

## MANAGEMENT DECLARATION

### Declaration in accordance with Section § 315d of the German Commercial Code (Handelsgesetzbuch – HGB)

## CONSTITUTION OF THE COMPANY

Biotest AG is a joint stock company under German law (*Aktiengesellschaft – AG*). Its management, decision-making and control mechanisms are based on the Company's Articles of Association together with the relevant statutory provisions. The current version of these is available for download on the Company's website at [www.biotest.com](http://www.biotest.com).

## CORPORATE GOVERNANCE

Biotest AG employs a two-tier management system in accordance with statutory requirements. The Board of Management is responsible for managing the Company and the Supervisory Board for the monitoring function. The two bodies are strictly separate and distinct in terms of membership and responsibilities.

The Biotest Group is managed and monitored in accordance with high, generally accepted standards. The Company's management principles are firmly established in all its segments and set forth the framework for strategic decisions and business policies.

The Board of Management and Supervisory Board closely follow ongoing discussions regarding corporate governance and systematically adopt *best practices*. Our understanding of responsible corporate governance is based on the following principles:

- The Board of Management and the Supervisory Board work together in confidence for the benefit of the Company. The Supervisory Board exercises its monitoring function efficiently and independently.
- The Company is managed with the interests of the shareholders in mind at all times.
- A responsible, appropriate and effective internal control and risk management system is practiced.
- Observing and complying with legal and regulatory requirements as well as internal guidelines is of highest priority.
- Timely and transparent communication, both internal and external, is assured.

The basis of cooperation is set forth in working rules. These are handed out to each employee at the start of employment.

### Management by the Board of Management

The Board of Management manages the Company on its own responsibility. It is bound to serve the Company's interests and to increase its value with a view to sustainable performance.

It develops the Company's strategies in coordination with the Supervisory Board and ensures their implementation.

The Board of Management manages the Company in accordance with Rules of Procedure, the law, the Articles of Association and the respective service contracts of its members. The Board of Management works together with other corporate bodies and employee representatives on the basis of mutual trust for the good of the Company.

According to the Articles of Association, the Board of Management may consist of one or more members. Until 31 August 2022, the Board of Management consisted of three members, Dr. Michael Ramroth, Dr. Georg Floß and Dr. Jörg Schüttrumpf. By resolution dated 13 April 2022, the Supervisory Board appointed Mr. Peter Janssen as an additional member of the Board of Management with effect from 1 September 2022. Mr. Peter Janssen initially familiarized himself with the area of responsibility of Dr. Georg Floß as a member of the Executive Board, then took over as Chief Operating Officer at the end of the year 2022. Dr. Georg Floß left the company after the expiry of his appointment as planned on 8 January 2023. The members of the Board of Management were appointed by the Supervisory Board, which appointed Dr. Michael Ramroth as Chairman.

The Company is legally represented by two Board of Management members or by one Board of Management member and an authorised officer (*Prokurist*). The Rules of Procedure of the Board of Management provide for the detailed structure of the Board's work. These specifically include:

- the schedule of responsibilities which determines which business areas are to be managed by the Board of Management member under his/her own responsibility,
- decisions to be made by the Board of Management as a whole,
- the special duties of the Chairman of the Board of Management,
- transactions requiring Supervisory Board approval,
- regular, timely and comprehensive briefing of the Supervisory Board,
- rules regarding meetings and resolutions.

### **Monitoring and advising by the Supervisory Board**

The Supervisory Board monitors the Board of Management and advises it regularly. The composition of the Supervisory Board is in accordance with the German One-Third Participation Act (*Drittelbeteiligungsgesetz*) and is comprised of six members; four of the members are elected by the Annual Shareholders' Meeting and two by employees.

In 2022, the composition of the Supervisory Board of Biotest AG has changed. The employees elected Mr. Dirk Schuck and Mr. Jürgen Heilmann as members of the Supervisory Board on 6 April 2022. In the Annual Shareholders' Meeting of Biotest AG on 5 May 2022, Mrs. Uta Kemmerich-Keil, Mr. David Gao, Dr. Bernhard Ehmer and Mr. Tan Yang were elected as shareholder representatives and Mr David Bell and Mr Tomás Dagá Gelabert were elected as substitute members. Ms. Simone Fischer and Mr. Rolf Hoffmann were not available for a renewed term of office. Dr. Bernhard Ehmer was elected as chairman at the constituent meeting of the new Supervisory Board following the Annual Shareholders' Meeting.

