

DISCLOSURE IN ACCORDANCE WITH SECTIONS 289A AND 315A HGB

Composition of share capital

The share capital amounts to EUR 10,400,000.00 and is divided into 10,400,000 no-par value bearer shares. All shares carry the same rights and obligations. Each share grants one vote at the Annual General Meeting.

Restrictions affecting voting rights or the transfer of shares

The Management Board is not aware of any restrictions affecting voting rights or the transfer of shares beyond the legal limitations.

The following shareholders hold more than 10% of the voting rights

Finatem III GmbH & Co. KG, Frankfurt am Main, Germany notified us on 18 June 2021, that its shareholding in the Company was 35.8% of the voting rights. As of 31 December 2025, the shareholding in the Company amounts to 34.6 % of the voting rights.

Monega Kapitalanlage GmbH, Cologne, Germany notified us on 15 January 2025, that its shareholding in the Company was 13.8% of the voting rights. As of 31 December 2025, the shareholding in the Company amounts to 15.7 % of the voting rights.

Shares with special rights conferring powers of control

No special rights conferring powers of control apply to shareholders.

Control of voting rights of employee shares with indirect exercise of control rights

The employees participating in the capital of the Company may exercise their control rights directly themselves.

Statutory requirements and provisions of the Articles of Association on the appointment and dismissal of members of the Management Board and on amendments of the Articles of Association

The appointment and dismissal of members of the Management Board are based on Sections 84 and 85 German Stock Corporation Act ("AktG") in conjunction with Section 6 of the Articles of Association. According to Section 6 (1) of the Articles of Association, the Management Board shall consist of one or more persons; the Supervisory Board determines the number of its members. Members of the Management Board are appointed by the Supervisory Board for a maximum period of five years. Re-appointments are permitted. The Supervisory Board can dismiss a member of the Management Board when there is good cause for the dismissal. The Supervisory Board decides on the appointment or dismissal of a member of the Management Board by simple majority.

Pursuant to Section 179 AktG in conjunction with Section 17 (3) of the Articles of Association, amendments to the Articles of Association require a resolution of the Annual General Meeting, which must be passed by a simple majority of the votes cast and simple majority of the share capital represented at the time the resolution is adopted where statutory law requires capital majority, unless mandatory law requires a higher majority.

Authorization of the Management Board to issue and repurchase shares

The Management Board is authorized to issue shares as well as to acquire and use treasury shares as follows:

Authorization to issue warrant-linked bonds, convertible bonds, profit-participation rights and income bonds

The Annual General Meeting of the Company of 11 June 2025 authorized the Management Board, subject to the approval of the Supervisory Board, to issue until 10 June 2030 warrant-linked and/or convertible bonds, profit-participation rights and/or income bonds (together the "Bonds") on one or more occasions with a total nominal amount of up to EUR 100,000,000.00 subject to further terms and has created contingent capital for this in the amount of up to EUR 3,261,000.00 (Conditional Capital 2025). The holders of the abovementioned Bonds can be granted conversion or subscription rights in respect of up to 3,261,000 new, ordinary bearer shares (Inhaberaktien) with no par value (Stückaktien) in the Company with a notional interest in the share capital of a total of up to EUR 3,261,000.00.

Repurchase shares

The Management Board was authorized by the Annual General Meeting on 5 May 2021 to acquire treasury shares representing a total of up to 10 % of the share capital until 4 May 2026, under the condition that the shares to be acquired on the basis of this authorization, together with other shares held by the Company which the Company has already acquired and which are still in its possession or attributable to the Company in accordance with Sections 71a et seq. AktG, at no time exceed 10 % of the share capital of the Company. The shares acquired pursuant to this authorization may be used, under exclusion of the shareholders' subscription rights, for any legally admissible purposes, in particular those specified in the authorization.

Authorized capital

By virtue of the Articles of Association, the Management Board is authorized to increase the share capital of hGears AG in accordance with the Articles of Association until 10 June 2030, with the approval of the Supervisory Board, by issuing new no-par value bearer shares against cash and/or non-cash contributions (including so-called mixed non-cash contributions) on one or more occasions, but by no more than a total of EUR 5,200,000.00 (Authorized Capital 2025). The shareholders are entitled to the statutory subscription rights. The new shares may also be underwritten by one or more banks or companies within the meaning of Section 186 (5) sentence 1 AktG designated by the Management Board with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights in the cases specified in the authorization.

Conditional capital

The Company's share capital is conditionally increased by up to EUR 3,261,000.00 by issuing up to 3,261,000 new no-par value bearer shares carrying dividend rights from the beginning of the financial year in which they are issued (Conditional Capital 2025). The conditional capital increase serves to service bonds issued on the basis of the authorization resolution of the Annual General Meeting on 11 June 2025.

The Company's share capital is conditionally increased by up to EUR 525,450 by issuing up to 525,450 no-par value bearer shares (Conditional Capital 2024). The Conditional Capital 2024 is exclusively for the purpose of issuing shares of the Company to issue subscription rights to shares of the Company to members of the Management Board of the Company and selected executives of the Company and of companies affiliated with the Company within the meaning of Sections 15 et seq. AktG in the form of stock options in accordance with the authorization resolution of the Annual General Meeting on 11 June 2024. The conditional capital increase will only be implemented to the extent that stock options are granted in accordance with the aforementioned authorization resolution (stock option program 2024), the holders of the stock options exercise their option rights and the Company does not grant any treasury shares to service the stock options. The new no-par value bearer shares are entitled to dividends from the beginning of the financial year for which the Annual General Meeting has not yet passed a resolution on the appropriation of profits at the time of issue. The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly in line with the respective utilization of Conditional Capital 2024 and after expiry of all exercise periods. The Management Board with the approval of the Supervisory Board and - with regard to the members of the Management Board - the Supervisory Board are authorized to determine the further details of the issuance of shares from the Conditional Capital 2024.

Agreements related to change of control

hGears AG has entered into the following material agreement, which contains provisions in the event of a change of control following a takeover bid:

Unused credit line agreements provide for an extraordinary right of termination by the lenders.

Compensation agreements in case of a takeover offer

The employment agreement with one senior employee provides for a compensation payment in the event of a premature termination of the employment following a change of control. The compensation payment amounts to two annual gross salaries and is subject to the condition that the senior employee is significantly impacted by the change of control as further specified in the employment contract.

Schramberg, April 2026

hGears AG

The Management Board