

**ADDITION TO THE AGENDA
OF THE ANNUAL GENERAL MEETING OF BIOTEST AG
ON 11 MAY 2021**

Biotest Aktiengesellschaft
Dreieich

- ISIN DE0005227201, DE0005227235 –
- WKN 522 720, 522 723 –

By notice in the *Bundesanzeiger* dated 30 March 2021, the Annual General Meeting of Biotest AG was convened for Tuesday, 11 May 2021, in Dreieich.

At the request of the shareholders Polygon European Equity Opportunity Master Fund and Blackwell Partners LLC-Series A (together the "**Polygon-Shareholders**"), each represented by Polygon Global Partners LLP, the following items are added to the agenda of the Annual General Meeting on 11 May 2021 for resolution pursuant to sections 122 para. 2, 124 para. 1 German Stock Corporation Act (*Aktiengesetz* – "**AktG**") and are hereby announced.

8. REMOVAL OF THE MEMBER OF THE SUPERVISORY BOARD XIAOYING (DAVID) GAO

"We hereby propose that Mr. Xiaoying (David) Gao be removed as a member of the supervisory board with effect as of the end of the virtual ordinary general meeting of the Company on 11 May 2021 in accordance with section 103, section 1 of the AktG."

9. BY-ELECTION REGARDING THE SUPERVISORY BOARD

"In accordance with sections 96 para. 1, 102 para. 1 of the AktG, as well as section 4 para. 1 of the German One-Third Participation Act, the supervisory board to be set up in accordance with article 9(1) of the Company's articles of association consists of four members to be elected by the general meeting and two members to be elected by the employees. The general meeting is not bound by election proposals.

We hereby propose that Mr. Sean Côté, London, United Kingdom, in-house lawyer and head of the legal department of Polygon Global Partners LLP. be elected as a member of the supervisory board with effect as of the end of the virtual ordinary general meeting of the Company on 11 May 2021 until the end of the general meeting which resolves on the formal approval of the actions by the supervisory board members for the fiscal year 2021."

10. SPECIAL INVESTIGATION

"We hereby propose that a special investigation be conducted in respect of the incidents in connection with the election proposal of Mr. Xiaoying (David) Gao as a member of the supervisory board at the general meeting of 8 May 2020, in particular, regarding the following questions:

- Did Creat Group Co. Ltd., or any of its group companies (hereinafter, collectively, the "**Creat Group**"), explain to the Company why Mr. Gao, as a member of the management board of Tiancheng Germany Pharmaceuticals Holding AG ("**TGP**"), as well as a member of the board of directors and vice chairman of Bio Products Laboratory Limited ("**BPL**"), should be elected to the Company's supervisory board?

- Who proposed Mr. Gao for an election as a future member of the supervisory board, and to whom and when?
- Did the management board have any concerns in relation to the election proposal in consideration of the other functions of Mr. Gao and in relation to any potential external exertion of influence on the management board?
- Did Creat Group explain to the Company in the run-up to the election of Mr. Gao to the supervisory board what plans it pursued in relation to Biotest and BPL on the US market?
- Did the Company's management board discuss with BPL generally, and/or with Mr. Gao specifically, any cooperation between Biotest and BPL in relation to an entry of Biotest in the US market?
- Did Creat Group, or Mr. Gao, disclose the plans and intentions of BPL regarding an expansion or the entry in any of the markets in which Biotest is currently active?
- Did Creat Group make any arrangements with the Company's management board, according to which no domination and profit transfer agreement should be entered into between the Company as a controlled enterprise and TGP as a controlling enterprise?

Dr. Erik Ehmann, Ehmann & Ehmann Rechtsanwälte PartG mbH, Beethovenstraße 23, D-87435 Kempten, is hereby appointed as special auditor."

