



NOTICE OF ANNUAL GENERAL MEETING

11 June 2025

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hGears AG

Schramberg

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Invitation to the Annual General Meeting 2025

We hereby invite the shareholders of our company to the

Annual General Meeting

to be held on Wednesday, 11 June 2025, at 10:00 AM (CEST), at the business premises of hGears AG, Brambach 39, D-78713 Schramberg, Germany.

Agenda

1. **PRESENTATION OF THE HGEARS AG'S ADOPTED ANNUAL FINANCIAL STATEMENTS AND THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS, THE MANAGEMENT REPORT OF HGEARS AG AND THE HGEARS GROUP. THE EXPLANATORY REPORT TO THE MANAGEMENT BOARD ON THE DISCLOSURES IN ACCORDANCE WITH SECTIONS 289A, 315A OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH – "HGB") AND THE REPORT OF THE SUPERVISORY BOARD FOR FISCAL YEAR 2024**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board in accordance with section 172 of the German Stock Corporation Act ("AktG"); the annual financial statements are thus adopted. The Annual General Meeting is therefore not required to adopt a resolution on this item 1 of the agenda.

The annual financial statements of hGears AG as of 31 December 2024, which were prepared in accordance with the provisions of the HGB, show a net accumulated loss. The agenda of this year's Annual General Meeting therefore does not contain any item requiring a resolution by the Annual General Meeting on the appropriation of net retained profits.

2. **RESOLUTION ON OFFICIAL APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE MANAGEMENT BOARD FOR FISCAL YEAR 2024**

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board be approved for fiscal year 2024.

3. **RESOLUTION ON OFFICIAL APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR FISCAL YEAR 2024**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board be approved for fiscal year 2024.

4. **RESOLUTION ON THE ELECTION OF THE AUDITOR OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR 2025**

Based on the recommendation of its Audit Committee, the Supervisory Board proposes the appointment of

BDO AG
Wirtschaftsprüfungsgesellschaft,
Hamburg

as the auditor of the annual and consolidated financial statements for fiscal year 2024.

The Audit Committee declared that its recommendation was free from undue third-party influence in accordance with Article 16 (2) subparagraph 3 of EU Regulation 537/2014 and that no clause of the kind specified in Article 16 (6) of EU Regulation 537/2014 had been imposed on it.

5. **RESOLUTION ON THE ELECTION OF THE AUDITOR FOR THE SUSTAINABILITY REPORT FOR FISCAL YEAR 2025**

The Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, amending Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC, and 2013/34/EU regarding corporate sustainability reporting requires a German implementation law (CSRD Implementation Act). At the time of the adoption of the management's proposed resolutions to the Annual General Meeting, a CSRD Implementation Act had not yet been adopted; only a draft law (government draft of 23 July 2024) was

available. The election of the auditor for the sustainability report is therefore precautionary in case the German legislator requires such an election by the Annual General Meeting in a CSRD Implementation Act.

Based on the recommendation of its Audit Committee, the Supervisory Board proposes the appointment of

BDO AG
Wirtschaftsprüfungsgesellschaft,
Hamburg

as the auditor of the annual and consolidated financial statements for fiscal year 2024.

In its recommendation in accordance with Article 16 (2) subparagraph 3 of EU Regulation 537/2014, the Audit Committee declared that this recommendation was free from undue third-party influence and that no clause of the kind specified in Article 16 (6) of EU Regulation 537/2014 had been imposed on it.

6. RESOLUTION ON THE APPROVAL OF THE REMUNERATION REPORT

Pursuant to section 162 AktG, the Management Board and the Supervisory Board shall prepare a remuneration report and submit it to the Annual General Meeting for approval in accordance with section 120a (4) AktG.

The remuneration report was audited by the auditor in accordance with section 162 (3) AktG to determine whether it contains the disclosures required by law in accordance with section 162 (1) and (2) AktG. The report on the audit of the remuneration report is attached to the remuneration report.

The Management Board and the Supervisory Board propose that the remuneration report prepared and approved in accordance with section 162 AktG for fiscal year 2024 be approved.

The remuneration report prepared and audited in accordance with section 162 AktG for fiscal year 2024 is available on the company's website in accordance with section 124a (1) no. 4 AktG at:

<https://ir.hgears.com/en/annual-general-meeting/>

Furthermore, the remuneration report will also be accessible there during the general meeting.

7. RESOLUTION ON THE AMENDMENT OF CLAUSE 15.6 OF THE ARTICLES OF ASSOCIATION (AUTHORISATION TO HOLD VIRTUAL GENERAL MEETINGS)

In accordance with section 118a (1) sentence 1 AktG, the articles of association may provide for the Management Board to be authorised for a period of no more than five years after the entry of the amendment to the articles of association to hold the general meeting as a virtual general meeting, i.e., without the physical presence of shareholders or their proxies at the place of the general meeting.

The current authorisation to hold virtual general meetings in accordance with clause 15 para. 15.6 of the articles of association has a two-year term and ends on 10 June 2026.

The Management Board shall therefore be given new authorisation by way of a provision in the articles of association. The authorisation should be limited in time to Annual General Meetings held until 31 August 2027. This date corresponds to the latest possible date for the Company's Annual General Meeting in 2027, meaning that up to two Annual General

Meetings may be held as virtual Annual General Meetings under this authorisation. The maximum period of five years permitted by law will not be exhausted.

During the two-year term of the authorisation, the Management Board will decide anew for each general meeting whether and under what conditions it may be convened as a virtual general meeting. In doing so, it will take into account the relevant specific circumstances of the individual case and make its decision at its due discretion for the benefit of the company and the shareholders. In the case of a virtual general meeting, members of the Supervisory Board shall be permitted to participate in the general meeting by means of video and audio transmission.

The Management Board and the Supervisory Board therefore propose to adopt the following resolution:

Clause 15 para. 15.6 of the articles of association is amended as follows:

"15.6 The Management Board is authorised to provide for general meetings to be held without the physical presence of shareholders or their proxies at the place of the general meeting (virtual general meeting) for general meetings held until 31 August 2027. In the case of a virtual general meeting, members of the Supervisory Board shall be permitted to participate in the general meeting by means of video and audio transmission."

8. **RESOLUTION ON THE CANCELLATION OF THE EXISTING AUTHORISED CAPITAL 2021 AND THE CREATION OF NEW AUTHORISED CAPITAL WITH THE POSSIBILITY OF EXCLUDING SHAREHOLDERS' SUBSCRIPTION RIGHTS AND THE CORRESPONDING AMENDMENT OF CLAUSE 4 OF THE ARTICLES OF ASSOCIATION**

The authorisation of the Management Board to increase the share capital in accordance with clause 4 para. 4.2 of the articles of association (Authorised Capital 2021) will expire on 31 March 2026.

In order to continue to provide hGears AG with the necessary flexibility in its financing, new Authorised Capital 2025 with a term until 10 June 2030, and the possibility of excluding subscription rights is to be created (Authorised Capital 2025). The existing Authorised Capital 2021 is to be cancelled upon the effectiveness of the new Authorised Capital 2025, and the articles of association are to be amended accordingly.

