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## Invitation to the Annual General Meeting 2024 of Biotest Aktiengesellschaft, Dreieich

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

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We hereby invite our shareholders to the

### Annual General Meeting

to be held on Tuesday, 7 May 2024, 10:30 a.m. (CEST),  
at the Alte Oper Frankfurt, Mozart Saal, Opernplatz, 60313 Frankfurt am Main, Germany.

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## Agenda

- 1. Presentation of the adopted annual financial statements of Biotest AG and the approved consolidated financial statements as of 31 December 2023, the management report for Biotest AG and the Group, the report of the Supervisory Board for the financial year 2023 and the explanatory report of the Management Board on the disclosures pursuant to Sections 289a para. 1, 315a para. 1 of the German Commercial Code (Handelsgesetzbuch – HGB).**

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

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. Therefore, the Annual General Meeting is not required to pass a resolution on this agenda item 1.

- 2. Resolution on the appropriation of the balance sheet profits**

The Management Board and the Supervisory Board propose that the balance sheet profits of EUR 79,454,476.61 for the financial year 2023 be appropriated as follows:

Distribution of a dividend of EUR 0.04 per preference share entitled to dividends on 19,785,726 non-voting preference shares for the financial year 2023	EUR 791,429.04
Distribution of a dividend of EUR 0.04 per preference share entitled to dividends on 19,785,726 non-voting preference shares for the financial year 2022	EUR 791,429.04
Distribution in total	EUR 1,582,858.08
Profit carried forward to new account	EUR 77,871,618.53
Balance sheet profits	EUR 79,454,476.61

In accordance with Section 58 para. 4 sentence 2 AktG, the entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e. on 13 May 2024. The dividend will be paid out on 13 May 2024.

- 3. Resolution on the discharge of the members of the Management Board for the financial year 2023**

The Management Board and the Supervisory Board propose that discharge be granted to the members of the Management Board for the financial year 2023.

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2023**

The Management Board and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board for the financial year 2023.

- 5. Election of the auditor for the financial year 2024**

The Supervisory Board proposes

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

Munich, Germany

be elected as auditors for the financial year 2024.

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The Supervisory Board's election proposal is based on the recommendation of its Audit Committee. On the basis of the selection procedure carried out in accordance with Article 16 of EU Regulation 537/2014, the Audit Committee recommended that the Supervisory Board proposes to the Annual General Meeting that Deloitte GmbH, Wirtschaftsprüfungsgesellschaft, Munich, Germany be elected as auditor and group auditor for the 2024 financial year.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and, in particular, that no selection limiting clause within the meaning of Article 16 para. 6 of the EU Statutory Audit Regulation has been imposed on it (Regulation (EU) No 537/2014).

**6. Resolution on the approval of the remuneration report for the financial year 2023 prepared and audited in accordance with Section 162 of the German Stock Corporation Act (Aktengesetz – AktG)**

In accordance with Section 162 AktG, the management board and the supervisory board of a listed company must prepare a remuneration report on the remuneration of the members of the corporate bodies in the last financial year and submit it to the Annual General Meeting for approval in accordance with Section 120a para.4 AktG.

The remuneration report was audited by the auditor in accordance with Section 162 para. 3 AktG to determine whether the legally required disclosures pursuant to Section 162 para. 1 and 2 AktG were made. The report on the audit of the remuneration report is attached to the remuneration report.

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2023, prepared and audited in accordance with Section 162 AktG, be approved.

The remuneration report is printed at the end of the agenda under "NOTES TO ITEM 6 – Remuneration report pursuant to Section 162 AktG for the financial year 2023" and is available from the time the Annual General Meeting is convened on the Company's website at

[https://www.biotest.com/de/de/investor\\_relations/hauptversammlung\\_2024.cfm](https://www.biotest.com/de/de/investor_relations/hauptversammlung_2024.cfm).

Furthermore, the remuneration report will also be accessible there during the Annual General Meeting.