REASONS FOR THE ADDITION TO THE AGENDA BY THE POLYGON-SHAREHOLDERS

In reasoning of their request for an addition to the agenda, the Polygon-Shareholders state the following:

Agenda items 8 and 9 - Removal of Supervisory Board member Xiaoying (David) Gao and election to the Supervisory Board

"The Company's general meeting elected Mr. Xiaoying (David) Gao to the supervisory board of Biotest at the Company's general meeting on 8 May 2020 on a proposal from the Company's supervisory board. His immediate removal is mandatory for the following reasons:

By the activities of Mr. Gao in the supervisory board, the Company runs a risk of substantial and irreparable damage. Owing to his position as a member of a corporate body of BPL, a major competitor of Biotest, Mr. Gao is unable to independently perform his rights and duties which result from his position as a member of the Company's supervisory board. Mr. Gao's position as a member of a corporate body of a major competitor results in a permanent personal conflict of interests. This paralyses the discussion of major issues regarding the corporate planning, development and management control of Biotest. There is a danger that Mr. Gao uses the knowledge and sensitive information acquired on the supervisory board of Biotest in decisions as a member of a corporate body of BPL in BPL's interests and to the detriment of Biotest.

BPL is a major competitor of Biotest. Both Biotest and BPL produce and sell plasma protein preparations and plasma-based products and, therefore, have identical areas of activities. Also, Biotest and BPL have overlapping markets, as both corporations are active in the USA. Biotest has already made significant efforts in the past, and has made substantial investments, to strengthen the Company's presence in the USA.

The Company also confirmed in investor calls that the Company wished to speed up the development of igG Next Generation, a product which is to be sold in the USA, and was actively looking for partners for the sale of its existing range of products in the USA.

As early as at the general meeting on 8 May 2020, Dr. Ramroth stated that Biotest was planning to expand its activities in the USA and that the quantities of plasma-based products to be produced by Biotest for the USA were more or less identical to the quantities sold by BPL in the USA.

On the other hand, Mr. Côté, the proposed candidate, is independent and free from any conflicts of interests. He is no member of statutory supervisory boards or other supervisory bodies of domestic or foreign business enterprises."

Agenda item 10 - Special investigation

"Owing to the position of Mr. Gao as a member of a corporate body of a major competitor of Biotest, the question is why Creat Group elected Mr. Gao to the Company's supervisory board with their votes without having before disclosed to Biotest the competition issues in relation to Mr. Gao.

It is to be feared that Creat Group, by appointing Mr. Gao, intends to exert an unfair influence on the Company, while bypassing the regulations of sections 291 et seq. AktG. Mr. Gao has been a board member of TGP since 2019, and thus a board member of a group company of Creat Group. His election to the Company's supervisory board is, obviously, another step to strengthen the affiliation between the Company and Creat Group and to create an association with BPL.

This also ties in with the fact that Mr. Gao, when he was presented as a supervisory board member of Biotest, stated at the general meeting on 8 May 2020 that he was looking forward to "increase the value of the shareholders (which probably meant "shares") of BPL (sic!) and Biotest." That statement suggests that Creat Group considers BPL and Biotest to be enterprises of a group which is to be managed in a uniform manner.

It is to be feared that Mr. Gao, as a supervisory board member of Biotest, uses his influence on the management board in order to create a "quasi contractual integration" of Biotest, while bypassing the rules under sections 291 et seq. AktG. Instead of entering into a domination and profit transfer agreement which, according to sections 304 and 305 AktG, would have to provide for compensation in the amount of the full value of the shares and a reasonable settlement payment in favour of the external shareholders, it seems to be planned that the majority shareholder be able to assert its own group interests through the Company's supervisory board to the Company's detriment.

The violation of section 125 para. 1 sentence 5 AktG in the invitation to the ordinary general meeting in 2020 also fits the picture. In that invitation, the Company stated that there existed no memberships of Mr. Gao in foreign supervisory bodies, although Mr. Gao is a vice chairman of the board of directors of BPL.

As regards the plans in relation to the conclusion of a domination and profit transfer agreement, Dr. Ramroth stated at the general meeting in 2020 that there was "no new status" in that respect.

