



The Social Chain AG[©]

The Social Chain AG

Berlin

WKN: A1YC99

ISIN: DE000A1YC996

Unique identifier of the event: PU11062023HV

We invite all shareholders

to attend the ordinary Annual General Meeting

at Spreespeicher, Stralauer Allee 2, 10245 Berlin, on

Wednesday, 21 June 2023, at 11:00 hours (CEST).

Information pursuant to Section 125 para. 2 German Stock Corporation Act (AktG) in connection with Section 125 para. 5 AktG, Article 4 para. 1 and Table 3 of the Annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	PU11062023HV
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	DE000A1YC996
2. Name of issuer	The Social Chain AG
C. Specification of the meeting	
1. Date of the general meeting	21.06.2023 [format pursuant to Implementing Regulation (EU) 2018/1212: 20230621]
2. Time of the general meeting	11:00 hours (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 09:00 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	Spreespeicher, Stralauer Allee 2, 10245 Berlin, Germany
5. Record Date	14.06.2023 [format pursuant to Implementing Regulation (EU) 2018/1212: 20230614]
6. Uniform Resource Locator (URL)	https://thesocialchain.ag/en/investor-relations/annual-general-meeting

I. Agenda

- 1. Presentation of the approved Annual Financial Statements as per 31 December 2022 and the Management Report for the 2022 financial year, the approved Consolidated Financial Statements as per 31 December 2022 and the Consolidated Management Report for the 2022 financial year, as well as the Report of the Supervisory Board for the 2022 financial year.**

These documents also contain the disclosures pursuant to Sections 289a, 315a German Commercial Code (*HGB*) as well as the Explanatory Report of the Management Board in this regard. They are available on the internet from the time the Annual General Meeting is convened and also during the proceedings at

<https://thesocialchain.ag/en/investor-relations/annual-general-meeting>.

They will be explained in more detail during the Annual General Meeting as well.

The Supervisory Board approved the Annual Financial Statements prepared by the Management Board in accordance with the German Commercial Code (*HGB*) and the Consolidated Financial Statements prepared in accordance with IFRS on 27 April 2023, respectively. The Annual Financial Statements have therefore been approved pursuant to Section 172 sentence 1 of the German Stock Corporation Act (*AktG*). No resolution of the Annual General Meeting is required for this agenda item under German law.

- 2. Resolution on formal discharge of liability for members of the Management Board in the 2022 financial year**

The Management Board and the Supervisory Board propose that the Management Board members who held office in the 2022 financial year be formally discharged of liability for the 2022 financial year.

- 3. Resolution on formal discharge of liability for members of the Supervisory Board in the 2022 financial year**

The Management Board and the Supervisory Board propose that all Supervisory Board members who held office in the 2022 financial year be formally discharged of liability for the 2022 financial year.

- 4. Resolution on the appointment of the auditor and group auditor for the 2023 financial year**

The Supervisory Board proposes – based on the recommendation of its Audit Committee – to appoint RSM GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, domiciled in Düsseldorf, as auditor of the annual financial statements and auditor of the consolidated financial statements for the 2023 financial year as well as auditor for a possible audit review of the half-yearly financial report and additional interim financial information for the 2023 financial year.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that it has not been imposed with any clause limiting the elective options within the meaning of Article 16 (6) EU Statutory Audit Directive.

5. Resolution on the election of members of the Supervisory Board

The Supervisory Board is composed in accordance with Sections 95 and 96 (1) AktG and Article 6 (1) of the Articles of Association of the Company and consists of three members. The Annual General Meeting is not bound by election proposals made by the management.

5.1 Election of Mr. Sebastian Stietzel

Dr. Georg Kofler resigned as a member of the Supervisory Board with effect from the end of 13 January 2023 and therefore left the Supervisory Board of the Company on that date. Since, as a result of the resignation, the Supervisory Board of the Company did not have the minimum number of members required by the Articles of Association and the law, the Berlin Local Court (Charlottenburg) appointed Mr. Sebastian Stietzel as a member of the Supervisory Board of the Company as of 16 January 2023 by resolution of 16 January 2023, following an immediate application by the Management Board based on a proposal by the Supervisory Board.

The court appointment of Mr. Sebastian Stietzel was made in accordance with Section 104 (6) AktG until such time as the defect in the composition of the Supervisory Board is remedied.

Mr. Sebastian Stietzel shall therefore now be elected to the Supervisory Board by the Annual General Meeting as successor to Dr. Georg Kofler. He has already declared his acceptance of the mandate in the event of his election by the Annual General Meeting, so that his office as a court-appointed member of the Supervisory Board will expire upon election by the Annual General Meeting.

Taking into account the objectives for the composition of the Supervisory Board and the competency profile developed for the entire Board, the Supervisory Board proposes that

with effect from the end of this Annual General Meeting

Mr. Sebastian Stietzel

residing in Berlin, Germany

Occupation: Business Graduate

be elected as a member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the ratification of the acts of the Supervisory Board for the fourth financial year after the beginning of the term of office, not counting the financial year in which the term of office begins.

Mr. Sebastian Stietzel is a member of the Supervisory Board of The New Meat Company AG and Chairman of the Board of Directors of SynBiotic SE. Beyond this, he is not a

member of any other statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises within the meaning of Section 125 (1) sentence 5 half-sentence 2 AktG.

Apart from his existing court appointment as a member of the Supervisory Board of the Company, the Supervisory Board considers Mr. Sebastian Stietzel to be independent of the Company, the Management Board and the controlling shareholders within the meaning of recommendations C.6 and C.7 of the German Corporate Government Code as amended on April 28, 2022 ("**DCGK 2022**"). It is true that Mr. Sebastian Stietzel was a member of the Management Board as well as Chief Operating Officer of the Company (at that time still trading as Lumaland AG) from 26 July 2017 to 29 March 2019 and authorised signatory as well as Vice President Post-Merger Integration of the Company from 29 March 2019 to 28 February 2020. However, the end of these functions is now more than two years ago.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Sebastian Stietzel and the Company, the executive bodies of the Company or a shareholder with a material interest in the Company within the meaning of Recommendation C.13 DCGK 2022.

The curriculum vitae of Mr. Sebastian Stietzel can be found below and is also accessible on the Company's website at

<https://thesocialchain.ag/en/investor-relations/annual-general-meeting>.

Mr. Sebastian Stietzel

residing in Berlin, Germany
Occupation: Business Graduate

Personal data

Year of birth: 1980

Place of birth: Neustrelitz, Germany

Education

Diploma studies in industrial engineering and business administration with focus on innovation marketing and human resources at the Technical University Berlin

Professional career

Since 2016	MARKTFLAGGE GmbH (Co-CEO / Co-Founder)
Since 2021	German Future Ventures GFV GmbH (CEO / Co-Founder)
Since 2020	SynBiotic SE (Chairman of the Board of Directors / before: Interim-CEO)
2019 - 2020	The Social Chain AG (VP Post-Merger-Integration / Authorised Signatory)
2017 - 2019	Lumaland AG (Member of the Board/ COO)
2008 - 2016	TiXOO AG (Founder, Partner, and Member of the Board / CEO)
1998 - 2008	creative-technical-visions GmbH (Founder, Partner, and Managing Director)

Honorary activities

President of the Berlin Chamber of Industry and Commerce

Member of the Supervisory Board of BERLIN PARTNER für Wirtschaft und Technologie GmbH

Member of the Advisory Board of CityLAB Berlin

Member of the Supervisory Board of Tegel Projekt GmbH / URBAN TECH REPUBLIC

Member of the Presidium of the German Chamber of Industry and Commerce

5.2 Election of Mr. Stephan Brunke

Furthermore, Mr. Henning Giesecke resigned from his office as a member of the Supervisory Board with effect from the end of this Annual General Meeting for personal reasons with a declaration of resignation dated 5 March 2023.

A new member of the Supervisory Board shall now also be elected by the Annual General Meeting to replace the retiring member Mr. Henning Giesecke.

Taking into account the objectives for the composition of the Supervisory Board and the competency profile developed for the entire Supervisory Board, the Supervisory Board proposes that

with effect from the end of this Annual General Meeting

Mr. Stephan Brunke

residing in Hamburg, Germany

Occupation: Auditor and Tax Consultant

be elected as a member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the ratification of the acts of the Supervisory Board for the fourth financial year after the beginning of the term of office, not counting the financial year in which the term of office begins.

Mr. Stephan Brunke is neither a member of other statutory supervisory boards nor a member of comparable domestic or foreign supervisory bodies of business enterprises within the meaning of Section 125 (1) sentence 5 half sentence 2 AktG.

In the opinion of the Supervisory Board, Mr. Stephan Brunke is to be regarded as independent of the Company, the Management Board and the controlling shareholders within the meaning of recommendations C.6 and C.7 DCGK 2022.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Stephan Brunke and the Company, the executive bodies of the Company or a shareholder with a material interest in the Company within the meaning of Recommendation C.13 DCGK 2022.

