

# hGears AG

Annual General Meeting on 11 June 2026

## A) Form for the power of attorney/instructions to the company's proxies

(This form does not replace the proper registration for the meeting. Please note the information on the last page.)

### Details of the Declarant

\_\_\_\_\_  
Last name, first name or company\*

\_\_\_\_\_  
Postal code, city

Ticket No.:	
No. of shares:	
Voting rights:	

\*Mandatory fields (Please refer to the information on the admission ticket for the meeting, which will be sent to you after proper registration.)

### Power of attorney and voting instructions to the company's proxies

I/We hereby authorize the company's proxies of hGears AG, Vanessa Arai Häussler, Amsterdam, and Claudia Schneckenburger, Meerbusch, with the right to grant sub-proxies, to represent me/us at the Annual General Meeting of hGears AG on 11 June 2026, disclosing my/our name(s) in the list of participants and being exempt from the restrictions of Section 181 of the German Civil Code (BGB), and to exercise or have exercised my/our voting rights for me/us in the manner set out below.

I/We issue **individual voting instructions** as indicated below:

Please issue an instruction for all agenda items listed below. Please tick the YES box to vote in favour, the NO box to vote against and the ABSTAIN box to abstain. If no explicit and unambiguous instruction is issued for individual agenda items, this will be treated as an abstention for those agenda items.

Agenda item	YES	NO	Abstention
2. Official approval of the actions of the members of the Management Board for fiscal year 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Official approval of the actions of the members of the Supervisory Board for fiscal year 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of the auditor of the annual and consolidated financial statements for fiscal year 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the amended remuneration system for the members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendment of clause 8 para. 8.1 of the articles of association to reduce the Supervisory Board from five to four members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Elections to the Supervisory Board			
8.1 Mrs Dr. Gabriele Fontane, Roedermark, Germany, attorney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2 Mr Daniel Michael Kartje, Kronberg i.Ts., Germany, business graduate (Dipl. Kaufmann)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.3 Mr Lars Ahns, Cologne, Germany, business graduate (Dipl. Kaufmann)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Granting of a new authorisation to issue stock options to members of the Management Board (Stock Option Programme 2026) and the cancellation of the existing authorisation to issue stock options (Stock Option Programme 2024), the creation of new Conditional Capital 2026 to service the Stock Option Programme 2026 and the corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

countermotion/election proposal	For	Against	Abstention
A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The voting instructions refer to the management's proposed resolutions published in the Federal Gazette (Bundesanzeiger). Any countermotions and election proposals submitted by shareholders that are required to be made available can be found exclusively on the Internet at: <https://ir.hgears.com/de/hauptversammlung/>.

\_\_\_\_\_  
city, date

\_\_\_\_\_  
Signature(s) or legibly written name of the declarant in accordance with Section 126b of the German Civil Code (BGB).

# hGears AG

Annual General Meeting on 11 June 2026

## B) Proxy to a third party

(This form does not replace the proper registration for the meeting. Please note the information on the last page.)

### Details of the Declarant

\_\_\_\_\_  
Last name, first name or company\*

\_\_\_\_\_  
Postal code, city

<b>Ticket No.:</b>	
<b>No. of shares:</b>	
<b>Voting rights:</b>	

\*Mandatory fields (Please refer to the information on the admission ticket for the meeting, which will be sent to you after proper registration.)

### Proxy to a third party

I/We hereby authorize

\_\_\_\_\_  
Last name, first name

\_\_\_\_\_  
Postal code/city

to represent me/us at the Annual General Meeting of hGears AG, disclosing my/our name(s) and being exempt from the restrictions of Section 181 of the German Civil Code (BGB), and with the right to grant sub-proxies, and to exercise the voting right and/or other shareholder rights for me/us.

\_\_\_\_\_  
City/date

\_\_\_\_\_  
Signature(s) or legibly written name of the declarant  
in accordance with Section 126b of the German Civil Code (BGB)

### Sub-proxy

I/We hereby authorize

\_\_\_\_\_  
Last name, first name

\_\_\_\_\_  
Postal code/city

the principal proxy grantor, disclosing the name of the shareholder and being exempt from the restrictions of Section 181 of the German Civil Code (BGB), and with the right to grant sub-proxies, to represent such shareholder at the Annual General Meeting of hGears AG and to exercise the voting right and/or other shareholder rights arising from the shares represented for such shareholder(s).

\_\_\_\_\_  
City/date

\_\_\_\_\_  
Signature(s) or legibly written name of the declarant  
in accordance with Section 126b of the German Civil Code (BGB)

# hGears AG

## Annual General Meeting on 11 June 2026

### C) Notes

#### Registration for the meeting

Shareholders may attend the Annual General Meeting and/or exercise their voting rights only if they have duly registered and submitted proof of their shareholding, which must refer to the end of the 22nd day prior to the Annual General Meeting, i.e. the end of 20 May 2026 (24:00 CEST).

Only those shareholders who have registered by no later than the end of 4 June 2026 (24:00 CEST) are entitled to attend the Annual General Meeting and to exercise their voting rights. Like the registration, the proof of shareholding must also be received by the Company by no later than the end of 4 June 2026 (24:00 CEST) at:

hGears AG  
c/o ABN AMRO Bank N.V. Frankfurt Branch  
Mainzer Landstraße 1  
60329 Frankfurt am Main  
Germany

or by email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

or by using the online service at [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

must be sent to the Company:

#### Granting of powers of attorney and voting instructions to the Company's designated proxies

Shareholders have the option to have their voting rights exercised by the company's proxies. The company's proxies are obliged to vote in accordance with the instructions given.

Prior to the Annual General Meeting, powers of attorney and voting instructions may be granted up to the end of 10 June 2026 (24:00 CEST) (receipt is decisive) online via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or by using the form printed above under A) "Form for the power of attorney/instructions to the company's proxies". In this case, the completed proxy form must be submitted to the addresses stated above. Alternatively, shareholders or shareholder representatives who are present or represented at the Annual General Meeting may grant a power of attorney to the Company's proxies during the Annual General Meeting up to the end of the general debate.

The most recently received power of attorney for the same shareholding shall be taken into account.

An explicit instruction must be given for each agenda item. Without explicit instructions for the individual agenda items, the company's proxies cannot make use of the power of attorney. If a separate vote is held on an agenda item without this having been announced prior to the Annual General Meeting, the instruction for that agenda item shall also apply as the corresponding instruction for each item of the separate vote.

The Company's proxies do not lodge objections against resolutions of the Annual General Meeting for recording in the minutes of the notary.

Even in the case of authorising the company's proxies, the shareholder's registration and the proof of shareholding must be submitted in due time in accordance with the provisions set out above.

#### Authorising a third party

If you wish to authorise a third party to attend the Annual General Meeting, you may complete the form printed above under B) "Proxy to a third party" and hand your admission ticket to your representative. Proof of authorisation must either be provided by the authorised representative on the day of the Annual General Meeting or, by way of a declaration to the Company, be received by 10 June 2026 (24:00 CEST) – time of receipt – at the following address:

hGears AG  
c/o ABN AMRO Bank N.V. Frankfurt Branch  
Mainzer Landstraße 1  
60329 Frankfurt am Main  
Deutschland

or by email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

or by using the online service at [www.abnamro.com/evoting.f](http://www.abnamro.com/evoting.f)

A power of attorney may also be granted in advance independently of sending the admission ticket and will be taken into account if the shareholder has duly registered for the Annual General Meeting.