The Management Board and the Supervisory Board therefore propose to adopt the following resolution:

1. The authorisation of the Management Board contained in section 4 para. 4.2 of the articles of association to increase the share capital of the company once or several times by up to a total of EUR 4,000,000.00 by issuing up to a total of 4,000,000 new bearer shares against cash and/or non-cash contributions (Authorised Capital 2021) with the approval of the Supervisory Board until 31 March 2026, is cancelled with effect from the date of entry in the commercial register as specified in the following section 4.
2. The Management Board is authorised, with the approval of the Supervisory Board, to increase the share capital of the company once or several times by up to a total of EUR 5,200,000.00 by issuing up to a total of 5,200,000 new bearer shares against cash and/or non-cash contributions until 10 June 2030 (Authorised Capital 2025). The Management Board is authorised, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue and the implementation of the capital increases. Shareholders have a statutory subscription right. The new shares may also be taken over by one or more credit institutions or companies within the meaning of section 186 (5)

sentence 1 AktG, with the obligation to offer them to shareholders for subscription (indirect subscription right). However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights in the following cases:

- for fractional amounts;
- in the case of capital increases against cash contributions in accordance with section 186 (3) sentence 4 AktG, if the issue price of the new shares does not significantly exceed the stock market price of the already listed shares of the same class and the shares issued under exclusion of subscription rights in utilization of this authorisation do not exceed a total of 10 % of the share capital, neither at the time of the effectiveness nor at the time of the exercise of this authorisation. Shares of the company issued or sold during the term of this authorisation on the basis of another authorisation in accordance with or corresponding to section 186 (3) sentence 4 AktG under exclusion of subscription rights shall be counted towards this 10 % limit. Furthermore, shares issued or to be issued to service bonds with conversion or option rights or to fulfil conversion or option obligations from convertible bonds or bonds with warrants shall be counted towards this limit, provided that the bonds are issued in corresponding application of section 186 (3) sentence 4 AktG under exclusion of subscription rights;
- for capital increases against contributions in kind to grant new shares, in particular – but not limited to – for the purpose of the direct or indirect acquisition of companies, parts of companies, participations in companies, or other assets as well as loans and other liabilities;
- to the extent necessary to grant holders or creditors of bonds with option or conversion rights or obligations, which are issued by the company or its subordinate group companies, a subscription right to new shares to the extent they would be entitled after exercising the option or conversion rights or fulfilling the option or conversion obligations.

The Supervisory Board is authorised to adjust the wording of the articles of association after the full or partial implementation of the capital increase from the Authorised Capital 2025 according to the extent of the capital increase from the Authorised Capital 2025 or after the expiration of the authorisation period.

3. Clause 4 para. 4.2 of the articles of association shall receive the following wording upon registration of the cancellation of the previous para. 4.2 of the articles of association in the commercial register:

"4.2 The Management Board is authorised, with the approval of the Supervisory Board, to increase the share capital of the company once or several times by up to a total of EUR 5,200,000.00 by issuing up to a total of 5,200,000 new bearer shares against cash and/or non-cash contributions until 10 June 2030 (Authorised Capital 2025). The Management Board is authorised, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue and the implementation of the capital increases. Shareholders have a statutory subscription right. The new shares may also be taken over by one or more credit institutions or companies within the meaning of section 186 (5) sentence 1 AktG, with the obligation to offer them to shareholders for subscription (indirect subscription right). However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights in the following cases:

- (a) for fractional amounts;
- (b) in the case of capital increases against cash contributions in accordance with section 186 (3) sentence 4 AktG, if the issue price of the new shares does not significantly exceed the stock market price of the already listed shares of the same class and the shares issued under exclusion of subscription rights in utilization of this authorisation do not exceed a total of 10 % of the share capital, neither at the time of the effectiveness nor at the time of the exercise of this authorisation. Shares of the company issued or sold during the term of this authorisation on the basis of another authorisation in accordance with or corresponding to section 186 (3) sentence 4 AktG under exclusion of subscription rights shall be counted towards this 10 % limit. Furthermore, shares issued or to be issued to service bonds with conversion or option rights or to fulfil conversion or option obligations from convertible bonds or bonds with warrants shall be counted towards this limit, provided that the bonds are issued in corresponding application of section 186 (3) sentence 4 AktG under exclusion of subscription rights;
- (c) for capital increases against contributions in kind to grant new shares, in particular – but not limited to – for the purpose of the direct or indirect acquisition of companies, parts of companies, participations in companies, or other assets as well as loans and other liabilities;
- (d) to the extent necessary to grant holders or creditors of bonds with option or conversion rights or obligations, which are issued by the company or its subordinate group companies, a subscription right to new shares to the extent they would be entitled after exercising the option or conversion rights or fulfilling the option or conversion obligations.

The Supervisory Board is authorised to adjust the wording of the articles of association after the full or partial implementation of the capital increase from the Authorised Capital 2025 according to the extent of the capital increase from the Authorised Capital 2025 or after the expiration of the authorisation period."

4. The Management Board is instructed to register the cancellation of the Authorised Capital 2021 only together with the resolution to create the new Authorised Capital 2025 with the corresponding amendment to the articles of association according to the above number 3 for entry in the commercial register, with the proviso that the cancellation of the existing Authorised Capital 2021 should only be entered in the commercial register if it is ensured that the new Authorised Capital 2025 is entered in the commercial register at the same time or immediately thereafter.

Report of the Management Board in accordance with section 203 (1) and (2) AktG in conjunction with section 186 (4) sentence 2 AktG on agenda item 8 (Resolution on the cancellation of the existing Authorised Capital 2021 and creation of a new authorised capital with the possibility of excluding shareholders' subscription rights as well as the corresponding amendment of clause 4 of the articles of association):

On agenda item 8 of the Annual General Meeting on 11 June 2025, the Management Board and Supervisory Board propose to cancel the existing Authorised Capital 2021 in the amount of EUR 4,000,000.00 and to resolve on a new authorised capital with the possibility of excluding shareholders' subscription rights (Authorised Capital 2025).

The proposed Authorised Capital 2025 is intended to authorise the Management Board, with the approval of the Supervisory Board, to increase the company's share capital by up to a total of EUR 5,200,000.00 by issuing up to a total of 5,200,000 new bearer shares against cash and/or contributions in kind until 10 June 2030, once or several times. The volume of the new Authorised

Capital 2025 thus amounts to 50 % of the company's current share capital. This would provide the Management Board with authorised capital in the amount of the legally permissible maximum volume of 50 % of the company's current share capital.

The Authorised Capital 2025 is intended to enable the company to continue to raise the capital required for the further development of the company in the capital markets by issuing new shares and to quickly and flexibly take advantage of a favourable market environment to meet future financing needs. Since decisions about meeting future capital needs usually have to be made at short notice, it is important that the company is not dependent on the rhythm of annual general meetings or the notice period for an extraordinary general meeting. The legislator has taken these circumstances into account with the instrument of 'authorised capital'.

When utilizing the Authorised Capital 2025 to issue shares against cash contributions, shareholders generally have a subscription right (section 203 (1) sentence 1 in conjunction with section 186 (1) AktG). The issuance of shares with the granting of an indirect subscription right within the meaning of section 186 (5) AktG is not considered an exclusion of subscription rights under the law, as shareholders are ultimately granted the same subscription rights as with a direct subscription. For processing reasons, only one or more credit institutions or one or more companies active under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) German Banking Act ("KWG") are involved in the processing.