The curriculum vitae of Mr. Stephan Brunke can be found below and is also accessible on the Company's website at

<https://thesocialchain.ag/en/investor-relations/annual-general-meeting>

Mr. Stephan Brunke

resident in Hamburg, Germany

Profession: Tax consultant and certified public accountant

Personal data

Year of birth: 1973

Place of birth: Kassel, Germany

Education

Studied business administration at the University of Hamburg (Dipl.-Kaufmann), majoring in "Auditing and Trusteeship" and "Industrial Management"

Certified public accountant and tax consultant

Banker (IHK)

Professional career

Since 2017	Auditor and Tax Consultant in own office
2013 - 2016	Roever Broenner Susat Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft (Managing Partner)
2006 - 2013	Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft (Partner)
2005	Appointment as Auditor
2003	Appointment as Tax Consultant
2000 - 2006	Arthur Andersen Wirtschaftsprüfungsgesellschaft und Steuerberatungsgesellschaft mbH (<i>since Sept. 2002: Ernst & Young AG Wirtschaftsprüfungsgesellschaft</i>)

Honorary activities

Member of "Der Übersee-Club e.V.", Hamburg

Mr. Sebastian Stietzel and Mr. Stephan Brunke each have the accounting expertise required by Section 100 (5) AktG for at least one member of the Supervisory Board and the auditing expertise required by Section 100 (5) AktG for at least one other member of the Supervisory Board. The Supervisory Board has satisfied itself that Mr. Stietzel and Mr. Brunke can devote the time expected to the mandate. The Supervisory Board is convinced that the members of the Supervisory Board as a whole will continue to be familiar with the sector in which the Company operates within the meaning of Section 100 (5) last half-sentence AktG.

Following the election of the proposed candidates, the Supervisory Board will include what the Supervisory Board considers to be an appropriate number of independent members.

Elections shall be by individual ballot.

It is noted that within the newly formed Supervisory Board, Mr Stephan Brunke will be proposed as Chairman of the Supervisory Board in the event of his election by the Annual General Meeting.

6. Resolution on an amendment of Article 1 (1) of the Articles of Association (Company's Name)

The Company's name is to be changed in order to create a new corporate identity and comprehensive rebranding. The Management Board and the Supervisory Board therefore propose that the following amendment to the Articles of Association (change of name) be adopted:

Article 1 (1) of the Articles of Association is reworded as follows:

“(1) The company's name is Tomorrow Now AG.”

7. Resolution on amendments of Article 13 of the Articles of Association, in particular, to authorise the Management Board to arrange to hold a virtual General Meeting

7.1 Through the Act to Introduce Virtual General Meetings for Corporations and Amend Provisions of Cooperative, Insolvency and Restructuring Law (German Federal Gazette I 2022, p. 1166), the new Section 118a AktG makes it possible to hold General Meetings without the physical presence of shareholders or their proxies at the place of the meeting (virtual General Meeting). A provision in the Articles of Association is required in order to make use of this option for General Meetings convened on or after 1 September 2023. It is therefore proposed that the Articles of Association be amended to authorise the Management Board of the Company to hold virtual General Meetings in the future. This authorisation shall be limited to five years in accordance with the statutory provisions.

The Management Board and Supervisory Board, therefore, propose that the following amendment to the Articles of Association be adopted:

Article 13 of the Company's Articles of Association shall have the following new heading:

“Article 13 Right to participate”

A new Article 13 (3) shall be added to the Articles of Association

“(3) The Management Board is authorised (Authorisation 2023) to arrange for a General Meeting to be held as a meeting without the physical presence of the shareholders or their authorised representatives at the venue of the General Meeting (virtual General Meeting) provided that the meeting takes place within five years after the registration of this provision of the Articles of Association in the Commercial Register.”

7.2 In view of the advancing digitalization of business and legal transactions, the members of the Supervisory Board shall, in certain cases and in consultation with the Chairman of the Supervisory Board, be given the opportunity to participate in the Company's General Meetings by means of video and audio transmission from a location other than the venue of the General Meeting. A corresponding provision shall be included in Article 13 of the Articles of Association.

The Management Board and Supervisory Board, therefore, propose that the following amendment to the Articles of Association be adopted:

“(4) *The members of the Supervisory Board may, in consultation with the Chairman of the Supervisory Board, participate in the General Meeting by means of video and audio transmission if the respective Supervisory Board member is prevented from physically attending the venue of the General Meeting, if the Supervisory Board member is domiciled abroad or if attendance at the venue of the General Meeting would involve an unreasonably travel time, or if the General Meeting is held as a virtual Meeting.*”

- 7.3 Pursuant to Section 131 (2) sentence 2 AktG, the articles of association may authorise the chairman of the meeting to place reasonable time limits on shareholder questions and comments and to lay down additional rules in this regard. To ensure that the General Meeting can be conducted properly, the Company’s articles of association already provide in Article 15 (3), in keeping with common practice, that the chairman of the General Meeting can set appropriate time limits for shareholders’ questions and comments in the General Meeting. It shall be clarified that this right of the chairman also applies to all formats of a virtual General Meeting and also applies analogously to follow-up questions within the meaning of Section 131 (1d) sentence 1 AktG and new questions within the meaning of Section 131 (1e) sentence 1 AktG.

The Management Board and Supervisory Board, therefore, propose that the following amendment to the Articles of Association be adopted:

Article 15 (3) sentence 1 is reworded as follows:

“*The chairman of the meeting may place reasonable time limits on the right to ask questions (including follow-up questions within the meaning of Section 131 (1d) sentence 1 AktG and new questions within the meaning of Section 131 (1e) sentence 1 AktG) and on the right of shareholders to speak.*”

Otherwise, Article 15 (3) of the Articles of Association of the Company shall remain unchanged.

8. Resolution on the cancellation of the Authorised Capital 2022/I, the creation of a new Authorised Capital 2023 with the possibility to exclude the statutory subscription right as well as on the corresponding amendment to the Articles of Association

At the time this invitation is published, Authorised Capital is available to the Company in the amount of EUR 7,536,319.00 (Authorised Capital 2022/1).

The Authorised Capital 2022/I, to the extent that it has not been utilised, shall be cancelled in its entirety and replaced by a new Authorised Capital 2023/I in the amount of the legally permissible maximum volume of 50% of the current share capital existing at the time of the authorisation. The purpose is to enable the Management Board to continue to increase the share capital in an appropriate amount at short notice, without requiring a further resolution by the General Meeting.

In this regard, cancellation of the Authorised Capital 2022/I shall only become effective if the new Authorised Capital 2023 is effectively entered in the Commercial Register.

The Management Board and Supervisory Board, therefore, present the following proposals for resolution:

a) **Cancellation of the Authorised Capital 2022/I**

The authorisation granted by the ordinary General Meeting of 8 June 2022 and limited until 7 June 2027 to increase the Share Capital pursuant to Article 3 (6) of the Company's Articles of Association will – to the extent still effective – be cancelled in full when the new Authorised Capital 2023 becomes effective. Until the date on which the cancellation of the Authorised Capital 2022/I becomes effective, the Management Board and the Supervisory Board shall remain authorised to exercise this authorisation within its limits.

b) **Creation of new Authorised Capital 2023**

The Management Board is authorised until 20 June 2028, with the consent of the Supervisory Board, to increase the Share Capital by a total of up to EUR 7,877,671.00 by issuing a total of up to 7,877,671 new registered no-par value shares, against cash contributions and/or contributions in kind on one or more occasions (Authorised Capital 2023). This authorisation may be used in instalments.

Shareholders shall be granted a subscription right to the new shares as a rule. The new shares may also be handled by one or more banking institution(s) or one or more companies operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) German Banking Act (financial institution) or a syndicate of these banking or financial institutions with the obligation to offer them to the shareholders for subscription (indirect subscription right). The Management Board is authorised, however, with the consent of the Supervisory Board, to cancel the shareholders' subscription right for one or more capital increase(s) within the framework of the Authorised Capital 2023,

- aa) inasmuch as is necessary to exclude any fractional amounts from the subscription right;
- bb) inasmuch as is necessary to protect against dilution such that the holders of conversion or option rights that have been or will be issued by the Company or by companies in which the Company directly or indirectly holds a majority interest, may be granted subscription rights to new shares in the amount to which they would be entitled after exercising the conversion or option rights or after fulfilling conversion obligations;
- cc) in the event of a capital increase against contributions in kind, in particular within the scope of mergers or for the (also indirect) acquisition of companies, businesses, parts of companies, interests or other assets such as receivables, including receivables against the Company or its group companies;

- dd) if, in the event of a capital increase against cash contributions, the issue price of the new shares is not significantly lower than the stock exchange price of listed shares and the proportionate amount of the Share Capital attributable to the shares issued against cash contributions under exclusion of the subscription right pursuant to or in analogous application of Section 186 (3) sentence 4 AktG does not exceed 10% of the total Share Capital during the term of this authorisation, neither at the time this authorisation becomes effective nor at the time it is exercised whereby the stock exchange price shall be equivalent to the price of an American Depository Share (“ADS”) listed on the New York Stock Exchange or on the NASDAQ Stock Exchange multiplied by the number of ADS representing one share. It shall be at the discretion of the Company to select which stock exchange price shall be authoritative if the Company’s share is listed on the Regulated Market of the Frankfurt Stock Exchange and, at the same time, ADS of the Company are listed on the New York Stock Exchange or on the NASDAQ Stock Exchange. The described limit of 10% of the Share Capital shall be offset against those shares (i) which are or will be issued to service bonds with conversion or option rights, insofar and inasmuch as the bonds are issued during the term of this authorisation in analogous application of Section 186 (3) sentence 4 AktG, and (ii) which are sold during the term of the Authorised Capital 2023 on the basis of an authorisation to sell treasury shares pursuant to Sections 71 (1) no. 8 sentence 5, 186 (3) sentence 4 AktG, excluding the subscription right; or
- ee) for the purpose of listing the shares of the Company on a foreign stock exchange, if applicable in the form of ADS, and in this connection also for the purpose of creating the shares, if applicable in the form of ADS, which are to be used for settlement or in connection with an over-allotment option.

