: € 3,125 thousand) was fully recognized in revenue in the 2023/24 financial year.

**26 PROVISIONS**

€ thousand	30.09.2023	Utilization	Release	Addition	Currency differences	30.09.2024
Archiving costs	20	0	0	0	0	20
Costs for financial statements, auditing, and consulting	493	-447	0	495	2	543
Decommissioning and dismantling	66	0	0	1	0	67
Employee-related expenses	104	-104	0	49	0	49
Other	212	-175	-2	383	9	427
<b>Total</b>	<b>895</b>	<b>-726</b>	<b>-2</b>	<b>928</b>	<b>11</b>	<b>1,106</b>

**27 TRADE PAYABLES**

Trade payables have a term of up to one year.

## VII. Financial instruments / risks from financial instruments

The following overview presents recognized financial instruments based on their IFRS 9 measurement categories. To improve the presentation of the financial instruments relevant to the company in terms of their comparable measurement uncertainties and risks, cash and cash equivalents are presented separately in the following.

The following abbreviations are used for the measurement categories:

Abbreviation	IFRS 9 measurement categories	
AC	Amortized cost	Financial assets and liabilities measured at amortized cost
FVTPL	Fair value through profit and loss	Financial assets and liabilities measured at fair value through profit or loss

Financial assets and liabilities are as follows on a summarized basis:

Category	Category	Carrying amount	Fair value		
			Amortized cost	Fair value Cost through profit or loss	
€ thousand	IFRS 9	30.09.2024 (30.09.2023)		IFRS 16	30.09.2024 (30.09.2023)
<b>Assets</b>					
Trade receivables	AC	7,798 (9,442)	7,798 (9,442)		
Other current and non-current assets	AC	18 (111)	18 (111)		
Other financial assets	FVTPL	57 (0)		57 (0)	<b>57</b> <b>(0)</b>
Other financial assets	AC	181 (178)	181 (178)		
Cash and cash equivalents	AC	27,171 (5,352)	27,171 (5,352)		
<b>Total</b>		<b>35,224</b> <b>(15,083)</b>	<b>35,167</b> <b>(15,083)</b>	<b>57</b> <b>(0)</b>	<b>57</b> <b>(0)</b>

Category	Category	Carrying amount	Fair value		
			Amortized cost	Fair value Cost through profit or loss	
€ thousand	IFRS 9	30.09.2024 (30.09.2023)		IFRS 16	30.09.2024 (30.09.2023)
<b>Liabilities</b>					
Trade payables	AC	5,611 (5,617)	5,611 (5,617)		
Bond	AC	4,476 (0)	4,476 (0)		
Royalty Pharma	AC	18,406 (0)	18,406 (0)		
Financial liabilities	AC	29,828 (25,466)	21,640 (17,282)	8,188 (8,184)	0 (0)
Financial liabilities	FVTPL	3,235 (3,539)		3,235 (3,539)	3,235 (3,539)
Other liabilities	AC	112 (254)	112 (254)		
<b>Total</b>		<b>61,668 (34,876)</b>	<b>50,245 (23,153)</b>	<b>8,188 (8,184)</b>	<b>3,235 (3,539)</b>

No financial instruments exist that are to be classified in the FVTOCI category.

Cash and cash equivalents, other current assets, trade receivables, and trade payables mainly have short terms remaining. As a consequence, their carrying amounts at the end of the reporting period approximate their fair values. Non-current financial assets consist of deposits and loans extended whose rates of interest mainly correspond to current market interest-rate levels.

Liabilities to banks and other lenders, as well as to silent partners, reported in current and non-current financial liabilities, are measured at amortized cost. The fair values of financial liabilities are determined by discounting, applying current discount rates that match the maturity and risk of the liabilities. The fair values mainly correspond to the carrying amounts due to regular refinancing measures at market interest rates. The terms are presented in detail in section (21) Financial liabilities.

The carrying amounts of the financial instruments measured at fair value are classified as follows in accordance with the IFRS fair value hierarchy: listed prices in an active market (Level 1), valuation techniques based on observable inputs (Level 2), and valuation techniques based on unobservable inputs (Level 3).

The carrying amount of Level 3 financial liabilities (FVTPL) at the end of the reporting period stood at € 3,235 thousand (previous year: € 3,539 thousand). These are put option liabilities to minority shareholders of the Breatec Group.



