



## **Invitation to the annual General Meeting 2019 of Biotest Aktiengesellschaft, Dreieich**

– ISIN DE0005227201, DE0005227235 –  
– WKN 522720, 522723 –

We hereby invite our shareholders to the

### **Annual General Meeting**

on May 7, 2019, 10.30 a.m., at Alte Oper Frankfurt, Mozart Saal, Opernplatz, 60313 Frankfurt am Main, Germany.

### **Agenda**

- 1. Presentation of the adopted annual financial statements of Biotest AG and the approved consolidated financial statements as of December 31, 2018; the management report for Biotest AG and the group; the report by the Supervisory Board for the fiscal year 2018, as well as the explanatory report by the Management Board regarding the details pursuant to § 289a, section 1 and § 315a, section 1 German Commercial Code**

The aforementioned documents can be inspected on the Internet at [www.biotest.com](http://www.biotest.com) and will be available for inspection at the General Meeting.

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board; the annual financial statements have thereby been adopted. Therefore, the General Meeting is not required to adopt a resolution on this item 1 of the agenda.

- 2. Adoption of a resolution on the appropriation of the net income**

The Management Board and the Supervisory Board suggest the appropriation of the net income for the fiscal year 2018 in the amount of EUR 65,288,667.75 as follows:

Distribution of a dividend of EUR 0.04 per dividend-bearing preference share on 19,785,726 non-voting preferred shares	EUR 791,429.04
Total distribution	EUR 791,429.04
Profit carried forward to new account	EUR 64,497,238.71
Net income	EUR 65,288,667.75

Pursuant to § 58 para. 4 sentence 2 German Stock Corporation Act, the claim to the dividend falls due on the third business day after the adoption of the resolution by the General Meeting, i.e., on May 10, 2019. The dividend will be paid on May 10, 2019.

3. **Adoption of a resolution on the ratification of the acts by the Management Board members for the fiscal year 2018**

The Management Board and the Supervisory Board suggest the ratification of the acts by the Management Board members for the fiscal year 2018.

4. **Adoption of a resolution on the ratification of the acts by the Supervisory Board members for the fiscal year 2018**

The Management Board and the Supervisory Board suggest the ratification of the acts by the Supervisory Board members for the fiscal year 2018.

5. **Election of the auditors for the fiscal year 2019**

Upon the recommendation by its audit committee, the Supervisory Board suggests electing Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Eschborn/Frankfurt am Main, Germany, as auditors for the fiscal year 2019.

In its recommendation, the audit committee declared that the recommendation was free from any undue influence by third parties and that no clause of the type specified in Art. 16, para. 6 of Regulation (EU) No. 537/2014 of the European Parliament and the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC was imposed on the audit committee.

6. **Adoption of a resolution on the cancellation of the existing authorized capital and creation of new authorized capital, as well as a corresponding amendment of the articles of association**

The authority of the Management Board set out in § 4 (5) of the articles of association to increase the stated capital (authorized capital), which the Management Board has not yet exercised, is to be replaced by a new authorized capital.

The Management Board and the Supervisory Board suggest that it be resolved as follows:

A new authorized share capital is created.

§ 4 (5) of the articles of association is cancelled and replaced as follows:

"(5) The management board is authorized, with the approval by the supervisory board, to increase the company's stated capital up to (and including) May 6, 2024, once or several times, by up to EUR 19,785,726.00 against the issue of new ordinary bearer shares and/or the issue of new non-voting preferred bearer shares, against contributions in cash and/or kind (authorized capital). The authority includes the authority to issue additional non-voting preferred shares which are tantamount to the non-voting preferred shares issued earlier in the distribution of the profit and/or the company's assets. The shareholders shall be granted a subscription right. The subscription right may also be exercised in whole or in part as an indirect subscription right within the meaning of the first sentence of § 186, para. 5, sentence 1 German Stock Corporation Act.

The management board is authorized to determine the details of the execution of any capital increases from authorized capital."

The Supervisory Board is authorised to amend the articles of incorporation to the extent of a partial or complete increase of the stated capital from authorized capital.

## **Participation in the General Meeting and exercise of the voting right**

Pursuant to § 19 of the articles of association, those shareholders which have registered with the Company and have submitted a certificate regarding their shareholding by the institution where the securities are held are entitled to attend the General Meeting and exercise their voting right (if any).

The certificate of the shareholding must refer to the beginning of the 21<sup>st</sup> day before the General Meeting, i.e., April 16, 2019, midnight (CEST) ("Reference Date"). The registration for the General Meeting and the certificate of the shareholding must be received by Biotest AG up to the expiry of April 30, 2019, midnight (CEST), at the latest, at the following address:

Biotest AG  
c/o Landesbank Baden-Württemberg  
Abteilung 4035 H  
Am Hauptbahnhof 2  
70173 Stuttgart, Germany  
Fax: +49-711-12 77 92 64  
Email: HV-Anmeldung@LBBW.de

The registration and the certificate of the shareholding require text form (§ 126b German Civil Code) and must be prepared in German or English.

