

ANNUAL GENERAL MEETING ON 11 JUNE 2025

NOTES ON AGENDA ITEM 11 – AMENDMENT OF THE REMUNERATION SYSTEM FOR THE SUPERVISORY BOARD

Remuneration System for the Supervisory Board

The remuneration of the Supervisory Board members is specified in Clause 13 of the Article of Association of hGears AG. Accordingly, the Supervisory Board members receive fixed remuneration based on their function on the Supervisory Board.

The expenses incurred by the Supervisory Board members in the performance of their duties are reimbursed by the Company. The value-added tax is reimbursed by the Company to the extent that the Supervisory Board members are entitled to invoice the Company separately for the value-added tax and exercise this right.

The remuneration for the Supervisory Board is no longer to be paid after the end of the respective financial year, but is to be paid pro rata temporis within one month of the end of each quarter. This change to the remuneration system is to apply from 1 January 2025.

The remuneration of the Supervisory Board is as follows:

Fixed remuneration

- The Supervisory Board members receive fixed remuneration for each full financial year of membership of the Supervisory Board amounting to EUR 30.000,00 for the individual member.
- For the Supervisory Chairman, the fixed remuneration is EUR 40.000,00 and for the Supervisory Board Deputy Chairman EUR 35.000,00.

Committee remuneration

- In addition to the fixed remuneration, the Supervisory Board members receive annual remuneration of EUR 15.000,00. The Chairman of the Audit Committee receives an annual remuneration of EUR 17,500.00.

Payment

- The fixed remuneration and the committee remuneration is to be paid pro rata temporis within one month of the end of each quarter.

Supervisory Board members who are members of the Supervisory Board or a committee for only part of the financial year or who chair or deputy-chair the Supervisory Board or chair a committee receive the fixed remuneration on a time-proportionate basis.

The Company is authorized to take out financial loss insurance (so called D&O, directors and officers liability insurance) for the Supervisory Board members, with the insurance premium being paid by the Company.

The Company also reimburses Supervisory Board members for any value-added tax due on the remuneration and the reimbursement of expenses to the extent that the Supervisory

Board members are entitled to invoice the Company separately for the value-added tax and exercise this right.

The Supervisory Board members receive appropriate remuneration, the structure and amount of which reflect the requirements and responsibilities of the office as well as the time commitment involved. This enables highly qualified candidates to be recruited for the Supervisory Board. Neutrality and objectivity in the interests of the Company are ensured by granting solely fixed remuneration that is not tied to performance. In any case, this complies with the suggestion G18 of the German Corporate Governance Code. Overall, the remuneration system for the Supervisory Board thus contributes to promoting the Company's business strategy and long-term development.

In accordance with section 113 (3) sentence 1 AktG, the remuneration of the Supervisory Board members is to be reviewed at least every four years and a resolution approving the remuneration passed at the Annual General Meeting; a confirming resolution is also possible under section 113 (3) sentence 2 half-sentence 1 AktG. If the Annual General Meeting does not approve the remuneration system, a revised remuneration system is to be submitted for approval by no later than the following Annual General Meeting. The review also regularly includes a comparison with other listed companies of a comparable size. If necessary, an external remuneration advisor who is independent of the Management Board and Supervisory Board may provide support in this regard. The Supervisory Board and the Management Board jointly submit proposals for revising or confirming the remuneration of the members of the Supervisory Board.

Potential conflicts of interest in the review of the remuneration system are averted through the statutory allocation of powers. This is because the sole decision-making authority on the remuneration for the Supervisory Board is held by the Annual General Meeting in accordance with section 113 AktG. In all other respects, the Supervisory Board's general rules on conflicts of interest apply and stipulate that the Supervisory Board provides information in its report to the Annual General Meeting on any conflicts of interest that have arisen and how they have been averted.