After Tan Yang and David Gao resigned following the completion of the takeover bid of Grifols S.A. as announced, the alternate members Mr. David Bell and Mr. Tomás Dagá Gelabert succeeded as members of the Supervisory Board with effect from 6 June 2022.

The Supervisory Board performs in full all tasks with which it is entrusted under the terms of statutory provisions, the Articles of Association and the German Corporate Governance Code (GCGC).

All duties and powers of the committees are laid down in the Supervisory Board's Rules of Procedure. Further, the Company adopted a qualification profile for the members of the Supervisory Board. The Rules of Procedure for the Supervisory Board (available on the Company's website ([www.biotest.com](http://www.biotest.com))) also include most of the GCGC requirements, e.g. in respect of the professional competence of the Supervisory Board members, restrictions imposed on Supervisory Board mandates in other listed companies.

Other rules relate to:

- the election and duties of the Supervisory Board Chairman and Deputy Chairman,
- the convening of meetings,
- decision-making during meetings and outside meetings in writing or by telephone,
- the obligation to maintain confidentiality and mandatory disclosure of conflicts of interest.

The Supervisory Board has set up committees in order to increase its efficiency. The duties of the committees are described in the Articles of Association and the Rules of Procedure of the Supervisory Board, which can be found on the Company's website ([www.biotest.com](http://www.biotest.com)). The two committees are composed as follows:

|                                      | Duties  | Members  |
|--------------------------------------|---|--|
| Personnel and Remuneration Committee | Board of Management appointments and remuneration<br><br>Preparation of recommendations and motions with regard to new contracts for the Supervisory Board as a whole   | Rolf Hoffmann (Chairman) (until 5 May 2022)<br><br>Dr. Salome Drechsler (until 5 May 2022)<br><br>Tan Yang (until 6 June 2022)<br><br>Dr. Bernhard Ehmer (Chairman) (from 26 July 2022)<br><br>David Bell (from 26 July 2022)<br><br>Jürgen Heilmann (from 26 July 2022) |
| Audit Committee                      | Monitoring the accounting process, the effectiveness of the internal control system, the risk management system, and the internal audit system, as well as the audit of the financial statements, in particular the selection and independence of the auditor and the additional services provided by the auditor | Simone Fischer (Chairwoman) (until 5 May 2022)<br><br>Rolf Hoffmann (until 5 May 2022)<br><br>Tan Yang (until 6 June 2022)<br><br>Jürgen Heilmann (until 26 July 2022)   |

|  |  |  |
|--|--|--|
|  |  | Uta Kemmerich-Keil<br>(Chairwoman) (from 26 July<br>2022)<br><br>Tomás Dagá Gelabert<br>(from 26 July 2022)<br><br>Dr. Bernhard Ehmer (from<br>26 July 2022)<br><br>Dirk Schuck (from 26 July<br>2022) |
|--|--|--|

In February 2019, the Supervisory Board last reviewed the efficiency of its work with the help of an experienced executive consulting company. Based on a structured questionnaire the consultants have investigated and compared the working method, style and efficiency of the Supervisory Board by conducting individual interviews with all members of the Supervisory Board and the Board of Management. The results outlined in a report have been discussed and evaluated in a Supervisory Board meeting. As consequence, several measures had been taken.

## **Specification to promote the participation of women in executive positions pursuant to Sections 76 Paragraph 4 and 111 Paragraph 5 of the German Stock Corporation Act (*Aktiengesetz - AktG*)**

### *Promotion of women in executive positions*

An adequate representation of women in the workforce and, in particular, among the executives, provides an important added value to the Biotest Group. The "German Act on the Equal Participation of Women and Men in Executive Positions in the Private Economy and the Public Service", as amended and supplemented by the "Act to Supplement and Amend the Regulations for the Equal Participation of Women in Leadership Positions in the Private Sector and in the Public Sector" (so-called "Second Leadership Positions Act"), which came into force on 12 August 2021, provides that companies such as Biotest AG, which are listed on the stock exchange and are subject to co-determination in accordance with the One-Third Participation Act (*Drittelbeteiligungsgesetz*), must set their own targets for gender participation for the Supervisory Board, the Board of Management and subordinate management levels.