The Management Board is authorised, with the consent of the Supervisory Board, to determine all other details of the capital increase and the terms of the share issue; included in this is the determination of a dividend entitlement for the new shares, which, notwithstanding Section 60 (2) AktG, may be determined for a past financial year as well. The Supervisory Board is authorised, proportionate to the respective utilisation of the Authorised Capital and after the expiry of the authorisation period, to amend the Articles of Association following complete or partial implementation of the Share Capital increase.

c) **Amendment of the Articles of Association**

The Company’s Articles of Association shall include the following, completely new wording of Article 3 (6):

- “(6) *The Management Board is authorised until 20 June 2028, with the consent of the Supervisory Board, to increase the Share Capital by a total of up to EUR 7,877,671.00 by issuing a total of up to 7,877,671 new registered no-par value shares, against cash contributions and/or contributions in kind on one or more occasions (Authorised Capital 2023).*

This authorisation may be used in instalments.

Shareholders shall be granted a subscription right to the new shares as a rule. The new shares may also be handled by one or more banking institution(s) or one or more companies operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) German Banking Act (financial institution) or a syndicate of these banking or financial institutions with the obligation to offer them to the shareholders for subscription (indirect subscription right).

The Management Board is authorised, however, with the consent of the Supervisory Board, to cancel the shareholders' subscription right for one or more capital increase(s) within the framework of the Authorised Capital 2023,

- aa) inasmuch as is necessary to exclude any fractional amounts from the subscription right;*
- bb) inasmuch as is necessary to protect against dilution such that the holders of conversion or option rights that have been or will be issued by the Company or by companies in which the Company directly or indirectly holds a majority interest, may be granted subscription rights to new shares in the amount to which they would be entitled after exercising the conversion or option rights or after fulfilling conversion obligations;*
- cc) in the event of a capital increase against contributions in kind, in particular within the scope of mergers or for the (also indirect) acquisition of companies, businesses, parts of companies, interests or other assets such as receivables, including receivables against the Company or its group companies;*
- dd) if, in the event of a capital increase against cash contributions, the issue price of the new shares is not significantly lower than the stock exchange price of listed shares and the proportionate amount of the Share Capital attributable to the shares issued against cash contributions under exclusion of the subscription right pursuant to or in analogous application of Section 186 (3) sentence 4 AktG does not exceed 10% of the total Share Capital during the term of this authorisation, neither at the time this authorisation becomes effective nor at the time it is exercised, whereby the stock exchange price shall be equivalent to the price of an American Depository Share ("ADS") listed on the New York Stock Exchange or on the NASDAQ Stock Exchange multiplied by the number of ADS representing one share. It shall be at the discretion of the Company to select which stock exchange price shall be authoritative if the Company's share is listed on the Regulated Market of the Frankfurt Stock Exchange and, at the same time, ADS of the Company are listed on the New York Stock Exchange*

or on the NASDAQ Stock Exchange. The described limit of 10% of the Share Capital shall be offset against those shares (i) which are or will be issued to service bonds with conversion or option rights, insofar and inasmuch as the bonds are issued during the term of this authorisation in analogous application of Section 186 (3) sentence 4 AktG, and (ii) which are sold during the term of the Authorised Capital 2023 on the basis of an authorisation to sell treasury shares pursuant to Sections 71 (1) no. 8 sentence 5, 186 (3) sentence 4 AktG, excluding the subscription right; or

- ee) for the purpose of listing the shares of the Company on a foreign stock exchange, if applicable in the form of ADS, and in this connection also for the purpose of creating the shares, if applicable in the form of ADS, which are to be used for settlement or in connection with an over-allotment option.*

The Management Board is authorised, with the consent of the Supervisory Board, to determine all other details of the capital increase and the terms of the share issue; included in this is the determination of a dividend entitlement for the new shares, which, notwithstanding Section 60 (2) AktG, may be determined for a past financial year as well. The Supervisory Board is authorised, proportionate to the respective utilisation of the Authorised Capital and after the expiry of the authorisation period, to amend the Articles of Association following complete or partial implementation of the Share Capital increase.

d) Instruction to the Management Board

The Management Board is instructed to apply for entry in the Commercial Register that cancellation of the Authorised Capital 2022/I shall be entered first, but only if the new Authorised Capital 2023 is entered immediately afterwards.

The Management Board is authorised, subject to the foregoing paragraph, to apply that the resolutions pursuant to agenda item 8 be entered in the Commercial Register, irrespective of the other resolutions of the Annual General Meeting.

9. Resolution on the approval of the Remuneration Report for the 2022 financial year

Pursuant to Section 162 AktG, the Management Board and Supervisory Board of a listed company shall prepare an annual report on the remuneration granted and owed by the Company and by companies of the Social Chain Group to each individual current or former member of the Management Board and Supervisory Board in the last financial year. The Remuneration Report shall be audited by the auditor and submitted to the Annual General Meeting according to Section 120a (4) AktG.

The Remuneration Report for the 2022 financial year as reproduced in the notes to agenda item 9 under II. was reviewed in accordance with Section 162 (3) AktG to determine whether the legally required disclosures pursuant to Section 162 (1) and (2)

AktG have been made. The audit opinion by the Company's auditor on the Remuneration Report is appended to the Remuneration Report.

The Management Board and the Supervisory Board propose that the Remuneration Report for the 2022 financial year, prepared and audited in accordance with Section 162 AktG, be approved.

II. Note to agenda item 9

Compensation Report

The Social Chain AG

A. Introduction

1. About this Report

This Compensation Report provides detailed explanations of the individualised compensation paid to members of the Management Board of The Social Chain AG (“**TSC AG**”) (refer to **B.**) and to members of the Supervisory Board (refer to **C.**) during the 2022 financial year (1 January 2022 to 31 December 2022). The Compensation Report satisfies the requirements pursuant to Section 162 Stock Corporation Act (AktG) in the version of the Act Implementing the Second Shareholders’ Rights Directive (ARUG II).

This Compensation Report reports on the compensation granted and owed in each of the periods shown. In this regard, a general assumption applies that compensation according to the accrual principle is only granted in the financial year in which the compensation actually accrues to the respective board member. Compensation is further due if the Company has a legally existing obligation towards the board member that is due but not yet fulfilled. As a result, compensation that has been promised but is not yet due is only to be disclosed in the compensation report for the financial year in which the corresponding obligation is due.

This Compensation Report was prepared by the Management Board in consultation with the Supervisory Board of TSC AG and will be presented for approval to the ordinary Annual General Meeting of TSC AG on 21 June 2023.

2. Trend of earnings in the Group¹

The Social Chain Group generated revenues of kEUR 367,932 in 2022, compared to kEUR 241,637 in the previous year. Group EBITDA (IFRS) as of 31 December 2022 stood at kEUR 10,731 compared to kEUR -23,738 in the previous year.

Please refer to the information provided in the 2022 Annual Report with regard to the other results of operations, financial position and net assets of The Social Chain Group and the results of operations, financial position and net assets of TSC AG, as well as with regard to the risks and opportunities of future business development.

B. Compensation for the Management Board

1. Principles governing Management Board compensation in accordance with the compensation system of The Social Chain AG (application to new contracts of the Management Board with effect from 1 May 2022)

For the financial year 2022, the remuneration system for the members of the Management Board, which was first adopted by the Supervisory Board of TSC AG in April 2022 and complies with the requirements of Section 87a AktG and the recommendations of the German Corporate Governance Code (DCGK), was in place. This was approved by the Annual General Meeting of

¹ The figures differ from those reported in the 2021 consolidated financial statements as the income and expenses of the discontinued operations have been reclassified retrospectively to income from discontinued operations for comparative purposes.

TSC AG on 8 June 2022. The remuneration system of TSC AG is available on the TSC AG website at

<https://thesocialchain.ag/media/pages/investor-relations/corporate-governance/ba6dff5f19-1666614918/vergutungssystem-vorstand.pdf>

at any time.

The compensation system applies to all new Management Board contracts of employment that will be concluded or extended as of 1 May 2022. The main features of the compensation system for the members of the Management Board can be described as follows:

The Supervisory Board is responsible for the compensation of the members of the Management Board. If necessary, the Supervisory Board may seek the assistance of external remuneration experts and must ensure that they are independent.

In determining the compensation of the Management Board, the Supervisory Board takes into account the duties and performance of the individual Management Board members, the situation of the Company and the customary level of compensation. For example, it takes into account the professional experience, responsibility and scope of activities of each member of the Management Board. The Supervisory Board also makes vertical and horizontal comparisons of remuneration. Vertical comparisons are made with the remuneration of senior executives and the workforce as a whole. Horizontal comparisons are made with the remuneration of Board members in comparable companies.

In its specific assessment of remuneration, the Supervisory Board is guided by the following summarised principles:

- Working towards the efficient achievement of strategic corporate goals, in particular (i) ensuring sustainable and long-term corporate development and value enhancement, (ii) increasing market share and further growth, (iii) expanding global presence, particularly in selected growth markets, and (iv) pursuing social and environmental sustainability goals.
- Compensation is always based on the size and economic situation of the Company
- Creation of attractive salary structures compared with companies of similar size
- Harmonization of the interests of the Management Board members with those of the shareholders and other stakeholders

In accordance with these principles, the Supervisory Board determines the structure of Management Board compensation and determines the amount and pro rata weighting of the individual compensation components with the aim of ensuring the appropriateness of the compensation.