The contractual undiscounted cash outflows of financial liabilities within the scope of IFRS 7 are shown in the following table:

30.09.2024 in € thousand	24/25	25/26	26/27	27/28	28/29	29/30	30/31	31/32	32/33	33/34	34/35ff
Silent partnerships (without profit-sharing)	557	1,139	1,103	2,231	377	1,277	1,362	1,886	812	756	0
Liabilities to lenders	7,751	2,060	3,062	1,111	317	97	97	97	97	97	707
Lease liabilities	1,858	1,726	1,558	1,487	1,368	727	372	0	0	0	0
Liabilities from acquiring interests in fully consolidated companies <sup>12</sup>	3,235	0	0	0	0	0	0	0	0	0	0
Other liabilities	93	0	0	0	0	0	0	0	0	0	0
Trade payables	5,611	0	0	0	0	0	0	0	0	0	0
Financial liability to Royalty Pharma	0	0	0	0	0	0	0	0	0	0	0
Convertible bond	326	5,326									
<b>Total</b>	<b>19,432</b>	<b>10,257</b>	<b>5,723</b>	<b>4,829</b>	<b>2,063</b>	<b>2,102</b>	<b>1,832</b>	<b>1,983</b>	<b>909</b>	<b>853</b>	<b>707</b>

<sup>12</sup> The exercise of the Breatec Group put option as of the latest possible date would lead to a cash outflow of € 11.1 million in the 2026/27 financial year.

30.09.2023 in € thousand	23/24	24/25	25/26	26/27	27/28	28/29	29/30	30/31	31/32	32/33	33/34ff
Silent partnerships (without profit-sharing)	1,249	180	762	726	1,854	0	0	0	0	0	0
Liabilities to lenders	2,977	6,042	1,859	2,905	1,057	314	94	94	94	94	794
Lease liabilities	1,688	1,622	1,379	1,252	1,185	1,119	500	281	0	0	0
Liabilities from acquiring interests in fully consolidated companies	0	3,608	0	0	0	0	0	0	0	0	0
Derivative financial instruments (forward foreign exchange transactions)	82	0	0	0	0	0	0	0	0	0	0
Other liabilities	254	6	0	0	0	0	0	0	0	0	0
Trade payables	5,617	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>11,866</b>	<b>11,458</b>	<b>4,000</b>	<b>4,883</b>	<b>4,096</b>	<b>1,433</b>	<b>594</b>	<b>375</b>	<b>94</b>	<b>94</b>	<b>794</b>

The following table shows the net gains or losses on financial instruments by measurement category:

€ thousand 2023/24 (2022/23)	From interest and dividends	From subsequent fair value measurement/ impairment	From disposals	Net gains/losses
Loans and receivables	6 (22)	0 (-2)	0 (36)	6 (56)
Financial liabilities measured at (amortized) cost	-1,692 (-776)	0 (0)	0 (0)	-1,692 (-776)
Financial assets measured at fair value through profit or loss	0 (0)	139 (0)	0 (0)	139 (0)
Leasing	-333 (-162)	0 (0)	0 (0)	-333 (-162)
Financial liabilities measured at fair value through profit or loss	0 (0)	204 (-146)	0 (0)	204 (-146)
<b>Total</b>	<b>-2,019 (-916)</b>	<b>342 (-148)</b>	<b>0 (36)</b>	<b>-1,677 (-1,028)</b>

Interest income and expenses relating to financial instruments are reported under "finance income" and "finance costs" in the consolidated statement of comprehensive income. The total interest expense relating to financial liabilities that are not measured at fair value through profit or loss amounted to € 1,692 thousand (previous year: € 776 thousand).

## RISK MANAGEMENT/RISKS FROM FINANCIAL INSTRUMENTS

The Group's business activities expose it to various financial risks: credit risk, foreign currency risk, interest rate risk, put option risk and liquidity risk. For further information, please refer to the Report on Risks and Opportunities that is contained in the Group management report.

The Management Board has implemented a risk management system to identify and avoid risks. This system is based inter alia on rigorous supervision of business transactions, comprehensive exchange of information with the employees responsible, and regular – mostly quarterly – analyses of key performance indicators for the business.

The risk management system was implemented to be able to identify adverse developments at an early stage and launch countermeasures as quickly as possible.

With regard to the financial instruments the Group deploys, the objective of the risk management function at BRAIN is to minimize the risk exposure arising from financial instruments. The company does not enter into derivative financial instrument transactions without a corresponding underlying basis transaction. In both the reporting period and the prior-year period, liquid funds were mainly invested with financial institutions in Germany and the UK.

The financial instruments that are recognized on the balance sheet can as a matter of principle generate the following risks for the Group:

**Credit risk**

Credit risk describes the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk consists of both counterparty credit risk and the risk of a deterioration in credit quality, along with cluster risk. The maximum default risk corresponds to the carrying amounts of the financial instruments on the balance sheet date; see section (16) Trade receivables. The counterparty credit risk relevant to the Group's operating activities is represented by the risk that business partners will fail to discharge their payment obligations. Risk concentration is not identifiable in the customer receivables area of the BioScience segment insofar as the claims exist in relation to a group of customers exhibiting above-average creditworthiness. Receivables in the BioProducts area exist in relation to many different contractual partners. The credit quality of the contracting parties is assessed to mitigate the counterparty credit risk exposure of customer receivables. The factors assessed include financial position, past experience and other factors. The corresponding financial transactions are mostly entered into only with counterparties with excellent credit ratings. Liquid funds are invested mainly in accounts with financial institutions on Germany and the UK.