In accordance with this, Biotest AG set target figures for the participation of women in executive positions, which are to be met by 1 January 2024.

### *Women on the Supervisory Board*

The Supervisory Board of Biotest AG is composed of six members, four of whom represent the shareholders, and two of whom represent the employees. The Supervisory Board is composed of one woman as representative of the shareholders. Both of the representatives of the employees are male. The target variable has fallen below the minimum target of 30 % women.

### *Women on the Board of Management*

There were no women on the Board of Management in financial year 2022. This is in line with the set target of 0% for 2022. While the Supervisory Board does not consider a change in the composition of the Board of Management or an increase solely for the purpose of increasing the quota of women, the Supervisory Board decided that a successor of CEO, CFO or COO shall be female. For the decision to appoint Mr. Peter Janssen as a further member of the Board of Management the professional qualifications were decisive. The Supervisory Board appointed Ms Ainhoa Mendizabal as a regular member of the Executive Board on 8 February 2023. Ms Ainhoa Mendizabal is responsible for Finance, Controlling, Investor Relations and Insurance. By 1 January 2024, the proportion of women on the Board of Management is to increase to 33%.

### *Women at the first and second management level*

The Board of Management of Biotest AG has set a target figure of 20 % for the participation of women at the first management level by 30 June 2022 and has exceeded this target by 31 December 2022 with 33.3 %. The target figure for the second management level was set at 30 % by 30 June 2022 and as of 31 December 2022, the proportion of women at that management level was 28.6 %. The proportion of women at Biotest AG (597 female employees) was 40.1 % as of 31 December 2022.

## **Succession planning for the Board of Management**

Long-term succession planning with regard to appointments to the Board of Management is secured through regular dialogue amongst the Chairmen of the Board of Management and the Supervisory Board and regular discussion of the topic by the Supervisory Board. This includes the discussion of terms of the service contracts of current Board of Management members and possible extensions as well as considering possible successors. In succession planning for the Board of Management, the Supervisory Board ensures, among other things, that the age limit of 63 years is observed.

## **Diversity concept for the composition of the Board of Management and the Supervisory Board**

Beyond the diversity objectives for the composition of the Board of Management and the Supervisory Board set out in this Management Declaration as well as the particular objectives as set out in the qualification profile for the composition of the Supervisory Board Biotest AG has not yet established a diversity concept within the meaning of Section 289f para. 2 No. 6 HGB. In the past, the Supervisory Board has always taken into account, even in the absence of an abstract diversity concept, that its composition and that of the Board of Management meet the specific needs of the Company.

## **Qualification profile and targets for the composition of the supervisory board**

### *Requirements on the Composition of the Supervisory Board*

#### Qualification profile

The Supervisory Board shall have the competencies which are considered essential for the activities and business of the Biotest Group. This includes in particular extensive and in-depth knowledge and experience in

- the management of a mid-size, internationally operating company;
- the healthcare/life science/pharma sector;
- the areas of research & development (especially also in clinical development and drug approval) production, marketing, sales;
- digitisation and innovation management;
- the main markets in which Biotest operates;
- business administration;
- the area of governance/compliance/risk management;
- the sustainability sector.

In addition, with regard to the requirements of Section 100 para. 5 of the German Stock Corporation Act, for members of the Supervisory Board appointed after 1 July 2021, at least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing, and the Supervisory Board members in general must be familiar with the pharmaceutical industry. Pursuant to Section 107 para. 4 sentence 3 of the German Stock Corporation Act, the requirements of Section 100 para. 5 of the German Stock Corporation Act apply accordingly to the Audit Committee.

The expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing shall consist of special knowledge and experience in the auditing of financial statements. Accounting and auditing also include sustainability reporting and its audit and assurance. The chairman of the Audit Committee shall have appropriate expertise in at least

one of the two areas. As the communication at the meetings and the documents for their preparation are in English, each member of the Supervisory Board should have a good knowledge of the English language.

#### Independence and Potential Conflicts of Interests

The Supervisory Board shall include what its shareholder representatives consider to be an appropriate number of independent members representing shareholders; thereby taking into account the shareholder structure.