The compensation comprises both non-performance-related, fixed components and performance-related, variable components. It is made up of three main components:

an annual fixed salary including customary fringe benefits such as company cars for business and private use and insurance benefits ("**Fixed Salary**"), an annual bonus as a short-term performance-related compensation component or short-term incentive ("**STI**"), and a further variable compensation component in the form of stock options under stock option plans ("**SOP**").

The fixed salary is a fixed cash compensation payable to the Management Board member in 12 equal monthly installments, the last instalment being for the month in which the employment contract ends. If the member joins or leaves the company during the year, payment is made pro rata temporis.

As short-term variable compensation, Management Board members receive a performance- and success-related bonus (STI). The STI is based on the measurable success of the company in the past financial year and the achievement of individual targets. In the event of full target achievement (100%), a fixed gross amount is set as the target bonus. If targets are not fully achieved, the bonus is granted on a pro-rata basis according to the degree of target achievement. The basis for this is a target agreement defined by the Supervisory Board at its due discretion and comprising several individual targets.

The Supervisory Board sets the individual targets on the basis of the approved annual budget of the Company for the entire Group before the beginning of the financial year for which the

short-term variable compensation is granted. The individual targets to be set are financial (operational and strategic) targets, such as sales, Ebitda, cash flow, liquidity or earnings after taxes. Operational and strategic targets must always account for at least 2/3 of the achievable target bonus. The Supervisory Board may also award personal non-quantifiable targets and/or one or more sustainability targets as individual non-financial targets to Management Board members, whereby the quantifiable targets must always account for at least 2/3 of the achievable bonus. When setting the targets, the Supervisory Board will also determine lower limits which, if not achieved, will not result in variable compensation being awarded in relation to this individual target. The target achievement between the lower limit and the target will be calculated on a straight-line basis. The annual [short-term] variable compensation may not exceed the fixed basic salary. Incidentally, the total annual compensation also includes the long-term variable compensation. A subsequent change in the target values or comparison parameters is excluded. However, the right of the Supervisory Board to take account of extraordinary developments within reasonable limits remains unaffected.

As long-term variable compensation, Management Board members receive stock options in accordance with the applicable stock option plans (SOP). The Management Board members receive a fixed number of options from the SOP, the exercise price of which is based on the weighted average price of the share in a fixed period before granting. The option can be exercised at the earliest after four (4) and at the latest after ten years from the respective grant date. There are special contractual provisions in the case of departures of Management Board members before a period determined by the Supervisory Board in individual cases (vesting period). The purpose of the vesting period is to ensure that the respective beneficiary Management Board member is permanently available to the Company over a longer period of time in order to create a long-term incentive and motivation. In structuring the specific option conditions for the Management Board members, the Supervisory Board provides for a possibility of limitation (cap) for extraordinary developments. In addition, the Supervisory Board will structure the specific option conditions for the members of the Management Board in such a way that exercise is only possible within precisely defined exercise periods and only after precisely defined performance targets have been achieved, generally by specifying a minimum increase in the share price compared with the issue price.

With regard to the share of the aforementioned compensation components in the maximum remuneration, the Supervisory Board aims to achieve approximately the following distribution:

- Fixed compensation: approx. 8.33%
- Short-term variable annual compensation (STI): approx. 8.33%
- Long-term variable compensation through stock options: approx. 83%.

2. Composition of the Management Board

In the 2022 financial year, the Management Board was composed of the following four members:

- **Wanja Sören Oberhof (Chairman of the Board),**
Member of the Management Board since 1 May 2018 until the expiry of 24 January 2023
- **Christian Senitz (Chief Financial Officer),**
Member of the Management Board since 1 March 2021 until the expiry of 30 April 2022
- **Ralf Dümmel (Chief Product Officer),**
Member of the Management Board since 8 December 2021 until the expiry of 15 November 2022
- **Andreas Schneider (Chief Financial Officer),**
Member of the Management Board since 1 June 2022

3. Components of the compensation paid to members of the Management Board

The compensation paid to members of the Management Board of TSC AG in office in the 2022 financial year essentially consisted of a fixed salary, the granting of stock options under the Stock Option Plan (“SOP”), which was approved by the Annual General Meeting of TSC AG and

adopted by the Supervisory Board of TSC AG, short-term variable compensation as well as customary individual fringe benefits.

There are no pension commitments. Contributions to company pension schemes were only granted to Mr. Ralf Dümmel in the reporting period either.

Compensation was neither granted nor owed to previous members of the TSC AG Management Board in the 2022 reporting year.

The compensation granted as shown below is determined according to the accrual principle, i.e. it is shown in the year in which it actually accrues to the respective member of the Management Board and is transferred to their assets. Compensation is due if the Company has a legally existing obligation towards the board member that is due but not yet fulfilled. Compensation for the activities of the members of the Management Board is paid exclusively by TSC AG.

	Wanja Sören Oberhof (Chairman) since 18 June 2018				Christian Senitz (Chief Financial Officer) since 1 March 2021 until 30 April 2022				Ralf Dümmel (Chief Product Officer) since 8 Dec. 2021 until 15 Nov. 2022				Andreas Schneider (Chief Financial Officer) since 1 June 2022			
	2021		2022		2021		2022		2021		2022		2021		2022	
	in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %
Fixed salary	300	94.3%	358	63.2%	208.3	28.7%	125	71.4%	43.8	95.2%	612.5	73.2%	-	-	175	31.3%
Fringe benefits*	18	5.7%	15.5	2.7%	0	0.0%	-	0.0%	2.2	4.8%	31	3.7%	-	-	1.69	0.3%
D&O Police**	35	-	22.3	-	35	-	22.3	-	35	-	22.3	-	-	-	22.3	-
Sum	318	100.0%	373.5	65.9%	208.3	28.7%	125	71.4%	46	100.0%	643.5	76.9%	-	-	176.69	31.6%
Yearly performance related variable compensation	0	0.0%	0	0.0%	250	34.4%	50	28.6%	0	0.0%	0	0.0%	-	-	150	26.9%
Multi-annual variable compensation	0	0.0%	193.1	34.1%	267.6	36.9%	0	0.0%	0	0.0%	193.1	23.1%	-	-	231.72	41.5%
- by cash payments	0	0.0%	0	0.0%	0	0.0%	50	28.6%	0	0.0%	0	0.0%	-	-	0	0.0%
- by grantig SOP***	0	0.0%	193.1	34.1%	267.6	36.9%	0	0.0%	0	0.0%	193.1	23.1%	-	-	231.72	41.5%
Other	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%	-	-	0	0.0%
Sum of paid and owed compensation	318	100.0%	566.6	100.0%	725.9	100.0%	175	100.0%	46	100.0%	836.6	100.0%	-	-	558.41	100.0%
Pension related payments	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%	-	-	0	0.0%
Overall compensation including pension related payments	318	100.0%	566.6	100.0%	725.9	100.0%	175	100%	46	100.0%	836.6	100.0%	-	-	558.41	100.0%

Figure 1 - Compensation granted and due to the current members of the Management Board in 2022 and 2021, each with a breakdown of the relative shares

*** Calculated pursuant to the fair-value-principle under the IFRS2-standard

* Costs of a company car which can also be used privately (if provided) and other fringe benefits

** Overall costs for the group-wide D&O-insurance police, which covers not only the board members but also other senior management members and board members in subsidiaries.

The amounts stated are the overall costs of the group and have not been calculated down to the individual board members. Therefore, this amount has not been considered for the individual board members in their overall amounts and also not with regard to the percentual distribution of their compensation.

All compensation components granted to the members of the Management Board in the reporting period comply with the compensation system for members of the Management Board approved by the Annual General Meeting on 8 June 2022.

The contractually agreed fixed compensation paid to the members of the Management Board is calculated in such a way that, even if targets are achieved in full, the members of the Management Board cannot receive an amount under the performance-related bonus that exceeds the portion of the resolved maximum compensation allocated to fixed and short-term variable compensation. In addition, the Supervisory Board has calculated the fixed compensation in such a way that it represents the smallest part of the compensation in relation to the potential asset benefits from the short-term variable bonus and in particular the long-term incentive stock options.

In line with the compensation system for members of the Management Board, the (short-term) variable compensation contractually granted to members of the Management Board is based on a target agreement set by the Supervisory Board. In this context, the Supervisory Board sets individual targets of an operational and strategic nature, which must account for at least 2/3 of the total target bonus achievable for the financial year. In addition, the Supervisory Board may also award personal non-quantifiable targets and/or one or more sustainability targets as non-financial individual targets to Management Board members.