**Currency risk**

In addition, BRAIN is exposed to foreign currency risks. Income of € 39 thousand from currency differences (previous year: € 231 thousand) is offset by € 148 thousand of expenses from currency differences (previous year: € 292 thousand), so the resultant effects in both the 2023/24 and 2022/23 financial years largely offset each other, with only a small net expense remaining. Foreign currency positions are generally of minor importance within the BRAIN Group. An IFRS 7 sensitivity analysis of foreign currency risks is not relevant for the financial statements due to their subordinate significance.

**Interest rate risk**

Interest rate risk describes the risk of fluctuations in the value of a financial instrument because of changes in market interest rates. The largest portion of the loan has a fixed-interest period matching its maturity. The Management Board consequently believes that it is not exposed to material direct interest rate risk.

The risk exposures of the loans that match their maturities are limited to the risk that BRAIN cannot benefit from any potentially lower lending rates that may be obtained during the terms of the deposits and loans.

The Group benefited to only a limited extent from lower market borrowing rates due to the high proportion of fixed interest arrangements for its financial liabilities (> 95 %; previous year: > 95 %).

Further interest rate risks are detailed in the section "Valuation risks connected with foreign currency put option agreements".

### **Capital management/liquidity risk**

The capital management function of BRAIN Biotech AG pursues the objective of financing the company's planned growth and of securing corresponding resources for short-term financing requirements.

For this reason, the aim is to achieve an equity ratio in line with industry standards and to ensure adequate liquidity through other suitable financial instruments such as borrowed capital and silent participations. The equity ratio amounted to 16 % as at 30 September 2024 (previous year: 32 %). The capital under management includes all current and non-current liability items as well as equity components. Financial terminology as presented in the financial statements is also utilized for debt and equity management purposes.

BRAIN Biotech AG and its subsidiaries are not subject to any capital adequacy requirements above and beyond those in the German Stock Corporation Act (AktG) and the German Limited Liability Company Act (GmbHG).

### **Valuation risks connected with put option agreements**

Due to a put option arrangement with non-controlling interests in a subsidiary in the Netherlands which was acquired in the 2021/22 financial year, various valuation risks arise which are presented below. The put option agreement is allocated to Level 3 of the fair value hierarchy. The measurement is based on an EBITDA multiple adjusted for net debt including the working capital adjustment. The carrying amount totaled € 3,235 thousand as at the balance sheet date (previous year: € 3,539 thousand).

Significant inputs for inclusion in the Group include the relevant EBITDA included in the calculation, the relevant discounting rate as well as the imputed exercise date.

The actual obligation depends on the relevant EBITDA on the exercise date. Given 10 % higher relevant EBITDA on the imputed exercise date of the put option rights, a € 317 thousand higher liability would arise as at 30 September 2024. Given 10 % lower relevant EBITDA on the imputed exercise date of the put option rights, a € 317 thousand lower liability would arise as at 30 September 2024. Accordingly, the change would be reported in profit or loss in the statement of comprehensive income.

Furthermore, the respective interest rate exerts an influence on the fair value recognized on the balance sheet. This liability is a current liability as at 30 September 2024. A one percentage point lower or higher applicable interest rate for the put option rights would not lead to any change in the liability as at 30 September 2024.

The exercise date forms a further significant influencing factor. Due to the expected EBITDA growth and rising EBITDA multiples, the measurement of the liability is based on the exercise of the option rights in the next possible period (1 January to 31 March 2025), and the liability is reported under current financial liabilities. If, for example, the option holders were not to exercise their options until the last possible period (1 January to 31 March 2027), this would result in a € 7,995 thousand higher cash outflow in the 2026/27 financial year.

A detailed listing of opportunities and risks is also presented in the Group management report of BRAIN Biotech AG.

## VIII. Other information

### AUDITOR'S FEES

The fees paid to or accrued for the auditors of the BRAIN Biotech Group engaged for the financial year in question consist of the following items:

€ thousand	2023/24	2022/23
Audit services	349	321
of which relating to the previous year	30	54
Other services	0	0
	<b>349</b>	<b>321</b>

### RELATED PARTY DISCLOSURES

The Management Board and the Supervisory Board of BRAIN Biotech AG form the key management bodies of the BRAIN Biotech Group. The company's Management Board consisted of the following members in the financial year under review:

**Adriaan Moelker**, Wehrheim, CEO (Chairman)  
Master of Business Administration (MBA)

**Michael Schneiders**, Frankfurt am Main, CFO  
B.S. Economics

The Management Board members are entitled to represent the company either jointly or individually with a company officer. If only one Management Board Member has been appointed, this Management Board member is entitled to represent the company alone.

For the 2023/24 financial year, the Management Board was granted total compensation of € 1,367 thousand, as calculated based on the German Commercial Code (HGB). The corresponding figure for the previous year stood at € 1,428 thousand.