A member of the Supervisory Board shall be deemed independent within the meaning of this recommendation if, in accordance with recommendation C.7 of the GCGC, he or she is independent of the Company and its Board of Management and, in accordance with recommendation C.9 of the GCGC, independent of a controlling shareholder. It is being understood that an employment relationship within the Biotest Group or membership or activity in an employee representative body does not affect the independence of an employee representative.

If the Company has a controlling shareholder, and the Supervisory Board comprises more than six members, at least two shareholder representatives shall be independent from the controlling shareholder. If the Supervisory Board comprises six members or less, at least one shareholder representative shall be independent from the controlling shareholder.

The Chair of the Supervisory Board, the Chair of the Audit Committee, as well as the Chair of the committee that addresses Board of Management remuneration, shall be independent from the Company and the Board of Management. The Chair of the Audit Committee shall also be independent from the controlling shareholder.

Supervisory Board members shall not be members of governing bodies of, or exercise advisory functions at, significant competitors of the Company, and shall not hold any personal relationships with a significant competitor.

No more than two former members of the Board of Management shall be members of the Supervisory Board.

#### Diversity

In favour of diversity, the Supervisory Board shall take into account different professional and international experiences, in particular also an appropriate participation of women and men for its composition. The Supervisory Board shall be comprised of at least 30 % women and at least 30 % men. Shareholder and employee representatives bear joint responsibility for fulfilling these participation quotas.

#### Industry and international Expertise

At least one shareholder representative shall have many years of international professional experience. It would be desirable if at least one member of the Supervisory Board has knowledge of the international pharmaceutical market, ideally in the Biotest indication areas of haemophilia, immunology and intensive care.

#### *Requirements for Individual Members of the Supervisory Board*

##### General Requirements Profile

Supervisory Board members shall have entrepreneurial or operational experience and general knowledge of the pharmaceutical industry, in particular in the area of plasma protein products and biotherapeutic drugs manufacturing. Based on their knowledge, skills and professional experience, the members of the Supervisory Board should be able to perform their duties in an internationally

operating company.

With regard to election proposals to the Annual Shareholders' Meeting, particular attention shall be paid to the personality, integrity, motivation and independence of the candidates. Supervisory Board members shall comply with the limitation of supervisory board mandates as set out in the Rules of Procedure for the Supervisory Board and comply with the recommended limitation of supervisory board mandates in accordance with recommendation C.4 of the GCGC.

#### Time Availability

Each member of the Supervisory Board ensures that he/she can make available the expected time required for the duly exercise of his/her mandate. The following must be taken into account:

- At least five ordinary Supervisory Board meetings are held each year, each of which requires an appropriate period of time for preparation.
- Sufficient time shall be reserved for the examination of the annual and consolidated financial statements.
- Membership in one or more committees requires additional time.
- Additional extraordinary Supervisory Board or committee meetings may be necessary to deal with special situations or special topics.

#### Age Limit

The members of the Supervisory Board shall not be older than 68 years at the time of their election.

#### Standard term of Supervisory Board mandate

Members of the Supervisory Board shall generally not be on the Supervisory Board for more than 15 years or three terms of office.

Election proposals for the Supervisory Board to the Annual Shareholders' Meeting shall take these targets into account and at the same time aim to reflect the qualification profile for the full Supervisory Board.

#### **Status of implementation**

In its current composition, the Supervisory Board fulfils almost all requirements of the qualification profile for the collegiate body and the individual members, in particular the requirements in relation to professional and personal qualifications and with regard to the knowledge, skills and experience essential for Biotest AG, as well as internationality.

The Supervisory Board takes into account the objectives for the composition and the requirements set out in the qualification profile as part of the selection process and nomination of candidates for the Supervisory Board. In preparing the election proposals for the four shareholder representatives to be elected by the Annual Shareholders' Meeting 2022, the Supervisory Board nominated a woman for election. Female candidates were also nominated for the election of employee representatives, who were not elected as employee representatives.

Taking into account the ownership structure, the Supervisory Board on the shareholder side includes two independent members and what they consider to be an appropriate number of independent members. Mrs. Uta Kemmerich-Keil and Dr. Bernhard Ehmer are independent of the Company and its Board of Management and independent of the controlling shareholder.

As chairwoman of the Audit Committee, Mrs. Uta Kemmerich-Keil has expertise in the field of auditing and Dr. Bernhard Ehmer has expertise in the field of accounting principles. Mrs. Uta Kemmerich-Keil has knowledge in the field of auditing due to previous work in an internal audit

department and memberships in Audit Committees of several companies. Dr. Bernhard Ehmer has knowledge in the field of accounting principles due to his many years of experience in the management bodies of several internationally operating companies.