However, the Management Board should be authorised, with the approval of the Supervisory Board, to exclude the subscription right in certain cases:

1. The Management Board should be authorised, with the approval of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription rights. This is necessary to be able to present a technically feasible subscription ratio and thus facilitate the processing of the shareholders' subscription rights. The shares excluded from the shareholders' subscription rights as free fractions will be utilized in the best possible way. The possible dilution effect is minor due to the limitation to fractional amounts. The Management Board and the Supervisory Board consider the exclusion of the subscription right for these reasons to be objectively justified and appropriate for the shareholders.
2. Furthermore, the Management Board should be able to exclude the subscription right in the case of cash capital increases with the approval of the Supervisory Board in accordance with section 186 (3) sentence 4 AktG, if the issue amount of the new shares does not significantly undercut the stock market price of the already listed shares of the same type and the shares issued under this authorisation to exclude the subscription right do not exceed 10 % of the share capital in total, neither at the time of the authorisation becoming effective nor at the time of its utilization. This legally provided possibility of excluding the subscription right (so-called simplified exclusion of the subscription right) enables the management to quickly and flexibly take advantage of favourable market conditions to meet existing capital needs and to achieve the highest possible inflow of funds through a market-oriented price setting, thereby maximizing the strengthening of the company's equity. The two-week subscription period required when granting a subscription right (section 186 (1) sentence 2 AktG) does not allow for a similarly short-term reaction to current market conditions. Furthermore, due to the volatility of the capital markets, a market-oriented issue price can usually only be set if the company is not bound to it for a longer period. When granting a subscription right, however, the final subscription price must be announced no later than three days before the end of the subscription period (section 186 (2) sentence 2 AktG). Therefore, there is a higher market risk here – particularly the risk of price changes over several days – than with an allocation without subscription rights. For a successful placement, a corresponding safety discount on the current stock market price is therefore regularly required; this usually leads to non-market-oriented conditions and thus a lower inflow of funds for the company than with a capital increase carried out under exclusion of the subscription right. Also, when granting a subscription right, due to the uncertainty regarding the exercise of the subscription rights by the entitled parties, a complete placement is not readily guaranteed, and a subsequent placement with third parties is usually associated with additional expenses.

The proposed authorisation to exclude the subscription right is in the interest of the company and its shareholders for the aforementioned reasons. It also ensures that it is only used if the proportional amount of the share capital of the shares issued based on this authorisation does not exceed 10 % of the share capital in total, neither at the time of granting nor at the time of utilizing the authorisation. Shares of the company issued or sold during the term of this authorisation based on another authorisation in accordance with or corresponding to section 186 (3) sentence 4 AktG under exclusion of the subscription right are to be credited to this limit. Furthermore, shares of the company issued to service bonds with conversion or option rights or to fulfil conversion or option obligations from convertible or option bonds (or combinations of these instruments) issued or still to be issued during the term of this authorisation based on another authorisation in corresponding application of section 186 (3) sentence 4 AktG under exclusion of the subscription right are to be credited. This crediting serves the interest of the shareholders in minimizing the dilution of their participation. Since the issue amount of the new shares must not significantly undercut the stock market price of the share and the authorisation for this form of exclusion of the subscription right has only a limited volume, the interests of the shareholders are adequately safeguarded. They generally have the opportunity to maintain their relative participation by purchasing additional shares on the stock market under comparable conditions. Furthermore, the issuance of the new shares close to the stock market price of the respective type avoids significant economic dilution of the value of the existing shares. The Management Board will keep the discount to the stock market price as low as possible, taking into account the respective situation on the capital market.

3. In the case of capital increases against contributions in kind, the subscription right should be able to be excluded, particularly to offer the new shares of the company for the purpose of the direct or indirect acquisition of companies, parts of companies, participations in companies, or other assets as well as loans and other liabilities.

Practice shows that the shareholders of attractive acquisition targets sometimes have a strong interest – for example, to maintain a certain influence on the subject of the contribution in kind – in acquiring shares of the company as consideration. The possibility of providing the consideration not exclusively in cash but also in shares or only in shares speaks, from the perspective of an optimal financial structure, to the extent that new shares can be used as acquisition currency, the liquidity of the company is preserved, debt financing is avoided, and the seller(s) participate in future price opportunities. This leads to an improvement in the company's competitive position in acquisitions. The possibility of using the company's shares as acquisition currency thus gives the company the necessary flexibility to quickly and flexibly seize such acquisition opportunities and enables it to acquire even larger units in exchange for shares. It should also be possible to acquire economic goods under certain circumstances in exchange for shares. For both, the subscription right of the shareholders must be able to be excluded. Since such acquisitions often have to be made at short notice, it is important that they are not usually decided by the Annual General Meeting, which only takes place once a year. An authorised capital is needed, which the Management Board can quickly access with the approval of the Supervisory Board.

The subscription right should also be able to be excluded to bring loans or other liabilities into the company as contributions in kind. From a balance sheet perspective, this is the conversion of debt into equity and thus an improvement of the equity base. The associated improvement in the company's financial structure can be in the company's interest.

4. The subscription right should also be excluded to the extent that the holders of bonds issued by the company or its group companies with option and conversion rights or obligations are granted a subscription right to new shares in accordance with the respective issuance conditions. The conditions of bonds with option and conversion rights or obligations usually provide for dilution protection to facilitate placement on the capital market, ensuring that the holders or creditors of the bonds with option and conversion rights or obligations are granted a subscription right to these shares, as shareholders are entitled to. The beneficiaries are thus put in the same position as if they had exercised their subscription

rights and were shareholders. To equip the relevant issuances (bonds with option and conversion rights or obligations) with such dilution protection, the shareholders' subscription right to these shares must be excluded. This serves to facilitate the placement of the issuances or a placement on better terms and thus the interest of the shareholders in an optimal financial structure of their company.

The Management Board will carefully examine in each individual case whether it will make use of the authorisation to increase capital excluding the shareholders' subscription rights. This option will only be used if, in the opinion of the Management Board and the Supervisory Board, it is in the interest of the company and thus its shareholders.

The Management Board will report to the general meeting on any utilization of the Authorised Capital 2025.

9. **RESOLUTION ON THE CANCELLATION OF THE EXISTING AUTHORISATION WITH SIMULTANEOUS GRANTING OF A NEW AUTHORISATION TO THE MANAGEMENT BOARD TO ISSUE BONDS WITH WARRANTS AND/OR CONVERTIBLE BONDS, PROFIT PARTICIPATION RIGHTS AND/OR PROFIT BONDS (OR COMBINATIONS OF THESE INSTRUMENTS) WITH THE POSSIBILITY OF EXCLUDING SUBSCRIPTION RIGHTS, AS WELL AS THE CANCELLATION OF CONDITIONAL CAPITAL 2021/I WITH SIMULTANEOUS CREATION OF NEW CONDITIONAL CAPITAL (CONDITIONAL CAPITAL 2025) AND THE CORRESPONDING AMENDMENTS TO THE ARTICLES OF ASSOCIATION.**

The Management Board was authorised by resolution of the Annual General Meeting on 5 May 2021, to issue convertible bonds and/or bonds with warrants or profit participation rights with or without conversion or subscription rights in the total nominal amount of up to EUR 100,000,000.00 until 4 May 2026, and to grant the holders of these bonds conversion or subscription rights to a total of up to 3,261,600 shares of the company with a proportional amount of the share capital of up to EUR 3,261,600.00. To service these bonds, Conditional Capital 2021/I in the amount of EUR 3,261,600.00 was created. The Management Board has not made use of this authorisation to issue bonds.

To continue to provide the company with flexibility in financing its activities over the next five years, a new authorisation for the Management Board to issue bonds with warrants and/or convertible bonds, profit participation rights and/or profit bonds (or combinations of these instruments) with the possibility of excluding subscription rights, as well as conditional capital (Conditional Capital 2025), is to be resolved. The existing authorisation from 5 May 2021, and Conditional Capital 2021/I are therefore to be cancelled.