Management Board compensation, in accordance with IAS 24, in the year under review amounted to:

€ thousand	2023/24	2022/23
Fixed compensation <sup>13</sup>	725	680
Fringe benefits	63	57
Performance-based compensation <sup>14</sup>	126	325
Share-based compensation	340	242
	<b>1,254</b>	<b>1,304</b>

<sup>13</sup> Including contribution to pension plan in the amount of € 105 thousand (previous year: € 105 thousand)

<sup>14</sup> Payments due short-term

Pension provisions of € 930 thousand (previous year: € 928 thousand) have been formed for former Management Board members.

The Management Board members are members of the following supervisory boards or comparable supervisory bodies:

**Adriaan Moelker**, Wehrheim, CEO (Chairman)  
BRAIN UK II Ltd., Cardiff, UK (Director)  
Biocatalysts Ltd., Cardiff, UK (Director)  
SolasCure Ltd., Cambridge, UK (Director)  
Biosun Biochemicals Inc., Tampa FL, USA (Board member)

**Michael Schneiders**, Frankfurt am Main, CFO  
BRAIN UK II Ltd., Cardiff, UK (Director)  
Biocatalysts Ltd., Cardiff, UK (Director)

The Management Board directly holds 20,000 shares as at the reporting date.

The company's Supervisory Board included the following members in the financial year under review:

**Dr. Michael Majerus**, Ottobrunn (Chairman)  
Consultant

**Dr. Anna C. Eichhorn**, Frankfurt am Main (Deputy Chair)  
CEO, humatrix AG, Pfungstadt  
Board (Deputy Chair) Initiative Gesundheitswirtschaft-rhein-main e.V.

**Stephen Catling**, Cambridge, UK  
Managing Director, SJ Catling Ltd., Cambridge, UK

**Prof. Dr.-Ing. Wiltrud Treffendorf**, Oberrieden, Switzerland  
Independent consultant

**Dr. Florian Schnabel**, Munich  
Managing Director of MP Beteiligungs-GmbH  
Managing Director BSN GmbH

**Christine Uekert**, Berlin  
Managing Director, Evolve Partners – Biofin Consulting GmbH  
Managing Director, nSight Consulting GmbH

The Audit Committee of the company's Supervisory Board included the following members in the financial year under review:

**Christine Uekert**, Berlin (Chair)  
Managing Director, Evolve Partners – Biofin Consulting GmbH  
Managing Director, nSight Consulting GmbH

**Dr. Michael Majerus**, Ottobrunn (Chair)  
Consultant

**Dr. Florian Schnabel**, Munich  
Managing Director of MP Beteiligungs-GmbH  
Managing Director BSN GmbH

The Personnel Committee of the company's Supervisory Board included the following members in the financial year under review:

**Dr. Michael Majerus**, Ottobrunn (Chair)  
Consultant

**Prof. Dr.-Ing. Wiltrud Treffenfeldt**, Oberrieden, Switzerland  
Independent consultant

**Stephen Catling**, Cambridge, UK  
Managing Director, SJ Catling Ltd., Cambridge, UK

The Nomination Committee of the company's Supervisory Board included the following members in the financial year under review:

**Dr. Anna C. Eichhorn**, Frankfurt am Main (Chair)  
CEO of humatrix AG, Pfungstadt  
Board (Deputy Chair) Initiative Gesundheitswirtschaft-rhein-main e.V.

**Dr. Michael Majerus**, Ottobrunn (Chair)  
Consultant

The Supervisory Board members are members of the following supervisory boards or comparable supervisory bodies:

**Dr. Michael Majerus**, Ottobrunn (Chair)  
Team Neusta AG, Bremen (Deputy Supervisory Board Chairman)

**Dr. Anna C. Eichhorn**, Frankfurt am Main (Deputy Chair)  
Frankfurter Innovationszentrum Biotechnologie GmbH, Frankfurt a. M. (Supervisory Board member)  
Board House of Pharma & Healthcare e.V., Frankfurt am Main

**Stephen Catling**, Cambridge, UK  
Cambridgeshire Community Foundation, UK (Advisory Board Chairman)  
Condimentum Ltd., UK (Director)  
Oceanium Ltd., UK (Director)  
Arborea Ltd., UK (Director)

**Prof. Dr.-Ing. Wiltrud Treffenfeldt**, Oberrieden, Switzerland  
ProBioGen AG, Berlin, Supervisory Board member

**Dr. Florian Schnabel**, Munich  
None

**Christine Uekert**, Berlin  
None



The compensation of the Supervisory Board in the year under review was as follows:

€ thousand	2023/24	2022/23
Fixed compensation*	295	159
of which allowance for special functions	70	57
Attendance fees*	129	130
<b>Total compensation</b>	<b>429</b>	<b>345</b>

\* Payments due short-term

The Supervisory Board indirectly holds 27,000 shares in the company as at the reporting date.

Further information is presented in the compensation report.