The stock options issued to the members of the Management Board in accordance with the SOP exclusively have the long-term incentive effect intended by the Supervisory Board and required in accordance with the compensation system for the Management Board members. When structuring the applicable option conditions, the Supervisory Board ensured that the exercise of the stock options, in addition to the long-term minimum waiting period of four years already prescribed by the German Stock Corporation Act (AktG), is also dependent on long-term performance targets, in particular a positive development of the share price of TSC AG shares compared to the applicable strike price by at least 20% over the entire term of the stock

options. In addition, the Supervisory Board has implemented measures to limit the short-term incentive effect in that the applicable option terms and conditions contain a provision to limit the maximum proceeds achievable from the exercise of stock options in order to protect against extraordinary developments. If the percentage increase in the relevant share price within the last three months prior to the respective exercise period is more than 50% and if the percentage increase in the index in which the Social Chain shares are included (relevant is the index in which the Social Chain shares are most strongly represented, alternatively the TecDAX) in the same period is not at least 2/3 of the increase in the relevant share price, a limitation is imposed on the value of the new Social Chain shares that are issued to a beneficiary in an exercise period ("**cap**"). The cap corresponds to twice the amount of the annual gross remuneration (including all fringe benefits subject to income tax, such as company cars, etc.) that the beneficiary has received from TSC AG in the last twelve months prior to the exercise date. In the view of the Supervisory Board, this provision effectively prevents the Management Board from increasing share prices in short-term periods preceding the respective exercise periods and thus also has a long-term incentive effect.

4. Comparative presentation of Management Board compensation

The following overview presents – pursuant to Section 162 (1) sentence 2 no. 2 AktG – the relative development of compensation granted and owed to members of the Management Board in the respective financial year in comparison to the development of TSC AG's earnings and the average compensation of employees on a full-time equivalent basis.

According to the transitional arrangement under Section 26j (2) sentence 2 Introductory Act to the German Stock Corporation Act (EGAktG) for the 2021 financial year and in deviation to Section 162 (1) sentence 2 no.2 AktG, the Compensation Report does not yet cover a five-year assessment period.

	2022	2021	2020	absolute change compared to previous year	relative change compared to previous year
	in kEUR	in kEUR	in kEUR		
Average compensation of an employee	76.12	80.57	60.42	-4.45	-5.52%
Compensation of active board member (paid and owed, incl. SOP)					
Wanja S. Oberhof	566.6	318	1,034.2	248.6	78%
Christian Senitz	175	725.9	0	-550.9	-76%
Ralf Dümmel	836.6	46	0	790.6	1,719%
Andreas Schneider	558.41	0	0	558.41	n/a
Company result for the year (HGB)	-134,348	-26,948	-29,948	-107,400	-398.55%
Consolidated group-EBITDA (IFRS)	10,731	-23,738	-22,978	34,469	145.21%

Figure 2 - Average compensation paid to employees of TSC AG 2020, 2021 and 2022 and comparison with the development of Management Board compensation and earnings

The average compensation paid to the employees included in the above table was determined on the basis of equivalent full-time employees of TSC AG in order to ensure comparability with the full-time members of the Management Board. All employees of TSC AG during the respective reporting year were therefore included. Earnings development is presented both on the basis of the development of the annual result according to Section 275 (2) no. 17 HGB and on the basis of the consolidated Group EBITDA (IFRS). The consolidated Group EBITDA (IFRS) is a key benchmark for the short-term variable compensation of Management Board members under the compensation system for the Management Board. This will establish a comparison basis for reporting in subsequent years, ensuring that the Compensation Report is presented consistently.

5. Number of shares and stock options granted or promised and the main conditions for exercising the rights, including exercise price, exercise date and any changes to these conditions

The following table shows the stock options issued to members of the Management Board in the 2022 reporting year according to the individual SOP in place at TSC AG at the time of issue. In addition, the return or waiver of stock options already issued in previous financial years by members of the Management Main Board on the occasion of the termination of employment contracts or for other reasons is also presented.

For reasons of transparency, stock options issued to current members of the Management Board under existing SOPs at TSC AG prior to the 2021 reporting year are also listed in order to ensure a uniform presentation of the development of the granted or promised stock options for future compensation reports, including a presentation of the stock options using a development chart.

In addition, the list below also includes those stock options which, although neither granted nor already owed due to lack of maturity, have already been "promised" to the relevant Management Board member within the meaning of Section 162 (1) sentence 2 no. 3 AktG. Therefore, only the actual number of "promised" stock options can be shown, as further details such as exercise price and earliest exercise period are only available at the time of the actual granting.

Overview of stock options issued as a component of compensation

Management Board Member	Main terms of the SOPs							Information regarding the respective financial year of the granting of options					
	SOP	Period of performance	Granting date	Vesting date	Earliest date of execution	Last date of execution	Strike price	Start of year	During year		End of year		
								Options held at start of year	Granted options	Options vested during year	Options granted under performance related conditions	Granted and unvested options	Granted options still under a waiting period
Lumaland	SOP 2017	n.a.	07/18/19	with granting	07/18/23	07/17/29	8.13	–	60,000	60,000	60,000	–	60,000
	Social Chain SOP 2019	n.a.	10/16/19	with granting	10/16/23	10/15/29	15.7	60,000	130,000	190,000	190,000	–	190,000
	Social Chain SOP 2022	n.a.	23/12/20	with granting	12/21/24	12/22/30	25.77	190,000	70,000	260,000	260,000	–	260,000
Wanja Oberhof	Social Chain SOP 2021	–	–	–	–	–	–	–	–	–	–	–	–
	Social Chain SOP 2022	n.a.	07/06/22	successive vesting over a period of 18 months from granting	07/06/26	07/05/32	6.72	260,000	50,000	19,444	279,444	30,556	279,444
Christian Senitz	Social Chain SOP 2021	n.a.	09/27/21	successive vesting over a period of 18 months from granting	09/27/25	09/26/31	42.11	50,000	0	0	0	0	0
Ralf Dimmel	Social Chain SOP 2022	n.a.	07/06/22	successive vesting over a period of 18 months from granting	07/06/26	07/05/32	6.72	0	50,000	12,500	50,000	37,500	12,500
Andreas Schneider	Social Chain SOP 2022	n.a.	07/06/22	successive vesting over a period of 18 months from granting	07/06/26	07/05/32	6.72	0	60,000	20,000	60,000	40,000	20,000

Figure 3 – Issue of stock options for Management Board

The stock options granted in the 2022 financial year were issued by the Supervisory Board in accordance with the resolution of the Annual General Meeting of TSC AG on 8 June 2022 and on the basis of the “Social Chain Stock Option Plan 2022 for Management Board Members” (“SOP 2022”), as adopted by the Supervisory Board.

The most important provisions for the issue of stock options to Management Board members, as set out in the SOP 2022, can be summarised as follows: Under the approval resolution of the Annual General Meeting of TSC AG, a total of up to 150,000 stock options can be issued to members of the Management Board under the SOP 2022.

The exercise price to be paid upon exercise of the individual stock option corresponds to the average, volume-weighted Social Chain share price during the last 10 stock exchange trading days prior to the relevant issue date; the weighting is based on the total trading volume of the relevant stock exchange trading days at the trading venue defined below. However, the exercise price corresponds at least to the pro rata amount of the TSC AG share capital attributable to one Social Chain share (Section 9 (1) AktG).

The “Social Chain share price” as defined by the option terms and conditions shall be the individual closing price of the Social Chain share at the trading venue on which the Social Chain share is predominantly traded (“trading venue”); the Supervisory Board shall determine this trading venue by resolution. The volume weighting is based on the total trading volume of the respective exchange trading days at the trading venue.

The exercise of the issued stock options is subject to a special exercise requirement in the form of a share price-based performance target. In this regard, the option terms and conditions stipulate that the stock options can only be exercised if the average, volume-weighted Social Chain share price during the last 10 stock market trading days prior to the beginning of the respective exercise period exceeds the exercise price determined in the context of the option grant by at least 20%.

The stock options issued under the SOP 2022 can be exercised for the first time after the expiry of at least four years from the respective date of issue.

The stock options issued have a maximum term of ten years from their respective issue date; stock options not effectively exercised expire without compensation at the end of the respective term.

The grant letters may, at the discretion of the Supervisory Board, contain extended provisions on the forfeitability of stock options already granted but not yet exercised.

Moreover, the SOP 2022 contains a provision to limit the maximum proceeds achievable from the exercise of stock options in order to protect against extraordinary developments. If the percentage increase of the Social Chain share price within the last three months prior to the respective exercise period is more than 50% and if the percentage increase of the index in which the Social Chain shares are included (the index in which the Social Chain shares are most numerous, alternatively the TecDAX, is the applicable one) is not at least 2/3 of the increase in the Social Chain share price in the same period, there is a limitation on the value of the new Social Chain shares which are issued to an eligible person in an exercise period ("cap"). The cap corresponds to twice the amount of the annual gross compensation (including all fringe benefits subject to income tax such as company cars, etc.) which the eligible person has received from TSC AG in the last twelve months before the exercise date. In the event of an application of the cap, only as many new Social Chain shares will be granted whose cumulative Social Chain share price on the exercise date does not exceed the cap ("reduced number of shares"). There is no compensation for the difference between the cumulative Social Chain share price on the exercise date and the cap. In the event of alternative performance, the reduced number of shares is used accordingly.

6. Disclosures on the clawback of variable compensation components

In accordance with the existing remuneration system for members of the Management Board approved by the Annual General Meeting of TSC AG, all Management Board employment contracts concluded after 1 May 2022 shall contain a contractual clause according to which variable remuneration components may be reduced in part or in full, or remuneration components already paid out may be demanded back in part or in full, at the Company's reasonable discretion in cases of intentional breaches of duty. Furthermore, the Management Board must repay variable compensation already paid out if and to the extent that it transpires after payment that the audited and approved consolidated financial statements on which the assessment of the achievement of the individual annual targets and the calculation of the payout amount were based were incorrect and must therefore be corrected in accordance with the relevant accounting standards, and on the basis of the corrected, audited consolidated financial statements and the relevant compensation system a lower payout amount or no payout amount at all would have been due from the variable compensation. Fault on the part of the Management Board member is not required. A repayment claim cannot be asserted if the end of the financial year in question was more than five years ago.