Against that background, the objective of the special investigation is to look into the incidents which led to the election of Mr. Gao in order to clear up whether Creat Group intends to exert an unfair influence on the management board of Biotest, while bypassing corporate group law.

It is to be feared that the Company, in the course of a gradual "quasi contractual integration", will be obstructed in its autonomous development and that this will have adverse consequences for the external shareholders. In view of the circumstances outlined above, there is a strong argument that the objective is to integrate the Company as a member of the Creat Group companies."

JOINT STATEMENT BY THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF BIOTEST AG ON THE REQUEST FOR ADDITIONS TO THE AGENDA PURSUANT TO SECTIONS 122 PARA. 2 AND 124 PARA. 1 AKTG OF THE POLYGON-SHAREHOLDERS

The Management Board and the Supervisory Board jointly comment on the request for additions to the agenda by the Polygon-Shareholders as follows:

Since the election proposal of Mr. Xiaoying (David) Gao as member of the Supervisory Board to the Annual General Meeting 2020 of Biotest AG, the Polygon-Shareholders have repeatedly expressed their disagreement with his election as member of the Supervisory Board and preferred another candidate.

Already at the Annual General Meeting 2020, the Polygon-Shareholders submitted a motion for a resolution of the Annual General Meeting 2020 on a special audit, referred to as a "counter-motion". The requested special audit was directed at investigating events in connection with the drafting of and resolution on the declaration of compliance with the German Corporate Governance Code dated 16 March 2020. In the absence of a proper exercise of rights, the Company rejected the request of the Polygon-Shareholders. Nevertheless, the Company voluntarily and without any legal obligation commented on the request of the Polygon-Shareholders with a public notice on its website. In particular, the Management Board answered the questions listed by the Polygon-Shareholders to be investigated in the course of a special audit.

After the Annual General Meeting 2020 of Biotest AG was held on 8 May 2020, the Polygon-Shareholders submitted their request on 10 June 2020 for the convening of an extraordinary general meeting pursuant to Section 122 para. 1 AktG directed at the removal of Mr Xiaoying (David) Gao and the election of a new Supervisory Board candidate preferred by them, as well as for a resolution on a special audit to investigate events in connection with the election proposal of Mr Xiaoying (David) Gao. After a thorough examination, the Management Board rejected the request to convene the general meeting, referring to the lack of urgency and the legality of the election of the Supervisory Board member.

In a procedural document dated 30 June 2020, the Polygon-Shareholders applied for court authorisation to convene an extraordinary general meeting, which was to resolve on the resolution items already included in the request for convening. The application of the Polygon-Shareholders was rejected by the Darmstadt Local Court as groundless in its decision of 16 December 2020.

The request for additions to the agenda now submitted by the Polygon-Shareholders again aims at the removal of the Supervisory Board member Xiaoying (David) Gao, the election of a new candidate preferred by the Polygon-Shareholders as well as the resolution on the conduct of a special audit, now directed at the investigation of events in connection with the election proposal and the membership in the Supervisory Board of Mr. Xiaoying (David) Gao.

The Management Board and the Supervisory Board of Biotest AG have thoroughly examined the request for additions to the agenda submitted by the Polygon -Shareholders and have come to the conclusion that, taking into account the interest of the Company, there is no factual justification for these agenda items.

In detail:

Agenda items 8 and 9 - Removal of Supervisory Board member Xiaoying (David) Gao and election to the Supervisory Board

Contrary to the opinion of the Polygon-Shareholders, there is no compelling reason for the immediate removal of the Supervisory Board member Xiaoying (David) Gao. Mr Xiaoying (David) Gao was lawfully elected as a member of the Supervisory Board by the Annual General Meeting 2020 of Biotest AG. Mr Xiaoying (David) Gao does not have a permanent conflict of interest that would prevent him from properly exercising his Supervisory Board mandate.