## OTHER RELATIONSHIPS WITH RELATED PARTIES

In the 2023/24 and 2022/23 financial years, the following supplies or purchases of goods and services occurred between the members of the governing bodies (Management and Supervisory board members) and their related parties and associated companies of the BRAIN Biotech Group and entities with significant influence over BRAIN Biotech AG.

A license agreement was concluded with SolasCure Ltd. in the 2017/18 financial year as part of the investment, for which BRAIN Biotech AG was paid with shares in the company equivalent to an amount of € 3,919 thousand. These have been deferred and will be recognized as revenue until September 2024 in the amount of the other shareholders' interests, as BRAIN Biotech AG will be closely involved in the approval process until then and will render further services. Unrealized results of intra-group transactions are eliminated in the consolidated financial statements as part of consolidation, resulting in the recognition in the current financial statements of an amount of € 0 thousand (previous year: € 196 thousand). In connection with the license, a service agreement was also concluded with an anticipated total volume of around € 5.3 million. In the 2023/24 financial year, revenue was generated with the company in the context of the transaction described above in the amount of € 468 thousand (previous year: 685 thousand).

A loan facility of € 7.0 million exists with MP-Beteiligungs-GmbH, Kaiserslautern, a company with a shareholding of more than 25 %. The agreement has a term until 30 June 2025. The loan bears interest at a rate of 3.5 %. The company had drawn down € 5,000 thousand of this loan as at the balance sheet date (previous year: € 4,000 thousand). In the 2023/24 financial year, the interest cost amounted to € 222 thousand (previous year: € 80 thousand). Interest liabilities amounted to € 54 thousand as at the balance sheet date (previous year: € 31 thousand).

No receivables were due from directors of BRAIN Biotech AG or individuals related to these directors as of 30 September 2024. As at the 30 September 2024 reporting date, the following outstanding balances existed in relation to the aforementioned parties, which are reported under other liabilities, and aforementioned compensation elements:

- Supervisory Board compensation: € 424 thousand (previous year: € 345 thousand),
- Management Board compensation: € 126 thousand (previous year: € 325 thousand),
- Deferrals for outstanding vacation (Management Board): € 14 thousand (previous year: € 21 thousand).

No other obligations exist in relation to the key management personnel of BRAIN Biotech AG.

## CONTINGENCIES AND OTHER FINANCIAL COMMITMENTS

As in the previous year, as of the 30 September 2024 balance sheet date no obligations exist from contracts entered into for third-party work in the area of research and development contracts.

As was the case at the end of the previous financial year, as at 30 September 2024 no obligations exist arising from investment projects that have been commenced.

Contingent purchase price obligations exist for intangible assets that depend on the achievement of specific future revenue using these intangible assets up to a maximum amount of € 160 thousand (previous year: € 160 thousand).

The Management Board is not aware of other facts or circumstances that could lead to material additional financial commitments.

## EMPLOYEES

The number of employees reports the following changes:

	2023/24	2022/23
Total employees, of whom	307	309
Salaried employees	301	301
Industrial employees	6	8

The BRAIN Biotech Group also employs grant recipients (4, previous year: 4), temporary help staff (7, previous year: 12), trainees (7, previous year: 5).

## STATEMENT OF CONFORMITY TO THE GERMAN CORPORATE GOVERNANCE CODE

The statement of conformity to the German Corporate Governance Code as required by Section 161 of the German Stock Corporation Act (AktG) was issued by the Management and Supervisory boards and published on the company's website.

## EVENTS AFTER THE REPORTING DATE

BRAIN Biotech AG has signed an exclusive technology license agreement with Akribion Therapeutics GmbH for the genome editing nuclease G-dase E® for the pharmaceutical sector. BRAIN Biotech can receive up to € 92.3 million in R&D and commercial milestone payments from Akribion for granting these exclusive rights for use in the pharmaceutical area. In addition, BRAIN Biotech is entitled to license fees from future net revenues. The payment structure is based on progress in clinical development and future commercialization successes. BRAIN staff who were assigned to the business unit managed as Akribion Genomics are to be transferred to Akribion Therapeutics GmbH as part of a transfer of operations.

The genome editing nuclease G-dase E® forms part the proprietary CRISPR-Cas genome editing nuclease portfolio of BRAIN Biotech AG and was developed as part of the company's BioIncubator pipeline for highly innovative projects. BRAIN Biotech will continue to develop this portfolio of nucleases outside the pharmaceutical sector on its own initiative, and harness it as a technological differentiator in customer projects as well as offer it to external parties for licensing.

Prof. Dr. Wiltrud Treffenfeldt stepped down from her position as an ordinary member of the Supervisory Board of BRAIN Biotech AG for personal reasons with effect from 3 October 2024. Prof. Dr. Treffenfeldt has been a member of the Supervisory Board of BRAIN Biotech AG since October 2020.

No further significant events or developments of material importance to the company's financial position and performance have occurred since the 30 September 2024 balance sheet date.