For the financial year 2022, the Supervisory Board has not made use of the above option to reclaim variable compensation components.

7. Further disclosures on compensation for Management Board members

All Management Board employment contracts concluded after 1 May 2022 have been concluded in accordance with and without deviations from the compensation system for members of the Management Board first approved by the Annual General Meeting on 8 June 2022. Deviations from the compensation system for members of the Management Board thus approved pursuant to Section 162 (1) Sentence 2 No. 5 AktG therefore do not have to be reported for the financial year 2022.

The compensation system for members of the Management Board submitted by the Supervisory Board for approval at the Annual General Meeting on 8 June 2022 was approved in full. Due to the full approval, there was no reason to question the reporting or implementation. Accordingly, there is also nothing to report on this pursuant to Section 162 par. 1 sentence 2 no. 6 AktG.

In the reporting year 2022, the maximum compensation set in the compensation system for members of the Management Board was complied with. Under the applicable compensation system, the following maximum compensation is set for members of the Management Board:

Fixed salary plus short-term variable compensation:

EUR 1,000,000.00

Compensation from allocation of stock options:

EUR 5,000,000.00

The fixed salary granted to the members of the Management Board never exceeded the maximum remuneration specified in the compensation system, even after adding the short-term variable compensation paid to Management Board member Andreas Schneider.

The total compensation amounts attributable to compensation from the allocation of stock options also did not exceed the maximum compensation in any case - even with the addition of stock options not yet vested.

In the case of the short-term variable compensation granted in the 2022 reporting period, the Supervisory Board has made the amount of the variable compensation to be granted dependent on individual targets set out in writing in a target agreement and discussed with the respective Management Board member. In accordance with the requirements of the compensation system for the members of the Supervisory Board, these were in equal measure financial targets relating to EBITDA and liquidity targets to be achieved, and short-term strategic targets relevant to the Group as a whole.

In the reporting year 2022, no Management Board member was promised benefits by a third party with regard to his activity as a member of the Management Board, nor were any benefits granted in the financial year (Section 162 (2) no. 1 AktG).

In the reporting year 2022, no benefits were promised to any Management Board member in the event of premature termination of his activity. Nor were any changes to such commitments agreed during the last financial year (Section 162 (2) no. 2 AktG).

No benefits have been promised to current members of the Management Board in the event of premature termination of their employment. No changes to such commitments were agreed in the past financial year (Section 162 (2) no. 3 AktG).

In the reporting year 2022, no benefits were promised to any Management Board member in the event of regular termination of their employment.

On the occasion of the mutually agreed termination of his employment contract effective June 30, 2022, the former Management Board member Mr. Christian Senitz continued to receive the contractually agreed fixed remuneration for the period from 1 May 2022 to 30 June 2022, with a simultaneous irrevocable release from the obligation to perform the services of Mr. Christian Senitz (Section 162 (2) no. 4 AktG).

C. Compensation for the Supervisory Board

1. Compensation principles applying to the Supervisory Board

The Supervisory Board contributes to the promotion of the business strategy and the long-term development of the Company by monitoring the management of the Management Board, which is its responsibility. The compensation paid to the members of the Supervisory Board adequately takes into account their respective responsibilities.

The compensation paid to the members of the Supervisory Board is determined in accordance with Article 10 (1) of the TSC AG Articles of Association by resolution of the Annual General Meeting.

The Annual General Meeting of TSC AG approved the existing remuneration system for the members of the Management Board on 8 June 2022.

2. Compensation for the members of the Supervisory Board

In accordance with the currently applicable remuneration system for members of the Supervisory Board, as approved by the Annual General Meeting of TSC AG on 8 June 2022, the members of the Supervisory Board receive a fixed annual remuneration of EUR 50,000.00 as well as reimbursement of their expenses, including any value added tax to be charged to them for their Supervisory Board activities, to the extent that these are actually incurred. The remuneration shall be payable to the members of the Supervisory Board in four equal installments at the end of each calendar quarter. Supervisory Board members receive their remuneration on a pro rata temporis basis if they leave the Supervisory Board in the course of a financial year.

No other remuneration-related benefits, such as separate meeting or committee fees, are provided.

Variable compensation is not provided for and is not granted.

The following table shows the compensation granted and owed to members of the Supervisory Board in financial years 2021 and 2022. No remuneration was granted or owed to former members of the Supervisory Board of TSC AG in reporting year 2022:

	Dr. Georg Kofler (Chairman) since 28 August 2018				Henning Giesecke (Vice Chairman) since 19 August 2019				Henrike Luszick since 11 May 2020			
	2021		2022		2021		2022		2021		2022	
	in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %
Fixed salary	50	100.0%	50	100.0%	50	100.0%	50	100.0%	50	100.0%	50	100.0%
Expenses	0	–	0	–	1.2	–	0	–	0	–	0	–
Variable compensation	0	0.0%	0	0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Overall compensation	50	100.0%	50	100.0%	50	100.0%	50	100.0%	50	100.0%	50	100.0%

Figure 4 – Compensation of the Supervisory Board in 2021 and 2022

3. Comparative presentation of Supervisory Board compensation

The following overview shows – pursuant to Section 162 (1) sentence 2 no. 2 AktG – the relative development of compensation granted and owed to members of the Supervisory Board in the respective financial year in comparison to the development of the Company's earnings and the average compensation of employees on a full-time equivalent basis.

In accordance with to the transitional provision of Section 26j (2) sentence 2 Introductory Act to the German Stock Corporation Act (EGAktG) for the 2021 financial year and in deviation from Section 162 (1) sentence 2 no.2 AktG, the Compensation Report does not yet cover a five-year assessment period.

The benchmark figures for average employee compensation were determined in an identical manner as for the comparative presentation of Management Board compensation (refer in this regard to Section B.4. of this Compensation Report).

Earnings development is presented both on the basis of the development of the annual result according to Section 275 (2) no. 17 German Commercial Code (HGB) and on the basis of the consolidated Group EBITDA (IFRS).

	2022	2021	2020	absolute change compared to previous year	relative change compared to previous year
	in kEUR	in kEUR	in kEUR		
Average compensation of an employee	76.12	80.57	60.42	-4.45	-5.85%
Compensation of active board member (paid and owed, incl. SOP)					
Dr. Georg Kofler	50	50	50	0	0.00%
Henning Giesecke	50	50	50	0	0.00%
Henrike Luszick	50	50	50	0	0.00%
Company result for the year (HGB)	-134,348	-26,948	-29,948	-107,400	-398.55%
Consolidated group-EBITDA (IFRS)	10,731	-23,738	-22,978	34,469	145.21%

Abb. 5 – Average compensation paid to employees of TSCAG 2020, 2021 and 2022 and comparison with the development of Supervisory Board compensation and earnings.

4. Further disclosures on the compensation for Supervisory Board members

No share-based or variable compensation was granted or promised to any member of the Supervisory Board (Section 162 (1) sentence 2 no. 3 AktG). Accordingly, no variable compensation was reclaimed (Section 162 (1) sentence 2 no. 4 AktG). There were also no deviations in the reporting period from the compensation system for members of the Supervisory Board approved by the Annual General Meeting (Section 162 (1) sentence 2 no. 5 AktG).

The compensation system for members of the Supervisory Board submitted to the Annual General Meeting on 8 June 2022 for approval was approved in full. Due to the full approval, there was no reason to question the reporting or implementation. Accordingly, in accordance with Section 162 (1) sentence 2 no. 6 AktG, there is also nothing to report on this.

No maximum compensation was set for the members of the Supervisory Board, so there is no need to explain how this maximum compensation was complied with (Section 162 (1) sentence 2 no. 7 AktG).

Berlin, 27 April 2023

Management Board

Dr. Georg Kofler

Andreas Schneider

Supervisory Board

Henrike Luszick

Henning Giesecke

Sebastian Stietzel

Independent auditor's report on the audit of the content of the remuneration report prepared pursuant to sec. 162 AktG

To The Social Chain AG, Berlin

Audit opinion

We have audited the remuneration report of The Social Chain AG for the financial year from 1 January 2022 until 31 December 2022 on formal aspects, whether the disclosures pursuant to sec. 162 AktG (*German Stock Corporation Act*) have been made in the remuneration report. In accordance with sec. 162 para. 3 AktG we have not audited the remuneration report substantially.

We have come to the conclusion that the disclosures pursuant to sec. 162 para. 1 and 2 AktG are made in the remuneration report in all material respects. Our audit opinion does not cover the substantial content of the audit report.

Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with sec. 162 para. 3 AktG, taking into account the IDW auditing standard: The audit of the remuneration report in accordance with sec. 162 para. 3 AktG (IDW PS 870(08.2021)). Our responsibilities under these provisions and this standard are further described in the "Auditor's responsibilities" section of our report below. As an auditing practice, we have applied the requirements of the IDW quality assurance standard: Requirements for quality assurance in auditing practice (IDW QS 1). We have complied with the professional duties according to the auditor regulations and the professional statutes for auditors / chartered accountants, including the requirements for independence.