The Management Board and the Supervisory Board are of the opinion that the current composition of the Supervisory Board ensures qualified and efficient supervision and consultation of the Management Board of Biotest AG. This is demonstrated in particular by the good cooperation in the interests of the Company in the past year. There are no permanent conflicts of interest that make it impossible

for the members of the Supervisory Board, in particular Mr Xiaoying (David) Gao, to properly exercise the Supervisory Board mandate, and these were not sufficiently demonstrated by the request for an addition to the agenda by the Polygon-Shareholders.

In addition to his Supervisory Board mandate at Biotest AG, Mr Xiaoying (David) Gao is Chief Executive Officer and Vice Chairman of Bio Products Laboratory Ltd. ("**BPL**"). The Polygon-Shareholders claim that this creates a "permanent conflict of interest" in his person, as BPL is a "significant competitor" of Biotest AG.

The Supervisory Board mandate is typically a secondary office that is regularly exercised alongside other activities and offices - also at competitor companies. The fact that Mr Xiaoying (David) Gao is at the same time Chief Executive Officer and Vice Chairman of BPL does not therefore in itself constitute a permanent conflict of interest which cannot be resolved other than by his dismissal as a member of the Supervisory Board.

Furthermore, the assertion by the Polygon Shareholders that BPL is a "major competitor" of Biotest AG is incorrect. BPL sells its plasma protein preparations almost exclusively in the United States of America. The Company is not represented on this market. Biotest AG does not manufacture a competing product at all for the only product that BPL sells in Germany, Biotest AG's main market.

The Management Board and the Supervisory Board therefore recommend to vote against the removal of Mr. Xiaoying (David) Gao and against the election of the candidate proposed by the Polygon-Shareholders to the Supervisory Board.

Agenda item 10 - Special audit

In the view of the Management Board and the Supervisory Board, there is no justified interest in conducting a special audit. In the run-up to the election of Mr. Xiaoying (David) Gao by the Annual General Meeting 2020, the Company has disclosed all relevant information regarding his person and the election proposal. In addition, questions submitted by Polygon-Shareholders in this context were answered in detail at the Annual General Meeting 2020.

The cooperation in the Supervisory Board in the past year has made it clear that the members of the Supervisory Board are ideally suited to perform the tasks of a Supervisory Board member at Biotest AG due to their professional experience, technical expertise, commitment, integrity and personality. In the view of the Management Board and the Supervisory Board, there are no indications that the Supervisory Board member Xiaoying (David) Gao acted in breach of his duties, in particular that he acted in the interests of others when exercising his Supervisory Board mandate at Biotest AG.

The speech of Mr Xiaoying (David) Gao introducing himself at the Annual General Meeting 2020 does not allow the conclusion that he acted in the interest of a third party. Against the background that Mr Xiaoying (David) Gao has only limited knowledge of the German language and that, in view of the forthcoming election, he endeavoured to express his commitment to the office through a speech in German, the passage from his speech quoted by the Polygon-Shareholders cannot substantiate any acting in an interest outside the Company.

Creat Group did not explain to the Company's Management Board prior to Mr Xiaoying (David) Gao's election to the Supervisory Board what its plans were with respect to Biotest and BPL in the US market, nor did the Company's Management Board have any discussions with Mr Xiaoying (David) Gao with respect to a collaboration between Biotest and BPL regarding Biotest's entry into the US market. Neither Creat Group nor Mr Xiaoying (David) Gao have disclosed BPL's plans and intentions to expand or enter any of the markets in which Biotest is currently active.

There can be no question of a quasi-group (*Konzern*). In any case, the Polygon-Shareholders do not provide any substantiated reasons for this. The Creat Group has not reached any agreements with the Management Board of the Company according to which no control and profit and loss transfer

Convenience translation

agreement is to be concluded between the Company as the dependent company and TGP as the controlling company.

The Management Board and the Supervisory Board therefore recommend voting against the conduct of the special audit proposed by the Polygon shareholders.

Dreieich, April 2021

Biotest Aktiengesellschaft
The Management Board and the Supervisory Board