Zwingenberg, 13 January 2025

**Adriaan Moelker**

Chief Executive Officer

**Michael Schneiders**

Chief Financial Officer

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# Responsibility statement

We declare that, to the best of our knowledge, the consolidated financial statements convey a true and fair view of the Group's financial position and performance in accordance with applicable accounting principles, the progress of business including the business results and the Group's position are presented in the Group management report so as to convey a true and fair view, and the significant opportunities and risks pertaining to the Group's prospective development are described.

# Independent Auditor's Report

("Free Translation of the Original German Auditor's Report")

To BRAIN Biotech AG, Zwingenberg

## REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE GROUP MANAGEMENT REPORT

### Audit Opinions

We have audited the consolidated financial statements of BRAIN Biotech AG and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at September 30, 2024, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the financial year from October 1, 2023 to September 30, 2024, and notes to the consolidated financial statements, including significant information on accounting policies. In addition, we have audited the group management report of BRAIN Biotech AG for the financial year from October 1, 2023 to September 30, 2024. In accordance with German legal requirements, we have not audited the content of the internet site for the published Group declaration on corporate governance, as stated in the group management report in chapter "Corporate Governance Statement pursuant to § 289f and § 315d of the German Commercial Code" as well as chapters 2.1. "Risk Management System ('RMS)"; 2.2. "Internal Control System" ('ICS')" and 2.4. "Overall Assessment of the Risk Management System and the Internal Control System" which are part of the group management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS Accounting Standards (hereinafter referred to as "IFRS Accounting Standards") issued by the International Accounting standards Board (IASB) as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315e (1) HGB [Handelsgesetzbuch: German Commercial Code] and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as at September 30, 2024, and of its financial performance for the financial year from October 1, 2023 to September 30, 2024, and
- the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the group management report does not cover the content of the above "Group declaration on corporate governance" pursuant to § 289f and § 315d HGB" as well as chapters 2.1. "Risk Management System ('RMS)"; 2.2. "Internal Control System" ('ICS')" and 2.4. "Overall Assessment of the Risk Management System and the Internal Control System" which form part of the group management report.

Pursuant to § 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

## **Basis for the Audit Opinions**

We conducted our audit of the consolidated financial statements and of the group management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the group management report.

## **Key Audit Matters in the Audit of the Consolidated Financial Statements**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from October 1, 2023 to September 30, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our audit opinion thereon, we do not provide a separate audit opinion on these matters.

In our opinion, the following issue was most important in our audit:

- Impairment of goodwill

We have structured our presentation of this key audit matter as follows:

- 1.) Facts and problem
- 2.) Audit procedures and findings
- 3.) Reference to further information

In the following we present the key audit matter:

### **Impairment of goodwill**

- 1.) In the consolidated financial statements of BRAIN Biotech AG, a total of kEUR 6,806 (previous year: kEUR 6,666) of goodwill is reported under the balance sheet item "intangible assets and goodwill". Goodwill therefore represents a significant component of total assets.

In the context of the preparation of the consolidated financial statements, the impairment testing of goodwill is of major importance. The legal representatives carry out an annual impairment test based on a valuation model using the discounted cash flow method. This model is based on data from corporate planning for the future development of the Company, which are influenced by general market and economic developments. In addition, the value of goodwill depends to a large extent on the discount rates and growth rates applied. These factors are subject to the decision of the legal representatives and therefore subject to discretion. Due to the existing scope of discretion, there is a risk that changes will have a material impact on goodwill. Therefore, this fact is of particular importance in the context of our audit.

2.) As part of our audit, we obtained an understanding of the processes relating to the relevant corporate planning and the valuation of goodwill. First of all, we have traced the planning process and the assumptions of the legal representatives with regard to the future developments of the companies concerned and compared them with general market expectations. Furthermore, we verified the valuation models used with regard to the correct calculations and checked that the valuation models meet the fundamental requirements of the relevant valuation standards. We also verified the underlying valuation parameters by comparing them with market data.

Furthermore, we have methodically and mathematically assessed the Company's sensitivity analyses to be able to assess a possible impairment risk of goodwill in the event of changes in key assumptions. We consider the valuation process and the assumptions and parameters used therein to be an appropriate and sufficient basis for the impairment test of the goodwill recognised in the balance sheet.

3.) Regarding the accounting and valuation principles applied, we refer to the disclosures in the notes under section "Impairment Test".

### **Other Information**

The supervisory board is responsible for the Report of the Supervisory Board. Apart from that, the legal representatives are responsible for the other information.

The other information comprises the above-mentioned corporate governance statement as well as chapters 2.1. "Risk Management System ("RMS")", 2.2. "Internal Control System" ("ICS")" and 2.4. "Overall Assessment of the Risk Management System and Internal Control System" which are part of the group management report.

In addition, the other information comprises the following sections intended for the annual report, the version of which we obtained prior to the issuance of the audit opinion:

- Chapter "To our shareholders",
- Chapter "Company",
- Chapter "Responsibility statement",
- Chapter "Services".