The Management Board and Supervisory Board therefore propose to resolve:

1. **Cancellation of the existing authorisation to issue convertible bonds, bonds with warrants, and profit participation rights with or without conversion or subscription rights from May 5, 2021, and the corresponding cancellation of Conditional Capital 2021/I.**

The authorisation of the Management Board to issue convertible bonds, bonds with warrants, and profit participation rights with or without conversion or subscription rights and Conditional Capital 2021/I, resolved by the Annual General Meeting of the company on 5 May 2021 (item 3 of the agenda at that time), will be cancelled upon registration of the amendment to the articles of association proposed under number 3 of this agenda item 9.

2. **Authorisation to issue bonds with warrants and/or convertible bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) with the possibility of excluding subscription rights.**

The following authorisation of the Management Board to issue bonds with warrants and/or convertible bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) with the possibility of excluding subscription rights will become effective upon registration of the amendment to the articles of association proposed under number 3 of this agenda item 9.

(a) Nominal amount, authorisation period, number of shares

The Management Board is authorised, with the approval of the Supervisory Board, to issue bearer and/or registered bonds with warrants and/or convertible bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) (together "**bonds**") in the total nominal amount of up to EUR 100,000,000.00 with or without a maturity limitation until 10 June 2030, and to grant the holders or creditors of bonds option or conversion rights to a total of up to 3,261,000 shares of the company with a proportional amount of the share capital of

up to EUR 3,261,000.00 in accordance with the more detailed provisions of the bond conditions. The respective bond conditions of the bonds may also provide for mandatory conversions at the end of the term or at other times, including the obligation to exercise the option and conversion right. The issuance of bonds may also be made in whole or in part against contributions in kind.

The bonds may be issued in euros or – limited to the corresponding equivalent value – in a foreign legal currency, for example, of an OECD country. They may also be issued by companies based in Germany and abroad in which the company directly or indirectly holds a majority interest (hereinafter "**group companies**"). In this case, the Management Board is authorised to assume the guarantee for the bonds on behalf of the company and to grant the holders or creditors of such bonds option or conversion rights (also with option or conversion obligation) for shares of the company.

The bonds can be equipped with a fixed or variable interest rate. The interest rate can also be partially or entirely dependent on the amount of the company's dividends, similar to a profit participation bond.

The bonds can be divided into partial bonds.

(b) Option or Conversion Right

In the case of issuing bonds with warrants, one or more warrants are attached to each partial bond, entitling the holder to acquire shares of the company in accordance with the option conditions determined by the Management Board. It can also be stipulated that fractions are combined and, if necessary, rounded up to whole shares against additional payment and/or settled in cash. The option conditions can also stipulate that the option price can be fulfilled by transferring partial bonds and, if necessary, additional cash payment. The same applies if warrants are attached to a profit participation right or a profit participation bond.

In the case of issuing convertible bonds, the holders have the right to exchange their partial bonds for shares of the company in accordance with the conversion conditions determined by the Management Board. The conversion ratio can be derived from dividing the nominal amount or the issue amount below the nominal amount of a partial bond by the fixed conversion price for a share of the company and can be rounded up or down to a whole number; if necessary, an additional cash payment can be stipulated. It can also be stipulated that fractions are combined and/or settled in cash. The same applies if the conversion right or obligation relates to a profit participation right or a profit participation bond.

The proportional amount of the share capital of the shares of the company to be issued per partial bond must not exceed the nominal amount of the partial bond. Section 9 (1) AktG and section 199 AktG remain unaffected.

(c) Conversion and Option Obligation

The bond conditions of the bonds can also stipulate an option or conversion obligation at the end of the term or at another time (each also referred to as "**maturity**") or the right of the company to grant the bondholders shares of the company instead of paying the due amount in cash at maturity. In these cases, the option or conversion price for a share can correspond to the arithmetic average of the closing prices of the company's shares in the Xetra trading system of the Frankfurt Stock Exchange or a corresponding successor system during the 10 trading days before or after the maturity date, even if this is below the minimum price mentioned in section 2 (e). Section 9 (1) in conjunction with section 199 (2) AktG must be observed.

(d) Granting of New or Existing Shares, Cash Payment

The bond conditions of the bonds can stipulate the right of the company to pay the equivalent in cash instead of granting new shares in the event of exercising the option or conversion. The bond conditions can also stipulate that the bonds can be converted, at the company's choice, into new shares from conditional capital, into new shares from authorised capital, into already existing shares of the company, or into shares of another listed company, or that an option right or obligation can be fulfilled by delivering such shares.

(e) Option or Conversion Price

In the case of issuing bonds that provide for option and/or conversion rights, the option or conversion price to be determined must be at least 80 percent of the arithmetic average of the closing prices of the company's shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last ten trading days before the resolution on the issuance of the bonds by the Management Board or – in the case of granting a subscription right – at least 80 percent of the arithmetic average of the closing prices of the company's shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange in the period from the beginning of the subscription period to the third day before the announcement of the final terms according to section 186 (2) sentence 2 AktG (inclusive).

(f) Anti-Dilution Protection

If the company increases its share capital during the option or conversion period by granting a subscription right to its shareholders or issues further bonds with warrants or convertible bonds or grants or guarantees option or conversion rights and does not grant the holders of existing option or conversion rights a subscription right to which they would be entitled after exercising the option or conversion right or fulfilling their option or conversion obligations as a shareholder, or if the share capital is increased by a capital increase from company funds, the bond conditions of the bonds can ensure that the economic value of the existing option or conversion rights remains unaffected by adjusting the option or conversion rights to preserve their value, unless the adjustment is already mandatorily regulated by law. This applies accordingly in the case of a capital reduction or other capital measures, restructurings, a takeover by third parties, the payment of a dividend, or other comparable measures that could lead to a dilution of the value of the shares. Section 9 (1) AktG and section 199 AktG remain unaffected.

(g) Subscription Right and Exclusion of Subscription Rights

Shareholders are generally entitled to a subscription right, i.e., the bonds are generally to be offered to the shareholders of the company for subscription. The bonds can also be taken over by one or more credit institutions or companies designated by the Management Board pursuant to section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders of the company for subscription (indirect subscription right). If bonds are issued by group companies of the company, the company ensures the corresponding granting of the subscription right for the shareholders of the company.

However, the Management Board is authorised, with the approval of the Supervisory Board, to exclude the shareholders' subscription right to bonds,

- (i) for fractional amounts resulting from the subscription ratio;

- (ii) if the bonds are issued with conversion or option rights or conversion or option obligations against cash payment and the issue price does not significantly fall short of the market value of the bonds determined according to recognized financial mathematical methods within the meaning of sections 221 (4) sentence 2, 186 (3) sentence 4 AktG. This authorisation to exclude subscription rights, however, only applies to bonds with rights to shares representing a proportionate amount of the share capital of no more than 10 % of the share capital, neither at the time of the authorisation becoming effective nor – if this value is lower – at the time of exercising this authorisation. Shares of the company issued or sold during the term of this authorisation under exclusion of shareholders' subscription rights in accordance with or corresponding to section 186 (3) sentence 4 AktG and shares issued or to be issued to service bonds with conversion or option rights or conversion or option obligations are to be counted towards this maximum limit of 10 % of the share capital, provided that these bonds were issued under exclusion of subscription rights in corresponding application of section 186 (3) sentence 4 AktG during the term of this authorisation;
- (iii) to the extent necessary to grant the holders or creditors of bonds with option and/or conversion rights or option or conversion obligations issued or to be issued by the company or its group companies a subscription right to bonds to the extent to which they would be entitled after exercising the option or conversion rights or fulfilling the option or conversion obligations as shareholders;
- (iv) to the extent they are issued against contributions in kind, in particular – but not limited to – for the purpose of (also indirect) acquisition of companies, parts of companies, interests in companies, and other assets related to an acquisition project (including receivables), real estate, and real estate portfolios, provided that the value of the contribution in kind is in a reasonable proportion to the value of the bonds to be determined according to the above-mentioned item 2 (g) (ii).