The implementation status of the competence profile is disclosed below in the form of a qualification matrix.

## Qualification Matrix

|                              |  | Shareholder representatives |               |                    |                     | Employee representatives |                    |
|------------------------------|--|-----------------------------|---------------|--------------------|---------------------|--------------------------|--------------------|
|                              |  | Uta Kemmerich-Keil          | David Bell    | Dr. Bernhard Ehmer | Tomás Dagá Gelabert | Dirk Schuck              | Jürgen Heilmann    |
| <b>Length of membership</b>  | <b>Member since</b>  | 5 May 2022                  | 6 June 2022   | 5 May 2022         | 6 June 2022         | 5 May 2022               | 21. September 2011 |
| <b>Personal aptitude</b>     | <b>Independence<sup>1</sup></b>                                    | ✓                           |               | ✓                  |                     |                          |                    |
|                              | <b>No Overboarding<sup>2</sup></b>                                 | ✓                           | ✓             | ✓                  | ✓                   | ✓                        | ✓                  |
| <b>Diversity</b>             | <b>Date of birth</b>   | 27.12.1966                  | 15.05.1954    | 03.02.1955         | 21.03.1956          | 30.08.1978               | 09.01.1962         |
|                              | <b>Gender</b>  | Female                      | Male          | Male               | Male                | Male                     | Male               |
|                              | <b>Nationality</b>   | German                      | British / USA | German             | Spanish             | German                   | German             |
| <b>Professional aptitude</b> | <b>Management of a mid-size, internationally operating company</b> | ✓                           | ✓             | ✓                  | ✓                   |                          |                    |
|                              | <b>Healthcare/ life science/ pharma sector</b>                     | ✓                           | ✓             | ✓                  | ✓                   | ✓                        | ✓                  |
|                              | <b>Research &amp; development/ production / marketing / sales</b>  | ✓                           | ✓             | ✓                  |                     |                          |                    |
|                              | <b>Digitisation and innovation management</b>                      | ✓                           | ✓             | ✓                  | ✓                   | ✓                        |                    |
|                              | <b>Main markets in which Biotest operates</b>                      |                             | ✓             | ✓                  | ✓                   | ✓                        | ✓                  |
|                              | <b>Business administration</b>                                     | ✓                           |               | ✓                  |                     | ✓                        | ✓                  |
|                              | <b>Area of governance/compliance/risk management</b>               | ✓                           | ✓             | ✓                  | ✓                   | ✓                        |                    |
|                              | <b>Sustainability</b>  |                             | ✓             | ✓                  |                     | ✓                        | ✓                  |
|                              | <b>Accounting principles</b>                                       | ✓                           |               | ✓                  |                     | ✓                        | ✓                  |
|                              | <b>Auditing</b>  | ✓                           |               |                    |                     | ✓                        | ✓                  |

<sup>1</sup> According to the Code.

<sup>2</sup> According to Section 100 para. 5 Stock Corporation Act and recommendation D.3 of the Code

✓ Criterion met, based on a self-assessment by the Supervisory Board. A dot means at least “good knowledge” and thus the ability to understand the relevant issues well and make informed decisions on the basis of existing qualifications, the knowledge and experience acquired in the course of work as a member of the Supervisory Board (for example, many years of service on the Audit Committee) or the training measures regularly attended by all members of the Supervisory Board.

## **Collaboration between the Board of Management and the Supervisory Board**

The Board of Management informs the Supervisory Board regularly, promptly and comprehensively of all issues of strategy, planning, business development, the risk situation, risk management and compliance that are relevant to the Company.

It provides a monthly report on the Company's business and earnings position, including plan and target variances together with an explanation. Certain business transactions, such as the acquisition and disposal of participations in other companies, fundamental changes in the corporate organisation or business strategy and capital increases or decreases require the prior approval of the Supervisory Board.

Supervisory Board members are provided with all decision-relevant documents, including the annual financial statements, consolidated financial statements, the non-financial statement and the auditor's reports and the summary of the internal audit reports in a timely manner before each meeting.

Members of the Board of Management attend meetings of the Supervisory Board in an advisory capacity, unless, in individual instances, the Supervisory Board or its Chairman decides otherwise.