Responsibility of the management board and the supervisory board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, which meets the requirements of sec. 162 AktG. They are also responsible for those internal controls that they consider necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement - whether intentional or unintentional.

Auditor's responsibilities

Our objective is to obtain reasonable assurance as to whether the disclosures in accordance with sec. 162 para. 1 and 2 AktG have been made in the remuneration report in all material respects, and to express an audit opinion thereon in a note.

We planned and performed our audit so that we can determine the formal completeness of the remuneration report by comparing the information provided in the remuneration report with the information required in sec. 162 para 1. and para. 2 AktG. In accordance with sec. 162 para. 3 AktG, we have not audited the accuracy of the information, the completeness of the individual information or the appropriate presentation of the remuneration report.

Frankfurt am Main, this 27 April 2023

RSM GmbH
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

.....
D. Hanxleden
Auditor

.....
A. Kramer
Auditor

III.

Further information on the convocation

Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time of convening the Annual General Meeting, the Share Capital of the Company amounts to EUR 15,755.343, divided into 15,755.343 no-par value shares. As a rule, each no-par value share is equivalent to one vote at the Annual General Meeting. The Company holds no treasury shares, either for itself or through third parties acting on its behalf, at the time of convocation. The total number of shares with voting rights at the time of convocation is therefore 15,755.343.

Terms of participation

Only those shareholders – in person or by proxy – who are entered in the Company's share register on the date of the Annual General Meeting and whose registration has been received by the Company by 24:00 hours (CEST) on 14 June 2023 at the latest are entitled to attend the Annual General Meeting and to exercise the other shareholder rights, in particular their voting rights.

Registration can be made electronically using the password-protected internet service on the Company's website at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting> or in text form (Section 126b of the German Civil Code (BGB)).

Following timely and proper registration, admission tickets for the Annual General Meeting will be sent or deposited at the meeting venue as organizational aids.

Please register early if you intend to attend the Annual General Meeting to facilitate the organization of the meeting.

Pursuant to Section 67 (2) sentence 1 AktG, shareholders shall only be recognised as such in relation to the Company if they are entered in the share register. Kindly note that for technical reasons, no changes can be made to the share register from 15 June 2023, 00:00 hours (CEST), until 21 June 2023, 24:00 hours (CEST), the date of the Annual General Meeting. The registration status in the share register at 14 June 2023, 24:00 hours (CEST) (relevant reporting date, also referred to as the "technical record date"), shall therefore be authoritative for the exercise of shareholders' rights in the Annual General Meeting.

Buyers of shares whose applications for transfer are not received by the Company until after 14 June 2023 are therefore excluded from the exercise of shareholders' rights arising from these shares in the Annual General Meeting, in particular the voting right, unless they obtain authorisation or legal powers to exercise rights in this respect. In these cases, the shareholders' rights in relation to the Annual General Meeting shall remain with the shareholder entered in the share register until such time as transfer is complete. All buyers of shares in the Company that are not yet entered in the share register are therefore requested to file applications for transfer in good time.

Shares are not blocked by registering for the Annual General Meeting. Shareholders may therefore continue to dispose freely of their shares, even after registering for the Annual General Meeting. It is pointed out nonetheless pursuant to Section 405 (3) no. 1 AktG, that it is offence to use the shares of another person without due authorisation to exercise rights at the Annual General Meeting without that person's consent.

Intermediaries and shareholders' associations, proxy advisors as well as persons, institutions, companies or associations equivalent to these pursuant to Section 135 (8) AktG, require authorisation to exercise voting rights for shares which they do not own, but for which they are entered in the share register as holders. Section 135 AktG provides further details.

Registration with the Company using the password-protected internet service

Shareholders may register with the Company electronically using the password-protected Internet service on the Company's website at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting> until 14 June 2023, 24:00 hours (CEST) in accordance with the procedure specified by the Company.

Access authorisation is required to use the password-protected internet service. Shareholders who are entered in the Company's share register no later than 00:00 hours (CEST) on 31 May 2023 will be sent their individual access data (access ID and password) together with the invitation to the Annual General Meeting.

Registration in text form

Shareholders may send their registrations in text form (Section 126b BGB) to the following postal address, fax number or email address, respectively:

The Social Chain AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or Fax: +49 (0)89 889690633

or Email: socialchain@better-orange.de

In order to facilitate registration, a registration form will be sent by mail to shareholders who are entered in the Company's share register no later than 31 May 2023, 00:00 hours (CEST), together with the invitation to the Annual General Meeting. This registration form is also available for download from the Company's internet page at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting>. In addition, it can be ordered free of charge from the Company, e.g. by sending an email to socialchain@better-orange.de or by calling +49 89 8896906 610.

New shareholders who are entered in the Company's share register after 1 June 2023, 00:00 hours (CEST), until 14 June 2023, 24:00 hours (CEST), and who are therefore not sent a form for registration and ordering admission tickets, may also register at least in text form (Section 126b BGB) at the above address, fax number or e-mail address. If the form sent by the Company is not used for registration, the shareholder registering must be clearly identified, for example by stating the shareholder's full name or company name, address and shareholder number.

Procedure for proxy voting

A shareholder may be represented by an intermediary, a shareholders' association, a proxy advisor or any other third party in exercising voting rights or other shareholder rights, in particular the right to ask questions, at the Annual General Meeting. This shall also be predicated upon entry in the share register and timely and proper registration of the shareholder or their proxy for the Annual General Meeting. Where the shareholder authorises more than one person, the Company may reject one or more of these persons.

The granting and withdrawal of proxy rights and their proof towards the Company shall require the text form (Section 126b BGB) if neither an intermediary nor a shareholders' association, a proxy advisor or a person, institution, company or association deemed equivalent to these parties pursuant to Section 135 (8) AktG is authorised.

The authorisation of an intermediary, a shareholders' association, a proxy advisor or any other person, institution, enterprise or association deemed equivalent to these parties pursuant to Section 135 (8) AktG does not require the text form, neither by law nor by the Articles of Association. It is possible in these cases, however, that the designated proxies may demand power of attorney in a particular form, as it must be recorded by them in a verifiable manner pursuant to Section 135 (1) sentence 2 AktG (in conjunction with Section 135 (8) AktG, if applicable). We request that the information concerning the particular requirements be obtained from the designated proxies in each case.

Where a shareholder wishes to authorise an intermediary or a shareholders' association, a proxy advisor or another person, institution, company or association deemed equivalent to these parties pursuant to Section 135 (8) AktG, they should also enquire in advance with the intermediary, shareholders' association, proxy advisor, person, institution, company or association whether it will be represented or present at the Annual General Meeting of The Social Chain AG. In this case, the power of attorney must be issued to the intermediary, shareholders' association, proxy advisor, person, institution, company or association directly and with sufficient notice such that the intermediary, shareholders' association, proxy advisor, person, institution, company or association – as the case may be – can register the shareholder for the Annual General Meeting in good time by 14 June 2023, 24:00 hours (CEST).

The authorisation may be issued to the person to be authorised or to the Company. A form that can be used to grant power of attorney will be sent to shareholders together with the invitation to the Annual General Meeting. Corresponding forms are also available for download at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting>.

Where proxy powers are granted by declaration to the person to be authorised, proof of this authorisation must be presented to the Company. Proof of authorisation may be sent to the Company at the following postal address, fax number or email address:

The Social Chain AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or Fax: +49 (0)89 889690633

or Email: socialchain@better-orange.de

The above means of transmission are also available if proxy powers are granted by declaration towards the Company; no additional proof of proxy is required in this case. Granted proxies may also be withdrawn by direct declaration to the Company by the aforementioned means of transmission.

Proof of authorisation may also be furnished by the proxy presenting the authorisation at the admission control on the day of the Annual General Meeting.

Alternatively, the granting of a proxy by declaration to the Company, its amendment or revocation is also possible by electronic means using the password-protected Internet service on the Company's website at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting> no later than 20 June 2023, 24:00 hours (CEST), in accordance with the procedure specified by the Company.

The use of the password-protected Internet service by the authorised representative requires that the authorised representative receives the corresponding access data.

A form for ordering admission tickets for a proxy will be sent together with the invitation to the Annual General Meeting to shareholders whose addresses are entered in the share register on 31 May 2023, 00:00 hours (CEST). A corresponding form for ordering admission tickets for a proxy and a form for granting power of attorney can also be downloaded from the Company's website at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting>. These forms can also be requested free of charge from the Company, e.g. by e-mail at socialchain@better-orange.de or by phone at +49 89 8896906 610.

Proxy authorisation forms will also be available during the Annual General Meeting. The admission tickets issued by the Company also contain a form for granting proxy.

Exercise of voting rights by proxies appointed by the Company

Shareholders may also have their voting rights at the Annual General Meeting exercised by proxies appointed by the Company in accordance with their instructions. In this case also, the

shareholder must be entered in the Company's share register on the date of the Annual General Meeting and have duly registered for the Annual General Meeting.

Shareholders wishing to authorise the Company's proxies must issue instructions on how the voting right shall be exercised for each pending agenda item; the Company's proxies are obliged to vote in accordance with the instructions given to them. The proxies appointed by the Company are not authorised to exercise voting rights in votes whose subject matter is unknown prior to the Annual General Meeting. The proxies will abstain or not participate in the vote in these cases. This shall apply analogously to votes on a counter-motion without specific instructions. Proxies appointed by the Company cannot be instructed to raise objections or file motions.