To the extent profit participation bonds and/or profit participation rights are issued without option or conversion rights or option or conversion obligations, the Management Board is authorised, with the approval of the Supervisory Board, to exclude the shareholders' subscription right to bonds in their entirety if these profit participation bonds and/or profit participation rights are structured like bonds, i.e., if they do not establish membership rights in the company, do not grant participation in the liquidation proceeds, and if the amount of interest is not calculated based on the amount of the annual surplus, the balance sheet profit, or the dividend. The interest rate and the issue price of the profit participation bonds and/or profit participation rights must also correspond to the current market conditions at the time of issuance.

(h) Further design options

The Management Board is authorised to determine the further details of the issuance and features of the bonds, in particular the interest rate and type of interest, issue price, term and denomination, anti-dilution provisions, option or conversion period, and the option and conversion price, or to determine them in agreement with the bodies of the group companies issuing the bonds.

3. Creation of conditional capital 2025 and amendment of the articles of association

A new conditional capital 2025 is created in place of the conditional capital 2021/I. Clause 4 para. 4.3 of the articles of association is amended as follows:

"4.3 The share capital is conditionally increased by up to EUR 3,261,000.00 through the issuance of up to 3,261,000 new bearer shares (Conditional Capital 2025). The conditional capital increase will only be carried out to the extent that the holders or creditors of bonds with warrants and/or convertible bonds, profit participation bonds and/or profit participation rights with option and/or conversion rights or option and conversion obligations (or combinations of these instruments) issued or guaranteed by the company or its group companies based on the authorisation resolution of the general meeting of 11 June 2025, until 10 July 2030, make use of their option or conversion rights from these bonds or fulfil their obligation to exercise options or convert, and in all cases only to the extent that the conditional capital 2025 is required according to the terms of the bonds. The issuance of the new shares is made at the option or conversion price to be determined in accordance with the above-mentioned authorisation resolution. The new shares participate in profits from the beginning of the fiscal year in which they are created; to the extent legally permissible, the Management Board may determine the profit participation of new shares deviating from this and also deviating from section 60 (2) AktG, also for a fiscal year already expired."

The Supervisory Board is authorised to amend the articles of association according to the respective utilization of the Conditional Capital 2025. The same applies in the event of non-utilization of the aforementioned authorisations for the issuance of bonds with warrants and/or convertible bonds, profit participation rights, and/or profit participation certificates (or combinations of these instruments) after the expiration of the authorisation period, as well as in the event of non-utilization of the Conditional Capital 2025 after the expiration of the periods for the exercise of option or conversion rights or for the fulfilment of option or conversion obligations.

Report of the Management Board pursuant to section 221 (4) sentence 2 in conjunction with section 186 (4) sentence 2 AktG on agenda item 9 (Resolution on the cancellation of the existing authorisation and simultaneous granting of a new authorisation to the Management Board to issue bonds with warrants and/or convertible bonds, profit participation rights, and/or profit participation certificates (or combinations of these instruments) with the possibility of excluding subscription rights, as well as the cancellation of Conditional Capital 2021/I and the simultaneous creation of new conditional capital (Conditional Capital 2025) and the corresponding amendments to the articles of association).

Under agenda item 9, it is proposed to authorise the Management Board until 10 June 2030, to issue, once or multiple times, bearer and/or registered bonds with warrants and/or convertible bonds, profit participation rights, and/or profit participation certificates (or combinations of these instruments) (collectively "**Bonds**") with a total nominal amount of up to EUR 100,000,000.00 with or without a maturity limit, and to grant the holders or creditors of bonds option or conversion rights (also with option or conversion obligations) to a total of up to 3,261,000 shares of the company with a proportional amount of the share capital of up to EUR 3,261,000.00 according to the more detailed terms of the bond conditions.

In addition to the classic options of debt and equity financing, the issuance of bonds can provide the company with the opportunity to utilize attractive financing alternatives in the capital market depending on the market situation. The company usually receives debt capital at favourable interest rates, which may later remain as equity capital.

To continue providing the company with flexibility in financing its activities over the next five years, a new authorisation for the Management Board to issue bonds with warrants and/or convertible bonds, profit participation rights, and/or profit participation certificates (or combinations of these instruments) with the possibility of excluding subscription rights, as well as increased conditional capital (Conditional Capital 2025), is to be resolved. The existing authorisation from 5 May 2021, and Conditional Capital 2021/I are therefore to be cancelled.

The proposed authorisation to issue bonds with warrants and/or convertible bonds, profit participation certificates, and/or profit participation rights or combinations of these instruments with a total nominal amount of up to EUR 100,000,000.00 is intended to open the way for the Management Board to flexible and timely financing in the interest of the company, particularly when favourable capital market conditions arise.

The further possibility of establishing option or conversion obligations in addition to granting option and/or conversion rights expands the scope for designing this financing instrument. The authorisation provides the company with the necessary flexibility to place the bonds itself or through group companies. Bonds can be issued in euros or in foreign legal currencies, such as those of an OECD country, with or without a maturity limit.

Shareholders are generally to be granted a subscription right. In the case of placement through group companies, the company must also ensure that the shareholders of the company are granted the statutory subscription right. To facilitate processing, the possibility is provided to issue the bonds to one or more credit institutions or companies within the meaning of section 186 (5) AktG with the obligation to offer the bonds to the shareholders in accordance with their subscription rights (so-called indirect subscription right). However, the Management Board should also be authorised, with the approval of the Supervisory Board, to exclude fractional amounts from the subscription right. Such fractional amounts can result from the amount of the respective issue volume and the representation of a practicable subscription ratio. Excluding the subscription right for fractional amounts facilitates the handling of the capital measure in these cases. The free fractions excluded from the shareholders' subscription rights are either sold on the stock exchange or otherwise utilized in the best possible way for the company. By limiting the exclusion to fractional amounts, shareholders do not suffer any significant dilution; it is objectively justified and appropriate in the opinion of the Management Board.

Furthermore, the Management Board should be authorised, in analogous application of section 186 (3) sentence 4 AktG, to exclude the subscription right with the approval of the Supervisory Board in the case of an issuance of bonds against cash payment if the issue price of the bonds does not significantly fall below their market value as determined by recognized financial mathematical methods. This can be expedient to quickly take advantage of favourable market situations and to place a bond quickly and flexibly on the market under attractive conditions. Since stock markets can be volatile, achieving the most advantageous issuance result often depends on the ability to react to market developments at short notice. Favourable, market-oriented conditions can generally only be set if the company is not bound to them for too long an offer period. In the case of rights issues, a not insignificant safety discount is usually required to ensure the success of the issue for the entire offer period. Although section 186 (2) AktG allows the publication of the subscription price (and thus, in the case of bonds with warrants and convertible bonds, the terms of these bonds) up to the third last day of the subscription period, there is still a market risk over several days due to the volatility of the stock markets, which leads to safety discounts when setting the bond terms. Furthermore, granting a subscription right makes alternative placement with third parties more difficult or involves additional effort due to the uncertainty of exercise (subscription behaviour). Finally, if a subscription right is granted, the company cannot react quickly to changes in market conditions due to the length of the subscription period, which can lead to less favourable capital raising for the company. The interests of the shareholders are safeguarded by ensuring that the bonds are not issued significantly below market value. The market value is to be determined according to recognized financial mathematical principles. The Management Board will keep the discount from the market value as low as possible when setting the price, taking into account the respective situation on the capital market. This will ensure that the theoretical value of a subscription right is so low that shareholders will not suffer any significant economic disadvantage from the exclusion of the subscription right. A