## **Remuneration system and remuneration of the members of the Management Board**

The applicable remuneration system for the members of the Management Board pursuant to Section 87a para. 1 and para. 2 sentence 1 of the German Stock Corporation Act, which was approved by the Annual Shareholders' Meeting on 11 May 2021, as well as the resolution adopted by the Annual Shareholders' Meeting on 11 May 2021 pursuant to Section 113 para. 3 German Stock Corporation Act on the remuneration of the members of the Supervisory Board are publicly available on the website of Biotest AG (at [https://www.biotest.com/de/de/investor\\_relations.cfm#](https://www.biotest.com/de/de/investor_relations.cfm#)). In addition, the remuneration report and the auditor's report pursuant to Section 162 German Stock Corporation Act are also made publicly available on the website of Biotest AG (at [https://www.biotest.com/de/de/investor\\_relations.cfm](https://www.biotest.com/de/de/investor_relations.cfm)).

## **MANAGEMENT AND CONTROL OF GROUP COMPANIES**

The Group's affiliated companies are corporations that may differ in legal form depending on their domicile. The companies are managed by a Board of Management or a comparable institution. Shareholders' meetings set the guidelines for the respective company strategy and make key investment and business decisions.

In principle, Group management approval is required for all key business decisions at the affiliate level.

## **COMPLIANCE IN THE BIOTEST GROUP**

Biotest defines compliance as a series of internal corporate policies and procedures that are undertaken by a company and that promote the prevention, detection, and resolution of conduct or practices that are illegal or that do not conform to the Company's ethical and business standards.

The rights and duties of individual employees in the Biotest Group are governed by Biotest's Code of Ethics and Business Conduct (Code of Conduct) that is published on the Biotest website and in the national compliance manuals and are comprehensively set out on the Intranet and regularly updated. The most essential content and messages of the Code of Conduct have been summarised

in a leaflet which was distributed to all employees and relevant business partners in electronic and physical form.

To counteract the risk of compliance violations, the Biotest Group, in close cooperation with the Compliance, Legal and Information Technology departments, further expanded the international compliance system, taking into account country-specific features. Compliance processes were further developed in 2022, primarily through the implementation of an electronic compliance review process, the development and introduction of online compliance training, and online compliance testing.

The mandatory face-to-face training on the Biotest Compliance Code of Conduct for all new employees and those who have not been trained for three years, were changed to an online course or refresher course that will take place annually in the future. In addition to the online training on the Code of Conduct specifically tailored to Biotest, the Legal and Compliance departments have developed further training in the areas of antitrust law and data protection in cooperation with an external service provider in 2022. In addition, annual training courses on the policy for health care professionals were held in 2022, followed by an electronic test for the relevant departments..

Biotest AG is a member of the “Verein Arzneimittel und Kooperation im Gesundheitswesen e.V.” (AKG = Pharmaceuticals and Cooperation in Healthcare Association) based in Berlin, Germany. This voluntary self-regulating organisation was established by German-based pharmaceutical companies to guard against competitive violations.

Biotest AG has established a compliance system that implements and specifies the requirements under the Code of Conduct for daily cooperation with business partners and in particular with health care professionals or health care organisations such as hospitals, doctors and other medical specialists (healthcare professionals). Its particular concern is to combat the risk of corruption in connection with pharmacotherapy. Transactions of Biotest AG with healthcare professionals that may involve compliance risks, such as training courses, expert meetings, lectures and application observations financially supported by Biotest, are subject to the prior written approval of the Compliance Department.

Biotest has also implemented an electronic system to ensure that payments to healthcare professionals are made in accordance with compliance rules. This system is also used to archive all data that must be stored in connection with payments to healthcare professionals. In accordance with the Transparency Rule of the AKG (Section 28 of the AKG Code), Biotest publishes on its website all cash-equivalent benefits to healthcare professionals on an annual basis. A whistleblower hotline has been established at a law firm.

Biotest AG and its subsidiaries regularly exchange information on the implementation and adaptation of Biotest AG's compliance systems. Besides the Group wide Code of Ethics and Business Conduct, the revised national policies for healthcare professionals and other local regulations are successively published on the Biotest Group Intranet, making them transparent for all employees.