In the relation to the Company, only persons who have submitted the certificate of the shareholding will be deemed a shareholder with respect to the participation in the Meeting and the exercise of the voting right. The entitlement to attend, or the scope of the voting right, will be governed exclusively by the shareholding as of the Reference Date. The Reference Date does not entail a ban on the capacity to dispose of shareholdings. Also in the event of a disposal of the shareholding in whole or in part after the Reference Date will the entitlement to attend, and the scope of the voting right, be governed exclusively by the shareholder's shareholding as of the Reference Date, i.e., any disposals of shares after the Reference Date will not affect the entitlement to attend and the scope of the voting right. The same applies *mutatis mutandis* to any acquisitions of shares after the Reference Date. Persons who do not own any shares as of the Reference Date and become shareholders only thereafter, are not entitled to attend and vote. The Reference Date does not affect the entitlement to dividends.

After the receipt by the Company of the registration and the certificate of the shareholding, admission tickets for the General Meeting will be sent to the shareholders. To ensure the timely receipt of the admission tickets, may we ask the shareholders to request an admission ticket for a participation in the General Meeting from the institution where the securities are held as early as possible. In those cases, the necessary registration and the certificate of the relevant shareholding will be made or provided, respectively, by the institution where the securities are held.

Only ordinary shareholders may exercise a voting right. Pursuant to § 21 (2) of the articles of association, the preferred shareholders have no voting right.

## **Procedure for proxy voting and participation by an attorney**

Shareholders who do not wish to participate in the General Meeting personally and/or do not wish to exercise their voting rights personally, may have their rights, in particular their voting right, exercised by an attorney, for example, a credit institution, an association of shareholders, or another third party. In addition, we offer our ordinary shareholders proxy voting by proxies named by the Company who are bound by instructions. The aforementioned requirements regarding the participation in the General Meeting and the exercise of the voting right must also be met in the event of proxy voting.

If neither a credit institution nor an association of shareholders or a person or institution treated as such pursuant to § 135 para. 8 or §§ 135 para. 10, 125 para. 5, of the German Stock Corporation

Act is authorized to exercise the voting right, the authorization must be granted in accordance with § 134 para. 3 sentence 3 German Stock Corporation Act in text form (§ 126b German Civil Code). The revocation of an authorization and the evidence of the authorization as against the Company also require text form (§ 126b German Civil Code) in accordance with § 134 para. 3 sentence 3 German Stock Corporation Act.

If a shareholder authorizes more than one person, the Company may reject one or several of them.

A form which can be used to grant a proxy will be sent to the ordinary shareholders together with the admission ticket and is available for download on the Company's website at [www.biotest.com](http://www.biotest.com) through the page "Investor Relations/Shareholders' Meeting 2019".

Evidence of the authorization must either be presented by the proxy at the day of the General Meeting or be sent to the Company before the date of the General Meeting to the following address:

Biotest AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49-89 30903 - 74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

On the day of the General Meeting, from 9.30 a.m. to shortly before the commencement of the voting, only the entry and exit control for the General Meeting at Alte Oper Frankfurt, Mozart Saal, Opernplatz, 60313 Frankfurt am Main, Germany, will be available to receive the evidence.

Special requirements may apply to the authorization of credit institutions, associations of shareholders or institutions or persons treated as such pursuant to § 135 para. 8 or §§ 135 para. 10, 125 para. 5 of the German Stock Corporation Act. May we ask the shareholders to coordinate the form of the authorization with the person to be authorized.

To facilitate the organization, ordinary shareholders who wish to authorize the proxy named by the Company in the run-up to the General Meeting are requested to send the completed form for the granting of voting proxy and instructions to the proxies by Monday, May 6, 2019, midnight (CEST) (time of receipt there) to the following address:

Biotest AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49-89 30903 - 74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The proxies named by the Company are obliged to vote in accordance with the instructions given to them. They may not exercise the voting rights at their own discretion. In the absence of any instructions, the proxies must abstain from voting or, as the case may be, not participate in the voting.

**Details regarding the shareholders' rights under § 122 para. 2, § 126 para. 1, § 127 and § 131 para. 1 German Stock Corporation Act**

**Requests for additions to the agenda (§ 122 para. 2 German Stock Corporation Act)**

Shareholders whose shares, in the aggregate, represent 5% of the stated capital (i.e., EUR 1,978,572.60) or the prorated amount of EUR 500,000.00 (i.e., 500,000 shares) may request that items be added to the agenda and be announced. A substantiation or a draft resolution must be added for each new item. The request must be addressed to the Management Board in writing. Applicants must demonstrate that they have held the shares for a period of at least 90 days before

the date of receipt of the request and will hold the shares until the decision on the request by the Management Board.