market-oriented determination of terms and thus the avoidance of significant value dilution can also be achieved by the Management Board conducting a so-called bookbuilding process. In this process, investors are asked to submit purchase orders based on preliminary bond terms and to specify, for example, the interest rate and/or other economic components they consider to be market-appropriate. After the bookbuilding period, the terms that are still open, such as the interest rate, are set in line with the market based on the purchase orders submitted by investors. In this way, the total value of the bonds is determined in line with the market. Through such a bookbuilding process, the Management Board can ensure that significant dilution of the value of the shares does not occur due to the exclusion of the subscription right. Shareholders also have the opportunity to maintain their share in the company's share capital under approximately the same conditions by purchasing through the stock exchange. This adequately safeguards their property interests. The authorisation to exclude the subscription right pursuant to section 221 (4) sentence 2 AktG in conjunction with section 186 (3) sentence 4 AktG applies only to bonds with rights to shares representing a proportionate amount of the share capital totalling no more than 10 % of the share capital, neither at the time of the authorisation becoming effective nor – if this value is lower – at the time of exercising this authorisation. The resolution proposal also includes a set-off clause: The maximum limit of 10 % of the share capital includes those own shares of the company that are issued or sold during the term of the authorisation excluding shareholders' subscription rights in accordance with or corresponding to section 186 (3) sentence 4 AktG. Furthermore, shares issued or to be issued to service bonds with conversion or option rights or conversion or option obligations are to be included in this limit, provided that these bonds are issued during the term of this authorisation excluding subscription rights in corresponding application of section 186 (3) sentence 4 AktG. This set-off serves the interest of shareholders in minimizing the dilution of their participation as much as possible.

The subscription right should also be able to be excluded to the extent necessary to grant the holders or creditors of bonds with option and/or conversion rights or option or conversion obligations, which have been or will be issued by the company or its group companies, a subscription right to bonds as they would be entitled to after exercising the option or conversion right or after fulfilling an option or conversion obligation as shareholders. To facilitate the placement of bonds on the capital market, the corresponding bond terms usually include dilution protection. One possibility of dilution protection is to grant the holders or creditors of the bonds a subscription right to bonds in subsequent issues, as shareholders are entitled to. This puts them in the same position as if they were already shareholders. To be able to equip the bonds with such dilution protection, the shareholders' subscription right to the bonds must be excluded. This serves to facilitate the placement of the bonds and thus the interests of the shareholders in an optimal financial structure of the company. Alternatively, for the purpose of dilution protection, the option or conversion price could merely be reduced, provided the bond terms allow this. However, this would be more complicated and costly for the company to handle. Moreover, it would reduce the capital inflow from the exercise of option and conversion rights. It would also be conceivable to issue bonds without dilution protection. However, these would be significantly less attractive to the market.

The issuance of bonds can also be made against contributions in kind, provided this is in the interest of the company. Contributions in kind may include, but are not limited to, companies, parts of companies, participations in companies, and other assets related to an acquisition project (including receivables), real estate, and real estate portfolios. In this case, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights, provided the value of the contribution in kind is in reasonable proportion to the theoretical market value of the bonds determined according to recognized financial mathematical principles. This opens up the possibility of using bonds as acquisition currency in suitable individual cases. It has been shown in practice that it is often necessary in negotiations to provide consideration not in cash, but also or exclusively in another form. The ability to offer bonds as consideration thus creates an advantage in the competition for attractive acquisition targets and provides the necessary flexibility to take advantage of opportunities to acquire even larger companies, company participations, or other economic goods in a liquidity-preserving manner. This can also be sensible from the perspective of an optimal financing structure. The Management Board will carefully examine in each individual case whether it will make use of the authorisation to issue bonds with conversion or option

rights or conversion or option obligations against contributions in kind with the exclusion of subscription rights. It will only do so if it is in the interest of the company and thus its shareholders.

The options or conversion rights or options or conversion obligations associated with the bonds are generally serviced from the Conditional Capital 2025, which is to be opened for this new authorisation.

If profit participation rights or profit participation bonds without options or conversion rights or options or conversion obligations are to be issued, the Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights entirely if these profit participation rights or profit participation bonds are structured similarly to bonds, i.e., if they do not establish membership rights in the company, do not grant participation in the liquidation proceeds, and if the amount of interest is not calculated based on the amount of the annual surplus, the balance sheet profit, or the dividend. Furthermore, the interest rate and the issue price of the profit participation rights or profit participation bonds must correspond to the current market conditions at the time of issuance. If these conditions are met, the exclusion of subscription rights does not result in disadvantages for the shareholders, as the profit participation rights or profit bonds do not establish membership rights and do not grant any share in the liquidation proceeds or the company's profit.

If the Management Board makes use of one of the aforementioned authorisations to exclude subscription rights in the context of an issuance of bonds during a fiscal year, it will report on this at the following general meeting.

10. **ELECTIONS TO THE SUPERVISORY BOARD**

The Chairman of the Supervisory Board, Prof. Dr. Volker Stauch, has resigned from his position as Chairman of the Supervisory Board and member of the Supervisory Board with effect from the end of the Annual General Meeting on 11 June 2025. Therefore, the election of a Supervisory Board member shall be proposed to the General Meeting on 11 June 2025.

The Supervisory Board of the company is composed of five members according to sections 95, 96 (1) alternative 7, 101 (1) AktG and clause 8 para. 8.1 of the company's articles of association.

Pursuant to clause 8 para. 8.2 of the articles of association, the successor to a member of the Supervisory Board who has left office before the end of their term of office shall be elected for the remainder of the term of office of the member who has left office, unless the General Meeting determines otherwise.

The Supervisory Board proposes to elect the following representative to the Supervisory Board, effective from the end of the Annual General Meeting on 11 June 2025, until the end of the General Meeting that resolves on the discharge of the Supervisory Board for the financial year 2029:

Mr. Marco Freiherr von Maltzan, Berlin, member of various supervisory boards.

The Supervisory Board's nomination takes into account the legal requirements and the objectives adopted by the Supervisory Board for its composition and aims to fulfil the competence profile and diversity concept developed by the Supervisory Board for the entire board.

According to the assessment of the Supervisory Board, there are no personal or business relationships between Mr von Maltzan on the one hand and hGears AG or its group companies, the executive bodies of hGears AG or any shareholders holding directly or indirectly more than 10 % of the voting shares in hGears AG on the other hand that an objectively judging shareholder would consider relevant to his or her voting decision.

Mr Marco Freiherr von Maltzan has declared that, if elected to the Supervisory Board, he will seek election as Chairman of the Supervisory Board.

Information in accordance with section 125 (1) sentence 5 AktG regarding the Supervisory Board candidate proposed for election:

Mr. Marco Freiherr von Maltzan

- Memberships in statutory Supervisory Boards:

Chairman of the Supervisory Board of WKW Aktiengesellschaft, Wuppertal
- Memberships in comparable domestic and foreign Supervisory Bodies of commercial enterprises:

Chairman of the Advisory Board of Walter Klein GmbH & Co. KG, Wuppertal

Chairman of the Advisory Board of UKM Holding GmbH, Meissen

Member of the Board of Directors of RGP Resources Global Professionals, Inc., Irvine, USA

Deputy Chairman of the Shareholders' Committee of Pfeifer & Langen Industrie- und Handels-KG, Cologne

Further information on the candidate is available on the company's website at:

<https://ir.hgears.com/annual-general-meeting/>.