Biotest's international business also includes cooperation with sales partners in countries with particular corruption and money laundering risks. Therefore, all sales partners abroad are screened for suspicions of corruption, money laundering or other criminal offenses or unethical behaviour against social and environmental standards on the basis of a risk-based approach when the contract is established and periodically at least every three years thereafter. Potential partners from high-risk countries or with a particular risk profile are examined particularly intensively.

All distributors and agents confirm receipt of the current Code of Conduct on a regular basis and undertake to comply with its provisions. Distributors and agents regularly attend information events on compliance topics and the Code of Ethics and Conduct.

## TRANSPARENCY AND FINANCIAL ACCOUNTING

The Biotest Group is committed to regular, open and timely communication with institutional investors and analysts, private shareholders, employees and other stakeholders.

We regularly share information with shareholders, all of whom are treated equally in terms of the information provided to them. All new developments are communicated without delay by means of press releases and ad hoc announcements, annual and interim financial reports, and presentations to analysts' and investors' conferences. The information, as well as the financial calendar and information on the Annual Shareholders' Meeting, can be viewed and downloaded from the Biotest website ([www.biotest.com](http://www.biotest.com)).

Information is also published with regard to directors' dealings and voting rights announcements, along with all information which must be published under corporate law.

The annual consolidated financial statements and interim financial reports for the first three, six and nine months of each financial year are prepared by the Board of Management. These statements are prepared on the basis of the International Accounting Standards (IAS) adopted and published by the International Accounting Standards Board (IASB) or the International Financial Reporting Standards (IFRS) as applicable in the EU as well as the interpretations of the Standing Interpretations Committee (SIC) or the International Financial Reporting Interpretations Committee (IFRIC).

Biotest AG's single entity financial statements, on which dividend payments are based, are drawn up in accordance with the provisions of the German Commercial Code.

## ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting is the Company's supreme governing body and is of central importance to the dialogue between shareholders and the Board of Management and Supervisory Board. By providing comprehensive information in advance of the Annual Shareholders' Meeting, we ensure that shareholders are able to make full use of their rights.

The Annual Shareholders' Meeting passes its resolutions with a simple majority of votes cast and, in cases where a capital majority is required, with a simple majority of the share capital represented – unless stipulated otherwise by law or the Articles of Association.

The most important information and details about the Annual Shareholders' Meeting are published on the Biotest website ([www.biotest.com](http://www.biotest.com)). The report of the Management Board and the accompanying presentation are also made available there in a timely manner.

## DECLARATION OF COMPLIANCE

### **Declaration of the Board of Management and the Supervisory Board of Biotest AG on the recommendations of the German Corporate Governance Code in accordance with Section 161 of the German Stock Corporation Act (AktG)**

Since the last Declaration of Compliance dated 10 March 2022, Biotest AG has complied with all recommendations of the German Corporate Governance Code in the version 16 December 2019 with the following exceptions:

- Biotest AG did not follow the recommendation set forth in Section D.5 of the German Corporate Governance Code in the version of 16 December 2019 to form an own supervisory board nomination committee, which consists exclusively of members representing the shareholders and nominates qualified candidates for the supervisory board to propose to the Annual Shareholders' Meeting for the appointment of supervisory board members. The duties of the nomination committee are assumed by the Personnel and Remuneration Committee.
- Contrary to recommendation G.3 of the German Corporate Governance Code in the version of 16 December 2019, the Supervisory Board of Biotest AG has not yet disclosed the peer group of other companies to assess whether the specific total remuneration of the Board of Management members is in line with usual levels compared to other companies. At the Annual Shareholders' Meeting 2022, the company disclosed by means of a horizontal and vertical comparison the remuneration of the current and former members of the Board of Management for the years 2017 to 2021, as well as the average and owed remuneration of the Board of Management and all employees of Biotest AG.
- Biotest AG did not follow recommendation G.10 of the German Corporate Governance Code in the version of 16 December 2019. According to recommendation G.10, the Board of Management members' variable remuneration shall be predominantly invested in company shares by the respective Board of Management member or shall be granted predominantly as share-based remuneration. The remuneration system approved by the Annual Shareholders' Meeting on 11 May 2021 provides that both the non-performance-related (fixed) remuneration components and the performance-related (variable) remuneration components of the members of the Board of Management of Biotest AG are not share-based, but provide for a cash payment. The Supervisory Board considers that the existing remuneration system is appropriate and that there was no reason to make structural changes.
- Biotest AG did not follow recommendation G.12 of the German Corporate Governance Code in the version of 16 December 2019. According to recommendation G.12, if a Board of Management member's contract is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until contract termination shall be based on the originally agreed targets and comparison parameters, and on the due dates or holding periods stipulated in the contract. The current Board of Management contracts do not provide for any explicit regulation in this regard. The Supervisory Board considers that there is no need to include such a provision in the Board of Management service contracts, as the current provisions are deemed appropriate in the event a member of the Board of Management retires.