Our audit opinions on the consolidated financial statements and the group management report do not cover the other information and, accordingly, we do not express an opinion or any other form of audit conclusion thereon.

In connection with our audit, our responsibility is to read the other information and assess whether the other information

- is materially inconsistent with the consolidated financial statements, with the group management report or our knowledge obtained in the audit, or
- otherwise appears materially misstated.

### **Responsibilities of the Executive Directors and the Supervisory Board for the Consolidated Financial Statements and the Group Management Report**

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e (1) HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the group management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report.

The supervisory board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the group management report.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements



can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and of the group management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of the internal controls relevant for the audit of the consolidated financial statements and of precautions and measures relevant for the audit of the group management report in order to plan audit procedures being appropriate under the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems or precautions and measures.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e (1) HGB.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express audit opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.
- Evaluate the consistency of the group management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and, where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

## **OTHER LEGAL AND REGULATORY REQUIREMENTS**

### **Report on the audit of the electronic reproductions of the consolidated financial statements and the group management report prepared for disclosure purposes pursuant to § 317 (3a) HGB**

#### **Audit opinion**

In accordance with § 317 (3a) of the German Commercial Code (HGB), we have performed a reasonable assurance audit to determine whether the data contained in the file 391200JKPVHLD6JLZ107-2024-09-30-de.zip and prepared for the purpose of publication of the consolidated financial statements and the group management report (hereinafter referred to as "ESEF documents") comply in all material respects with the requirements of the electronic reporting format ("ESEF format") pursuant to § 328 (1) HGB. In accordance with German legal requirements, this audit covers only the conversion of the information contained in the consolidated financial statements and the group management report into the ESEF format and therefore does not extend to the information contained in these reproductions or to any other information contained in the aforementioned file.

In our opinion, the reproductions of the consolidated financial statements and the group management report contained in the file referred to above and prepared for disclosure purposes comply, in all material respects, with the requirements of § 328 (1) HGB for the electronic reporting format. We do not express any opinion on the information contained in these reproductions or on the other information contained in the above-mentioned file beyond this opinion and our opinions on the accompanying consolidated financial statements and the accompanying group management report for the financial year from October 1, 2023 to September 30, 2024 contained in the preceding "Report on the audit of the consolidated financial statements and Group management report".

#### **Basis for the audit opinion**

We conducted our audit of the reproductions of the consolidated financial statements and the group management report contained in the above-mentioned file in accordance with § 317 (3a) of the German Commercial Code (HGB) and the IDW Auditing Standard: Audit of Electronic Reproductions of Financial Statements and Management Reports Prepared for Disclosure Purposes in Accordance with § 317 (3a) HGB (IDW PS 410 (06.2022)). Our responsibility thereafter is further described in the section "Auditor's Responsibility for the Audit of the ESEF Documents". Our auditing practice has complied

with the requirements of the IDW Quality Management Standard: Requirements for Quality Management in the Auditing Practice (IDW QMS 1).

### **Responsibility of the legal representatives and the Supervisory Board for the ESEF documents**

The legal representatives of the Company are responsible for the preparation of the ESEF documents with the electronic reproductions of the consolidated financial statements and the group management report in accordance with § 328 (1) sentence 4 no. 1 HGB and for the markup of the consolidated financial statements in accordance with § 328 (1) sentence 4 no. 2 HGB.

Furthermore, the legal representatives are responsible for such internal control as they have determined necessary to enable the preparation of the ESEF documents that are free from material non-compliance, whether due to fraud or error, with the electronic reporting format requirements of § 328 (1) HGB.

The supervisory board is responsible for overseeing the preparation process of the ESEF documents as part of the financial reporting process.

### **Auditor's responsibility for the audit of the ESEF documents**

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material non-compliance, whether due to fraud or error, with the requirements of § 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- Identify and assess the risks of material non-compliance with the requirements of § 328 (1) HGB, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- Obtain an understanding of internal control relevant to the audit of the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these controls.
- Evaluate the technical validity of the ESEF documentation, i.e., whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, as applicable at the reporting date, regarding the technical specification for that file.
- We assess whether the ESEF documents allow for a content identical XHTML reproduction of the audited consolidated financial statements and the audited group management report.
- Assess whether the markup of the ESEF documents with inline XBRL technology (iXBRL) in accordance with Articles 4 and 6 of the Delegated Regulation (EU) 2019/815 as applicable at the reporting date enables an adequate and complete machine-readable XBRL copy of the XHTML reproduction.

### **Further Information pursuant to Article 10 of the EU Audit Regulation**

We were elected as group auditor by the annual general meeting on March 12, 2024. We were engaged by the supervisory board on September 23, 2024.

We have been the group auditor of BRAIN Biotech AG without interruption since the financial year 2021/2022.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

**OTHER FACTS - USE OF THE AUDIT REPORT**

Our audit report must always be read in conjunction with the audited consolidated financial statements and the audited group management report as well as the audited ESEF documents. The consolidated financial statements and group management report converted into ESEF format – including the versions to be published in the Company Register – are merely electronic reproductions of the audited consolidated financial statements and the audited group management report and do not replace them. In particular, the ESEF report and our audit opinion contained therein can only be used in conjunction with the audited ESEF documents provided in electronic form.

**GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT**

The German Public Auditor responsible for the engagement is Andreas Weissinger.

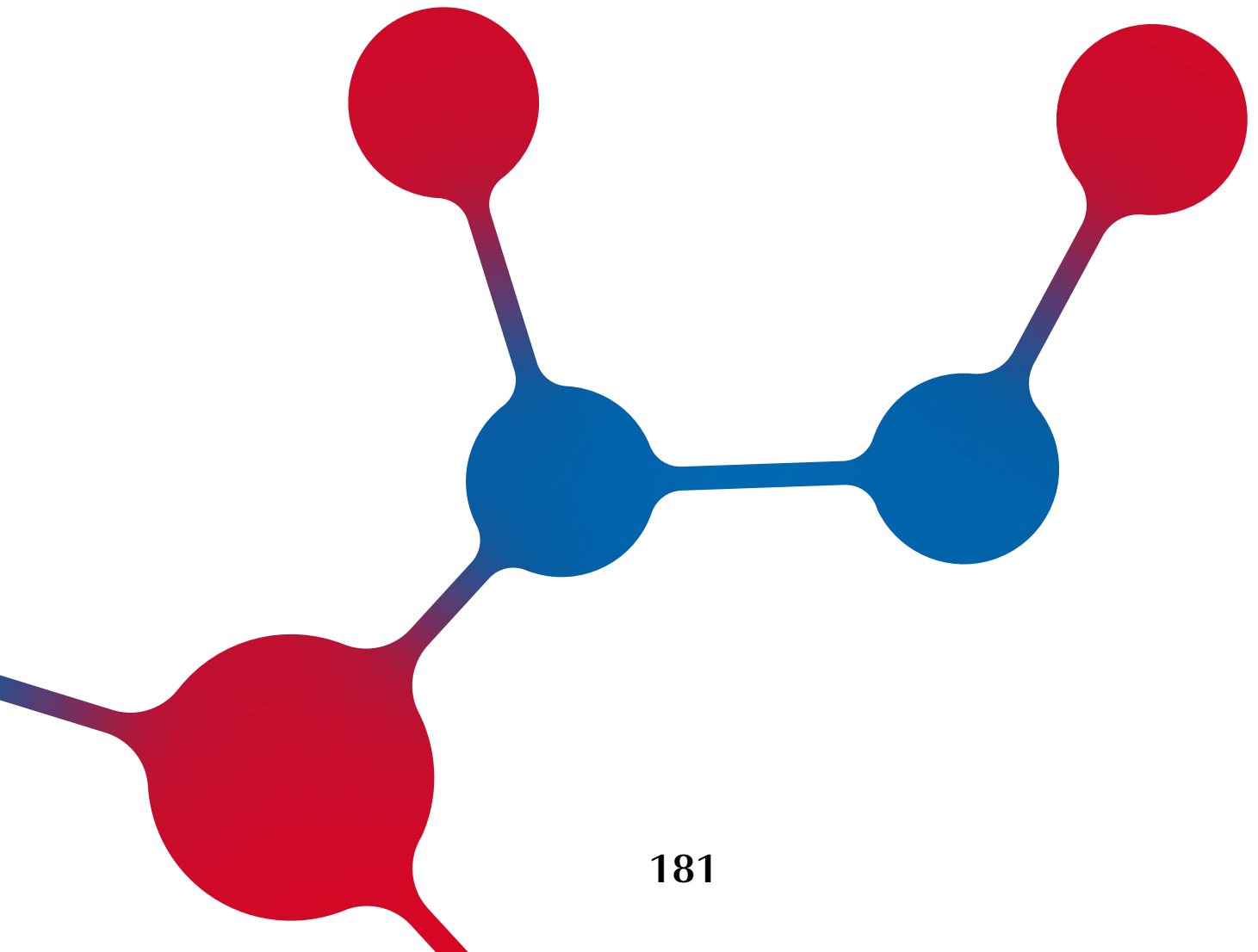
Munich, January 13, 2025

Baker Tilly GmbH & Co. KG  
Wirtschaftsprüfungsgesellschaft

Weissinger	Stumpp
Wirtschaftsprüfer	Wirtschaftsprüferin
[German Public Auditor]	[German Public Auditor]

# Services

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# Financial Calendar

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**26 FEBRUARY 2025**

Publication of the quarterly report as at 31.12.2024 (3M)

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**18 MARCH 2025**

Annual General Meeting (FY 2023/24)

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**28 MAY 2025**

Publication of the interim report as at 31.03.2025 (6M)

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**28 AUGUST 2025**

Publication of the quarterly report as at 30.06.2025 (9M)

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# Legal Notice

## EDITOR

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## CONCEPT AND REALIZATION

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## PHOTO CREDITS:

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