11. **RESOLUTION ON THE AMENDMENT OF THE REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD AND THE CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION**

The current remuneration of the members of the Supervisory Board of hGears AG was resolved by the Annual General Meeting on 22 June 2022 and is regulated in clause 13 of the articles of association. According to this, the members of the Supervisory Board receive a fixed remuneration, which is payable after the end of the respective financial year.

The remuneration for the members of the Supervisory Board is now to be paid quarterly at the end of each quarter of the respective financial year and clause 13 para. 13.5 of the articles of association is to be amended accordingly. The changed frequency of payment of the Supervisory Board's remuneration is to apply from 1 January 2025. In all other respects, the existing provisions on Supervisory Board remuneration, including the amount thereof, are to remain unchanged.

The revised remuneration system for Supervisory Board members is available on the company's website at:

<https://ir.hgears.com/annual-general-meeting/>.

The revised remuneration system will also be available there during the Annual General Meeting.

The decision on an adjustment to the remuneration of Supervisory Board members and the corresponding amendment to the articles of association is the responsibility of the Annual General Meeting.

The Management Board and Supervisory Board propose that the following be resolved:

- (a) The remuneration system for the members of the Supervisory Board will be amended with effect from 1 January 2025, as published on the company's website at <https://ir.hgears.com/annual-general-meeting/>.
- (b) Clause 13 of the company's articles of association shall be restated as follows:

"13. Remuneration

- 13.1 Each member of the Supervisory Board shall receive an annual fixed remuneration of EUR 30,000.00, plus value added tax, if applicable.
- 13.2 Notwithstanding clause 13.1, the Chairman of the Supervisory Board shall receive EUR 40,000.00 and the Deputy Chairman of the Supervisory Board shall receive EUR 35,000.00, plus value added tax, if applicable.
- 13.3 In addition to the annual fixed remuneration pursuant to clauses 13.1 and 13.2, the members of the Audit Committee shall receive an annual fixed remuneration of EUR 15,000.00. The Chairman of the Audit Committee shall receive an annual fixed remuneration of EUR 17,500.00.
- 13.4 Members of the Supervisory Board who only serve on the Supervisory Board for part of the financial year shall receive a reduced remuneration in proportion to the time served.

- 13.5 The remuneration shall be paid pro rata temporis within one month of the end of each quarter.
- 13.6 In addition to the remuneration, the company shall reimburse the members of the Supervisory Board for any expenses incurred by them in the performance of their duties upon presentation of receipts. Value added tax shall be reimbursed by the company to the extent that the members of the Supervisory Board are entitled to charge the value added tax separately to the company and exercise this right.
- 13.7 The company may take out liability insurance on behalf of the members of the Supervisory Board to cover their statutory liability arising from their activities on the Supervisory Board.

With the amendment to clause 13 of the articles of association taking effect, the new provisions on Supervisory Board remuneration in relation to paragraph 13.5 of the articles of association shall apply for the first time to the financial year beginning on 1 January 2025.

FURTHER INFORMATION ON THE CONVENING

1. PARTICIPATION IN THE ANNUAL GENERAL MEETING

Pursuant to clause 15 para. 15.1 of the Company's articles of association, only those shareholders who have registered in due time and provided proof of their share ownership are entitled to participate in the Annual General Meeting and exercise their voting rights. Pursuant to clause 15 para. 15.2 of the Company's articles of association, proof of share ownership must be provided as of the close of business on the twenty-second day prior to the Annual General Meeting, i.e. Tuesday, 20 May 2025, 24:00 (CEST) ("Record Date").

Proof of share ownership in accordance with clause 15 para. 15.1 of the articles of association is sufficient in accordance with section 67c (3) AktG. The registration and proof of share ownership must be received by the company no later than the end of 4 June 2025, 24:00 (CEST), at the following address, fax number or email address.

hGears AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 889 690 633
Email: anmeldung@linkmarketservices.eu

Upon receipt of the registration and proof of share ownership by the company, the shareholder will be sent an admission ticket for the Annual General Meeting and the access data (access ID and password) required to use the password-protected Internet service (see section 2. "Password-protected Internet service") at <https://ir.hgears.com/annual-general-meeting/>. To ensure timely receipt of the admission ticket, we kindly ask the shareholders to request an admission ticket from their depository bank in good time. The admission tickets sent by post or deposited at the venue are merely organisational aids and are not a prerequisite for participation in the Annual General Meeting or for exercising voting rights.

In relation to the company, only those who have provided special proof of share ownership are entitled to participate in the Annual General Meeting and exercise their voting rights as shareholders. The entitlement to participate and the scope of voting rights are determined exclusively by the shareholder's shareholding on the Record Date. The Record Date does not impose any restrictions on the transferability of the shareholding. Even in the event of the (complete or partial) sale of the shareholding after the Record Date, the shareholder's shareholding on the Record Date shall be decisive for participation and the scope of voting rights; i.e. sales of shares after the Record Date shall have no effect on the entitlement to participate and the scope of voting rights. The same applies to acquisitions and additional acquisitions of shares after the Record Date. Anyone who is not a shareholder on the Record Date but acquires shares before the Annual General Meeting is not entitled to participate or vote. The Record Date is also irrelevant for any dividend entitlement.

2. PASSWORD-PROTECTED INTERNET SERVICE

From 21 May 2025, a password-protected Internet service will be available on the company's website at <https://ir.hgears.com/annual-general-meeting/>. Registered shareholders (or their proxies) can use this password-protected Internet service to electronically issue, change or revoke a proxy in accordance with the procedure provided for this purpose, as well as electronically issue proxies and instructions to the Company's proxy holders, change or revoke them electronically (for details, see sections "3. Procedure for voting by proxy – (a) Authorisation of third parties" and "3. Procedure for voting by proxy – (c) Procedure for the casting of votes by proxies appointed by the company" below).

The access data (access ID and password) for using the password-protected Internet service will be sent to shareholders together with the admission tickets for the Annual General Meeting (see section "1. Participation in the Annual General Meeting" above).

It is not possible to exercise shareholder rights other than those mentioned above via the Internet service; in particular, questions cannot be submitted, motions cannot be made, and objections to resolutions of the Annual General Meeting cannot be lodged via the Internet service, nor will the Annual General Meeting be broadcast in image and/or sound via the Internet service or in any other way.

3. **PROCEDURE FOR VOTING BY PROXY**

Shareholders who have duly registered but do not wish to attend the Annual General Meeting in person may also exercise their voting rights through a proxy, e.g. an intermediary (e.g. a credit institution), a shareholders' association, the proxies appointed by the company or a person of their choice. Proxy voting also requires timely registration and timely proof of share ownership, as explained in this section of the invitation under section "1. Participation in the Annual General Meeting".

(a) **Authorisation of third parties**

The granting of power of attorney, its revocation and proof of authorisation to the company must be made in writing (section 126b of the German Civil Code, (*Textform*)) if neither an intermediary (e.g. a bank) nor a person or institution equivalent to an intermediary pursuant to section 135 (8) AktG is authorised.

Shareholders who wish to authorise a representative may use the form sent to duly registered persons together with the admission ticket to grant the proxy. A corresponding form is also available on the Company's website at <https://ir.hgears.com/annual-general-meeting/>.

The granting of proxy, its revocation and proof of a proxy granted to a proxy or its revocation vis-à-vis the company can be communicated in one of the following ways:

hGears AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

by email: hgears@linkmarketservices.eu

A proxy may also be granted electronically from 21 May 2025 via the password-protected Internet service at <https://ir.hgears.com/annual-general-meeting/> (see section "2. Password-protected Internet service" above) in accordance with the procedure provided for this purpose by 10 June 2025, 24:00 (CEST) at the latest.