Furthermore, since the amendment to the Code came into force on 28 April 2022, Biotest AG has complied with all recommendations of the German Corporate Governance Code in the version 28 April 2022 with the following exceptions:

- Biotest AG did not follow the recommendation set forth in Section D.4 of the German Corporate Governance Code in the version of 28 April 2022 to form an own supervisory

board nomination committee, which consists exclusively of members representing the shareholders and nominates qualified candidates for the supervisory board to propose to the Annual Shareholders' Meeting for the appointment of supervisory board members. The duties of the nomination committee are assumed by the Personnel and Remuneration Committee.

- Biotest AG did partially not follow recommendation D.10 of the German Corporate Governance Code in the version of 28 April 2022. According to recommendation D.10 sentence 3, the Audit Committee shall consult with the external auditors on a regular basis without the Board of Management. In the past, the participation of the Board of Management in the meetings of the Audit Committee has always been required according to the assessment of the Supervisory Board and the Audit Committee. In future, the Board of Management shall participate in consultations of the Audit Committee with the auditor if the Supervisory Board or the Audit Committee deems such participation to be necessary.
- Contrary to recommendation G.3 of the German Corporate Governance Code in the version of 28 April 2022, the Supervisory Board of Biotest AG has not yet disclosed the peer group of other companies to assess whether the specific total remuneration of the Board of Management members is in line with usual levels compared to other companies. At the Annual Shareholders' Meeting 2022, the company disclosed by means of a horizontal and vertical comparison the remuneration of the current and former members of the Board of Management for the years 2017 to 2021, as well as the average and owed remuneration of the Board of Management and all employees of Biotest AG.
- Biotest AG did not follow recommendation G.10 of the German Corporate Governance Code in the version of 28 April 2022. According to recommendation G.10, the Board of Management members' variable remuneration shall be predominantly invested in company shares by the respective Board of Management member or shall be granted predominantly as share-based remuneration. The remuneration system approved by the Annual Shareholders' Meeting on 11 May 2021 provides that both the non-performance-related (fixed) remuneration components and the performance-related (variable) remuneration components of the members of the Board of Management of Biotest AG are not share-based, but provide for a cash payment. The Supervisory Board considers that the existing remuneration system is appropriate and that there was no reason to make structural changes.
- Biotest AG did not follow recommendation G.12 of the German Corporate Governance Code in the version of 28 April 2022. According to recommendation G.12, if a Board of Management member's contract is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until contract termination shall be based on the originally agreed targets and comparison parameters, and on the due dates or holding periods stipulated in the contract. The current Board of Management contracts do not provide for any explicit regulation in this regard. The Supervisory Board considers that there is no need to include such a provision in the Board of Management service contracts, as the current provisions are deemed appropriate in the event a member of the Board of Management retires.

Biotest AG further declares to comply with the recommendations of the German Corporate Governance Code in the version dated 28 April 2022, with the exception of the aforementioned deviations. The Declaration of Compliance has been published on the Company's website ([https://www.biotest.com/de/de/investor\\_relations.cfm#](https://www.biotest.com/de/de/investor_relations.cfm#)).

Dreieich, 10 March 2023

For the Board of Management



Dr. Michael Ramroth



Ainhoa Mendizabal Zubiaga



Peter Jansen



Dr. Jörg Schüttrumpf

For the Supervisory Board



Dr. Bernhard Ehmer

In addition to this latest version, earlier versions of the Declaration of Compliance can also be viewed on and downloaded from the Biotest website.

The report on the remuneration of the Board of Management and the Supervisory Board is publicly available on the website of Biotest AG (at [https://www.biotest.com/de/de/investor\\_relations.cfm#](https://www.biotest.com/de/de/investor_relations.cfm#)).