A form to grant powers of attorney and instructions to proxies appointed by the Company will be sent to the shareholders together with the invitation to the Annual General Meeting. It is also available for download at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting>.

The granting or revocation of a power of attorney or the granting or amendment of instructions for proxies appointed by the Company may be issued by post, fax or email to the following postal address, fax number or email address no later than 20 June 2023, 24:00 hours (CEST) (time of receipt):

The Social Chain AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or Fax: +49 (0)89 889690633

or Email: socialchain@better-orange.de

Alternatively, the granting or revocation of a proxy or the issuance or amendment of instructions to the proxies nominated by the Company may be made electronically using the password-protected Internet service on the Company's website at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting> by 20 June 2023, 24:00 hours (CEST), in accordance with the procedure specified by the Company. Additional proof of authorisation of the proxies is not required.

The individual access data for using the password-protected internet service and a form for authorizing the proxies appointed by the Company and issuing instructions to them, among other things, will be sent together with the invitation to the Annual General Meeting to the shareholders whose addresses are entered in the share register on 31 May 2023, 00:00 hours (CEST). A form for authorizing and instructing the proxies nominated by the Company is also available for download from the Company's website at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting> and can also be requested free of charge from the Company, e.g. by e-mail at socialchain@better-orange.de or by phone at +49 89 8896906 610.

The revocation of the proxy to the Company-nominated proxies may also be effected by the shareholder attending the Annual General Meeting in person or by issuing a proxy to another proxy.

During the Annual General Meeting, power of attorney and instructions to the proxies nominated by the Company may be issued on site, inter alia, by using the form provided for this purpose on the voting card.

Other shareholder rights

Additions to the agenda

Shareholders whose shares alone or together amount to one-twentieth of the Share Capital or the proportionate amount of EUR 500,000.00 (equivalent to 500,000 shares) may request that items be placed on the agenda and announced. Reasons or a draft resolution must be appended with each new item.

Pursuant to Section 122 (2) AktG, requests for additions to the agenda must be received by the Company at least 30 days prior to the meeting, i.e. by 21 May 2023, 24:00 hours (CEST). The request must be addressed in writing (Section 126 BGB) to the Company's Management Board. The address is:

The Social Chain AG
The Management Board
Alte Jakobstraße 85/86
10179 Berlin
Germany

Petitioners must demonstrate that they have held the shares for at least 90 days prior to the date on which the request is received and that they will hold the shares until a decision on the request has been reached by the Management Board, whereby Section 70 AktG shall apply to calculations of the shareholding period. The date on which the request is received does not count in the calculation. Rescheduling from a Sunday, a Saturday or a public holiday to a preceding or following working day will not be taken into consideration. Sections 187 to 193 BGB do not apply mutatis mutandis.

Additions to the agenda that are subject to mandatory announcement shall be published without delay in the Federal Gazette after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information in the European Union, unless they have already been announced with the notice convening the meeting. They will also be disclosed and communicated to shareholders on the internet at <https://thesocialchain.ag/en/investor-relations/annual-general-meeting>.

Counter motions and nominations

Each shareholder is entitled furthermore to file counter motions and to propose nominations for each item on the agenda.

The Company will publish shareholder counter motions and nominations, including the name of the shareholder, any reasoning and any statement by the management, at

<https://thesocialchain.ag/en/investor-relations/annual-general-meeting>

provided they are received by the Company at least 14 days prior to the meeting, i.e. by 6 June 2023, 24:00 hours (CEST), at the postal address, fax number or email address provided below:

The Social Chain AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
or

Fax: +49 (0)89 889690655
or

Email: antraege@better-orange.de

The Company may refrain from publishing a counter motion and its reasoning if one of the reasons pursuant to Section 126 (2) nos. 1 to 7 AktG applies. The reasons for a counter motion do not have to be made available if they comprise more than 5,000 characters in total.

Except in cases where Section 126 (2) AktG applies, the Management Board shall be exempted from the requirement to make shareholder nominations accessible if these do not include the names, occupations and places of residence of the proposed Supervisory Board members or auditors or information concerning the other supervisory boards that are required by law within the meaning of Section 125 (1) sentence 5 AktG and on which the proposed Supervisory Board members sit.

It is pointed out that counter motions and election proposals, even if they have been submitted to the Company in advance and in due time, will only be considered at the Annual General Meeting if they are made or submitted verbally there. The right of each shareholder to submit counter motions to the various agenda items or election proposals during the Annual General Meeting without prior communication to the Company remains unaffected.

Right of information

Pursuant to Art. 131 par. 1 AktG, each shareholder must be provided with information by the Management Board at the Annual General Meeting on matters relating to the Company in response to a verbal request made at the Annual General Meeting, insofar as the information is necessary for a proper assessment of the item on the agenda and there is no right to refuse to provide information. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements, as the consolidated financial statements and the combined management report of the Company and the Group are also presented to the Annual General Meeting under agenda item 1.

The Management Board may refrain from answering individual questions for the reasons set out in Art. 131 par. 3 AktG, for example because according to sound business judgment the provision of the information would be likely to cause significant disadvantage to the Company or an affiliated company. Under Art. 15 par. 3 of the Articles of Association, the chairman of the meeting may impose reasonable time limits not only on the right of shareholders to speak but also on their right to ask questions. In particular, at the beginning of the Annual General Meeting or during its course, he may set a reasonable time limit for the entire course of the Annual General Meeting, for individual agenda items or for the individual speaker or questioner.

Documents for the Annual General Meeting and information pursuant to Section 124a AktG

This notice convening the Annual General Meeting, the documents to be made available and motions of shareholders, as well as further information that must be disclosed pursuant to Section 124a AktG, will be published and made accessible at the internet address <https://thesocialchain.ag/en/investor-relations/annual-general-meeting>.

The results of the vote will be announced at the same internet address after the Annual General Meeting.

The notice convening the Annual General Meeting has been forwarded for publication to such media as can be expected to disseminate the information in the European Union.

Reference to Section 33 et seq. WpHG

Reference is made to the notification obligations pursuant to Section 33 et seq. Securities Trading Act (WpHG) and the legal consequence of the suspension of all rights associated with the shares for violations of a mandatory notification as set out in Section 44 WpHG.

Data protection

The Social Chain AG processes personal data (name, address, email address, number of shares, class of shares, type of ownership of the shares, number of the admission ticket and the login details for the password-protected internet service; if applicable, name, postal address, email address, number of the admission ticket, and the login details for the password-protected internet service of the proxy appointed by the respective shareholder, if applicable) in compliance with the EU General Data Protection Regulation (GDPR), the German Federal Data Protection Act (BDSG), the German Stock Corporation Act (AktG) and all other relevant legal provisions.

The Social Chain AG shares are no-par value registered shares. Section 67 AktG states that registered shares of this kind must be entered in the Company's share register, stating the shareholder's name, date of birth and address as well as the number of shares. Shareholders are always required to disclose this information to the Company. Intermediaries involved in the acquisition, custody or disposal of your shares in The Social Chain regularly forward this and other information of relevance to maintaining the share register (e.g. nationality, gender and submitting bank) to the share register. This takes place via Clearstream Banking Frankfurt,

which, as the central securities depository, handles the technical settlement of securities transactions as well as the custody of shares for intermediaries.

The Social Chain AG uses the personal data of shareholders for the purposes set out in the German Stock Corporation Act. They include, in particular, maintenance of the share register and organisation of the Annual General Meeting. Your data may also be used to compile statistics, for example to analyse trends. The legal basis for the processing of this personal data is the German Stock Corporation Act in conjunction with Art. 6 (1) point c and (4) GDPR.

Moreover, the personal data may also be processed for compliance with other legal obligations such as regulatory requirements as well as retention obligations arising from stock corporation, commercial and tax law. For example, when authorising the election proxies appointed by the Company for the Annual General Meeting, it is mandatory that the data proving authorisation is recorded in a verifiable manner and kept protected from access for a period of three years (Section 134 (3) sentence 5 AktG). The relevant statutory provisions in conjunction with Art. 6 (1) point c) GDPR shall serve as the legal basis for processing in this regard.

The Social Chain AG also processes data to protect its legitimate interests pursuant to Art. 6 (1) point f) GDPR in individual cases. This is the case if, for example, individual shareholders must be excluded from the information on subscription offers relating to capital increases due to their nationality or place of residence in order to comply with securities regulations in the countries concerned.

The shareholders will be notified in advance according to the statutory provisions if there are plans to process their personal data for other purposes.

Shareholders have a right to information, rectification, restriction, objection and erasure regarding the processing of their personal data at any time, as well as a right to data portability according to Chapter III of the GDPR. These rights may be exercised free of charge towards The Social Chain AG by contacting the email address

privacy@socialchain.de

or by using the following contact details.

The Social Chain AG
Alte Jakobstraße 85/86
10179 Berlin

In addition, shareholders may lodge an appeal with the supervisory authorities responsible for data protection pursuant to Art. 77 GDPR.

The data protection officer can be reached as follows:

Mr Gregor Klar
Witzlebenstraße 21A, 14057 Berlin
or
Email: klar@brainosphere.de
or

Phone:+49 30 32 70 19 93

For more information about data protection, visit The Social Chain AG page at <https://thesocialchain.ag/data-protection>.

Berlin, May 2023

The Management Board