Requests for additions to the agenda must be received by the Company at least 30 days before the meeting, i.e., by midnight on April 6, 2018, midnight (CEST), at the following address:

Biotest AG  
Vorstand  
Landsteinerstraße 5  
63303 Dreieich, Germany

**Counter-motions and election proposals (§§ 126 para. 1 and 127 German Stock Corporation Act)**

In addition, shareholders of the Company may transmit counter-motions in relation to proposals by the Management Board and/or Supervisory Board regarding specific items of the agenda, as well as election proposals in relation to the election of a Supervisory Board member or the auditor. Counter-motions must be substantiated. Counter-motions and election proposals by shareholders must be sent exclusively to the following address. Counter-motions and election proposals sent to another address will not be considered.

Biotest AG  
Investor Relations  
Landsteinerstraße 5  
63303 Dreieich, Germany  
Fax: +49-6103-80 13 47  
or by email to: HV2019@biotest.com

Counter-motions and election proposals which are received within the statutory time limit, i.e., by April 22, 2018, midnight (CEST), will be made available on the Company's website at [www.biotest.com](http://www.biotest.com) through the page "Investor Relations/Shareholders' Meeting 2019".

Any comments by the management will also be published on the aforementioned website.

**Right to information (§ 131 para. 1 German Stock Corporation Act)**

Upon request, at the General Meeting, the Management Board must provide each shareholder with information regarding affairs of the Company, to the extent that the information is necessary for the proper assessment of an item of the agenda and no rights to refuse to provide information exist. The Management Board's duty to provide information also extends to the legal and business relations of the Company to an affiliated undertaking, as well as the situation of the group and the enterprises included in the consolidated financial statements.

**Additional explanations**

Additional explanations regarding the shareholders' rights under § 122 para. 2, § 126 para. 1, § 127, § 131 para. 1 German Stock Corporation Act are available on the Company's website at [www.biotest.com](http://www.biotest.com) through the page "Investor Relations/Shareholders' Meeting 2019".

**Reference to the Company's website**

The information in accordance with § 124a German Stock Corporation Act will be provided to the shareholders on the Company's website at [www.biotest.com](http://www.biotest.com) through the page "Investor Relations/Shareholders' Meeting 2019".

## **References to data protection**

The Company processes personal data of its shareholders and possible proxies in course of the preparation and execution of the General Meeting. Such data comprises, in particular, the name, place of residence or address, respectively, a possible email address, the relevant share portfolio, the number of the admission ticket and the authorization of possible proxies. Depending on the case, further personal data may be included.

### *Responsible person, purpose and legal basis*

The Company is responsible for the processing of the data. The purpose of the processing of the data is to enable the shareholders and proxies to attend the General Meeting and to exercise their rights before and during the General Meeting. The legal basis for the processing of the data is Art. 6 para. 1 sentence 1 lit. c GDPR.

### *Recipient*

On the occasion of the General Meeting, the Company engages several service providers and advisers. They receive only such personal data collected by the Company which is necessary for the provision of their services. The service providers and advisers process such data only in accordance with the direction given by the Company. Apart from that, personal data is provided to the shareholders and proxies in accordance with statutory law, especially in the list of attendees.

### *Storage period*

Personal data is stored as long as this is legally necessary or the Company has a legitimate interest in the storage, e.g. in case of proceedings in or out of court on the occasion of the General Meeting. Afterwards, personal data will be deleted.

### *Rights of persons concerned*

Under particular legal preconditions, you have a right to information, correction, limitation, objection and deletion in relation to your personal data and to its treatment, respectively, as well as a right to the transferability of data according to Chap. III GDPR. Additionally, you have a right to complaint with the data protection supervisory authority according to Art. 77 GDPR.

### *Contact*

The contact at the Company is:

Biotest AG  
Landsteinerstraße 5  
63303 Dreieich, Germany  
Tel.: +49- (0)6103 – 801 4406  
Fax: +49- (0)6103 – 801 347  
Email: HV2019@biotest.com

Our data protection officer can be reached under:

SPIE Deutschland & Zentraleuropa GmbH  
c/o Biotest Aktiengesellschaft  
Lyoner Straße 9  
60528 Frankfurt am Main, Germany  
Email: anton.peuser@spie.com

## **Details regarding the total number of the shares and voting rights at the time when the General Meeting is convened (§ 49 para. 1 sentence 1 no. 1 German Securities Trading Act)**

At the time when the General Meeting is convened, the Company's stated capital amounts to EUR 39,571,452.00. It is divided into a total of 39,571,452 bearer shares with a notional share in the stated capital of EUR 1.00 each, 19,785,726 of which are ordinary shares with the same

number of voting rights, and 19,785,726 of which are non-voting preferred shares. At the time of the invitation to the General Meeting, the Company does not hold any treasury shares.

Dreieich, March 2019

**Biotest Aktiengesellschaft**  
**The Management Board**