The access data required to use the password-protected Internet service (access ID and password) will be sent together with the admission tickets after registration has been made in due form and time. Use of the password-protected Internet service by a proxy requires that the proxy receives the relevant access data.

Proof of authorisation may also be provided by the proxy presenting the proxy at the entrance to the Annual General Meeting, in the case of proxy voting, until the start of the voting. The revocation may be presented on the day of the Annual General Meeting by the shareholder or an (other) authorised third party.

(b) Authorisation of intermediaries or persons or institutions equivalent to these pursuant to section 135 (8) of the German Stock Act (AktG)

The statutory provisions, in particular section 135 AktG, apply to the authorisation of intermediaries (e.g. credit institutions) or persons or institutions equivalent to these pursuant to section 135 (8) AktG (e.g. shareholders' associations) and to the proof and revocation of such proxy. Shareholders are requested to consult with their proxy in due time in the cases specified in section 135 AktG regarding any special requirements for the granting of proxies (in particular with regard to their form).

(c) Procedure for the casting of votes by proxies appointed by the company

We offer our shareholders the option of being represented at the Annual General Meeting by proxies appointed by the Company in accordance with their instructions. The proxies are obliged to vote in accordance with the instructions; they may not exercise the voting rights at their own discretion. In the case of votes for which no express instructions have been given, they shall abstain from voting. In particular, the Company's proxies are not available to ask questions or make motions at the Annual General Meeting or to lodge objections to resolutions of the Annual General Meeting.

The proxy and instruction form for the Company's proxies is printed on the admission ticket sent to shareholders after their registration and proof of share ownership have been received by the Company in due form and time. A corresponding form is also available on the Company's website at <https://ir.hgears.com/annual-general-meeting/>.

For organisational reasons, the granting of proxy to the proxies appointed by the company, the issuing of instructions, their amendment and revocation must be received by the company by one of the following means by no later than 10 June 2025, 24:00 (CEST):

hGears AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

by email: hgears@linkmarketservices.eu

Proxies and instructions to the company's proxy holders may also be submitted from 21 May 2025 via the password-protected Internet service at <https://ir.hgears.com/annual-general-meeting/> (see section "2. Password-protected Internet service" above) in accordance with the procedure provided for this purpose by 10 June 2025, 24:00 (CEST) at the latest.

After midnight (CEST) on 10 June 2025, proxies and instructions may only be issued to the proxies appointed by the company by shareholders completing the form enclosed with the voting documents and handing it in at the entrance/exit control at the latest before the start of voting at the Annual General Meeting.

The authorisation of the proxies appointed by the Company does not preclude personal attendance at the Annual General Meeting. If a shareholder wishes to attend and exercise their shareholder rights in person or through another proxy despite having already authorised the proxies appointed by the Company, their personal attendance or attendance through a proxy shall be deemed to revoke the authorisation of the proxies appointed by the Company.

During the Annual General Meeting, proxies and instructions to the proxies appointed by the Company may be issued on site, among other things, by using the form provided for this purpose on the voting card.

4. **INFORMATION ON SHAREHOLDERS' RIGHTS**

(a) Supplementary motions at the request of a minority pursuant to section 122 (2) AktG

Shareholders whose shares together amount to one-twentieth (5 %) of the share capital or the proportional amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be added to the agenda or announced. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be made in writing (section 126 of the German Civil Code) to the Management Board of hGears AG and must be received by the company no later than 11 May 2025 at 24:00 (CEST).

The applicants must prove that they have been the holders of the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board has decided on the request.

Any requests for additions shall be sent to the following address:

hGears AG
- Management Board -
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Any additions to the agenda that are to be announced will be published in the Federal Gazette immediately upon receipt of the request and forwarded to media outlets that can be expected to disseminate the information throughout the European Union. They will also be published at <https://ir.hgears.com/annual-general-meeting/> and communicated to shareholders.

(b) Counter-motions and election proposals by shareholders pursuant to sections 126 (1) and 127 AktG

Shareholders may submit counter-motions to the company against proposals by the Management Board and Supervisory Board on specific items on the agenda (together with any reasons) as well as election proposals for the election of auditors and Supervisory Board members. Counter-motions and election proposals must be sent exclusively to:

hGears AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Email: antraege@linkmarketservices.eu

The company will publish all counter-motions to a proposal by the Management Board and the Supervisory Board on a specific agenda item in accordance with section 126 (1) AktG and nominations in accordance with section 127 AktG, including the name of the shareholder, any reasons and any comments by the management, on the Internet at <https://ir.hgears.com/annual-general-meeting/> if they are received by the company at least 14 days before the meeting, i.e. no later than 27 May 2025, 24:00 (CEST), at the above postal address or email address. Counter-motions and election proposals from shareholders sent to any other address will not be considered.

The company may refrain from publishing a counter-motion or election proposal and, if applicable, its reasons under the conditions specified in section 126 (2) AktG. The reasons for a counter-motion do not need to be made available if they exceed 5,000 characters in total. Furthermore, the Management Board is not required to make nominations by

shareholders available if they do not contain the name of the person nominated, their profession and place of residence.

Counter-motions and election proposals shall only be submitted if they are submitted during the Annual General Meeting. The right of each shareholder to submit counter-motions and election proposals on the various items on the agenda during the Annual General Meeting, even without prior and timely notification to the Company, remains unaffected.

(c) Right of shareholders to information pursuant to section 131 (1) AktG

Pursuant to section 131 (1) AktG, every shareholder is entitled, upon request at the Annual General Meeting, to receive information from the Management Board on matters concerning the company, including the company's legal and business relationships with an affiliated company, as well as the situation of the Group and the companies included in the consolidated financial statements, insofar as this is necessary for a proper assessment of the agenda item.

The exercise of the right to information requires participation in the Annual General Meeting. In this respect, the requirements for participation in the Annual General Meeting explained in section 1 of this invitation must be observed, in particular the registration deadline.

(d) Further explanations of shareholder rights

Further explanations of shareholders' rights pursuant to sections 122 (2), 126 (1), 127 and 131 (1) AktG are available on the Internet at <https://ir.hgears.com/annual-general-meeting/>.

5. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of convening, the company's share capital is divided into 10,400,000 no-par value shares with the same number of voting rights. There are therefore 10,400,000 voting rights.

6. DATA PROTECTION

hGears AG processes personal data of its shareholders and any shareholder proxies for the purpose of preparing and holding its Annual General Meeting. The purpose of data processing is to enable shareholders and shareholder proxies to participate in the Annual General Meeting and to exercise their rights before and during the Annual General Meeting.

hGears AG processes this data as the controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of personal data and on the rights under the GDPR are available on the company's website at

<https://ir.hgears.com/annual-general-meeting/>.

Schramberg, April 2025

The Management Board

Minimum information pursuant to section 125 para. 1 German Stock Corporation Act (AktG) in connection with section 125 para. 5 AktG, article 4 para. 1 and table 3 blocks A to C of the annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	HGEA062025HV
2. Type of message	Meeting notice of a general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE000A3CMGN3
2. Name of issuer	hGears AG
C. Specification of the meeting	
1. Date of the general meeting	11.06.2025 [format pursuant to Implementing Regulation (EU) 2018/1212: 20250611]
2. Time of the general meeting	10:00 hours (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the general meeting	Ordinary annual general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the general meeting	hGears AG Brambach 39, 78713 Schramberg, Germany
5. Record Date	20.05.2025, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20250520]
6. Uniform Resource Locator (URL)	https://ir.hgears.com/en/annual-general-meeting/