**7. Resolution on the revision of Article 19 para. 2 sentence 3 of the Articles of Association (participation in the Annual General Meeting)**

The requirements for attending the Annual General Meeting and exercising voting rights contained in Section 123 para. 4 sentence 2 AktG were amended by the German Act on the Financing of Future-Proof Investments (Zukunftsförderungsgesetz), which came into force in December 2023. According to the amended Section 123 para. 4 sentence 2 AktG, proof of share ownership for bearer shares in listed companies pursuant to Section 67c para. 3 AktG must now refer to the close of business on the 22nd day before the Annual General Meeting and no longer, as previously, to the beginning of the 21st day before the Annual General Meeting. Article 19 para. 2 sentence 3 of the Company's Articles of Association is therefore to be adapted to the amended wording of the law. This does not involve a material change to the deadline for proof of share ownership.

The Management Board and the Supervisory Board propose that Article 19 para. 2 sentence 3 of the Articles of Association be amended as follows:

"The proof of share ownership must relate to the close of business on the 22nd day prior to the Annual General Meeting and must be received by the company at the address specified for this purpose in the notice convening the Annual General Meeting at least six days prior to the Annual General Meeting."

**8. Resolution on an amendment to the Articles of Association to enable virtual Annual General Meetings in the future**

The Act on the Introduction of Virtual Annual General Meetings of Stock Corporations and Amendment of Cooperative, Insolvency and Restructuring Law Provisions of 20 July 2022 (Federal Law Gazette of 26 July 2022, p. 1166 et seq.) makes it possible to hold Annual General Meetings in the future without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (so-called virtual Annual General Meeting).

Pursuant to Section 118a para. 1 sentence 1 of the German Stock Corporation Act, the Articles of Association may provide or authorise the Management Board for a maximum period of five years after registration of the amendment to the Articles of Association to provide for the Annual General Meeting to be held as a virtual Annual General Meeting, i.e. without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting.

Use is to be made of this option and such an authorisation of the Management Board is to be resolved. This authorisation shall be limited to five years in accordance with the statutory requirements. During the five-year term of the authorisation, the Management Board will decide anew for each Annual General Meeting whether and under what conditions it should be convened as a virtual Annual General Meeting. In doing so, it will take into account the relevant specific circumstances of each individual case and make its decision according to its best judgement for the benefit of the Company and the shareholders. In the case of a virtual Annual General Meeting, the members of the Supervisory Board shall be authorised to participate in the Annual General Meeting by means of video and audio transmission.

The Management Board and the Supervisory Board propose to resolve as follows:

The following Article 19 para. 4 is added to the Articles of Association:

"(4) The Management Board is authorised to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting) for Annual General Meetings to be held by the end of 6 May 2029. In the case of a virtual Annual General Meeting, members of the Supervisory Board are permitted to participate in the Annual General Meeting by means of video and audio transmission."

## **9. Resolution on the creation of new authorised capital and the corresponding amendment to the Articles of Association**

The authorised capital resolved by the Annual General Meeting on 7 May 2019 under agenda item 6 and regulated in Article 4 para. 5 of the Articles of Association expires on 6 May 2024. In order to give the company the necessary flexibility in its future financing, a resolution on the creation of new authorised capital and the corresponding amendment to the Articles of Association will again be proposed to the Annual General Meeting.

The Management Board and the Supervisory Board, therefore, propose to resolve as follows:

- (a) The Management Board is authorised, with the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 19,785,726.00 (Authorised Capital) by issuing new ordinary bearer shares and/or issuing new non-voting preference bearer shares against cash contributions and/or contributions in kind on one or more occasions until 6 May 2029. The authorisation includes the authority to issue further non-voting preference shares that are equivalent to the previously issued non-voting preference shares in the distribution of profits or company assets. The shareholders have a subscription right. The subscription right may also be organised in whole or in part as an indirect subscription right within the meaning of Section 186 para. 5 sentence 1 AktG. The Management Board is also authorised to determine the further details of the implementation of capital increases from authorised capital.
- (b) Art. 4 para. 5 of the Articles of Association is cancelled and replaced as follows:

“(5) The Management Board is authorised, with the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 19,785,726.00 (Authorised Capital) by issuing new ordinary bearer shares and/or issuing new non-voting preference bearer shares against cash contributions and/or contributions in kind on one or more occasions until 6 May 2029. The authorisation includes the authority to issue further non-voting preference shares that are equivalent to the previously issued non-voting preference shares in the distribution of profits or company assets. The shareholders have a subscription right. The subscription right may also be organised in whole or in part as an indirect subscription right within the meaning of Section 186 para. 5 sentence 1 AktG. The Management Board is also authorised to determine the further details of the implementation of capital increases from authorised capital.”
- (c) The Supervisory Board is authorised to amend the Articles of Association following the full or partial implementation of the increase in share capital from Authorised Capital in accordance with the scope of the capital increase.

## **NOTES TO THE AGENDA ITEM 6 – Remuneration report pursuant to Section 162 AktG for the financial year 2023**

### **REMUNERATION REPORT**

This Remuneration Report deals with the remuneration system for the members of the Board of Management and the Supervisory Board of Biotest and explains the amounts paid and the structure of the remuneration of the members of the executive bodies in financial year 2023.

The Remuneration Report is based on the recommendations of the German Corporate Governance Code (GCGC) and contains disclosures in accordance with the provisions of the German Commercial Code (HGB), the German Accounting Standards (GAS) and the International Financial Reporting Standards (IFRS). Furthermore, it contains the required disclosures pursuant to Section 162 of the German Stock Corporation Act (AktG) for the implementation of the Second Shareholders' Rights Directive (ARUG II). At the Annual General Meeting on 9 May 2023, the Remuneration Report 2022 was approved by 99.92%.

### **Explanatory notes on the remuneration system for the members of the Board of Management**

The Supervisory Board determines the remuneration and remuneration system for the members of the Board of Management. The previously applicable regulations have been adjusted due to the entry into force of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) and were approved by the Annual General Meeting on 11 May 2021. Due to the fact that no changes have been made in the remuneration system an approval in 2023 was not required based on Sections 113, 120a German Stock Corporation Act. In designing the remuneration system and determining the structure and amount of remuneration for individual members of the Board of Management, the Supervisory Board took particular account of the following principles:

- The structure of the remuneration of the members of the Board of Management makes a significant contribution to promoting the business strategy by attaching particular importance to profitable growth while at the same time observing sustainability objectives.
- The structure of the remuneration of the members of the Board of Management ensures that the respective performance is appropriately rewarded and that possible target failures lead to a noticeable reduction in remuneration.
- The remuneration system sets incentives for a sustainable and long-term increase in the value of the Company while avoiding disproportionate risks.
- The remuneration system makes a key contribution to linking the interests of the Board of Management with those of shareholders and other stakeholders by linking variable remuneration to the development of the Company and the achievement of strategically important short- and long-term targets.
- The remuneration of the members of the Board of Management is transparent and comprehensible, and its amount and structure are in line with the market. It takes into account the size and economic situation of the Company.
- The remuneration of the members of the Board of Management also takes into account the remuneration structure that generally applies within the Company. For this purpose, the remuneration of the Board of Management is compared with the remuneration of employees in order to ensure proportionality within Biotest AG.

The remuneration of the members of the Board of Management of Biotest AG consists of non-performance-based (fixed) and performance-based (variable) remuneration components. The fixed remuneration components comprise a fixed salary and benefits in kind.

The variable remuneration consists of short-term variable remuneration (Short-Term Incentive, STI) and long-term variable remuneration (Long-Term Incentive, LTI). The variable target remuneration (paid out if 100% of targets are met) corresponds in total to around 55% of the total target remuneration of a member of the Board of Management.

Assuming target achievement of 100% in each case (target total remuneration), the following structure results for the ratio of fixed to variable components in the current remuneration system:

- Fixed remuneration excluding a pension: 45%
- One-year variable remuneration STI: 22%
- Multi-year variable remuneration LTI: 33%

The following diagram shows the main components and other design elements of the remuneration system:

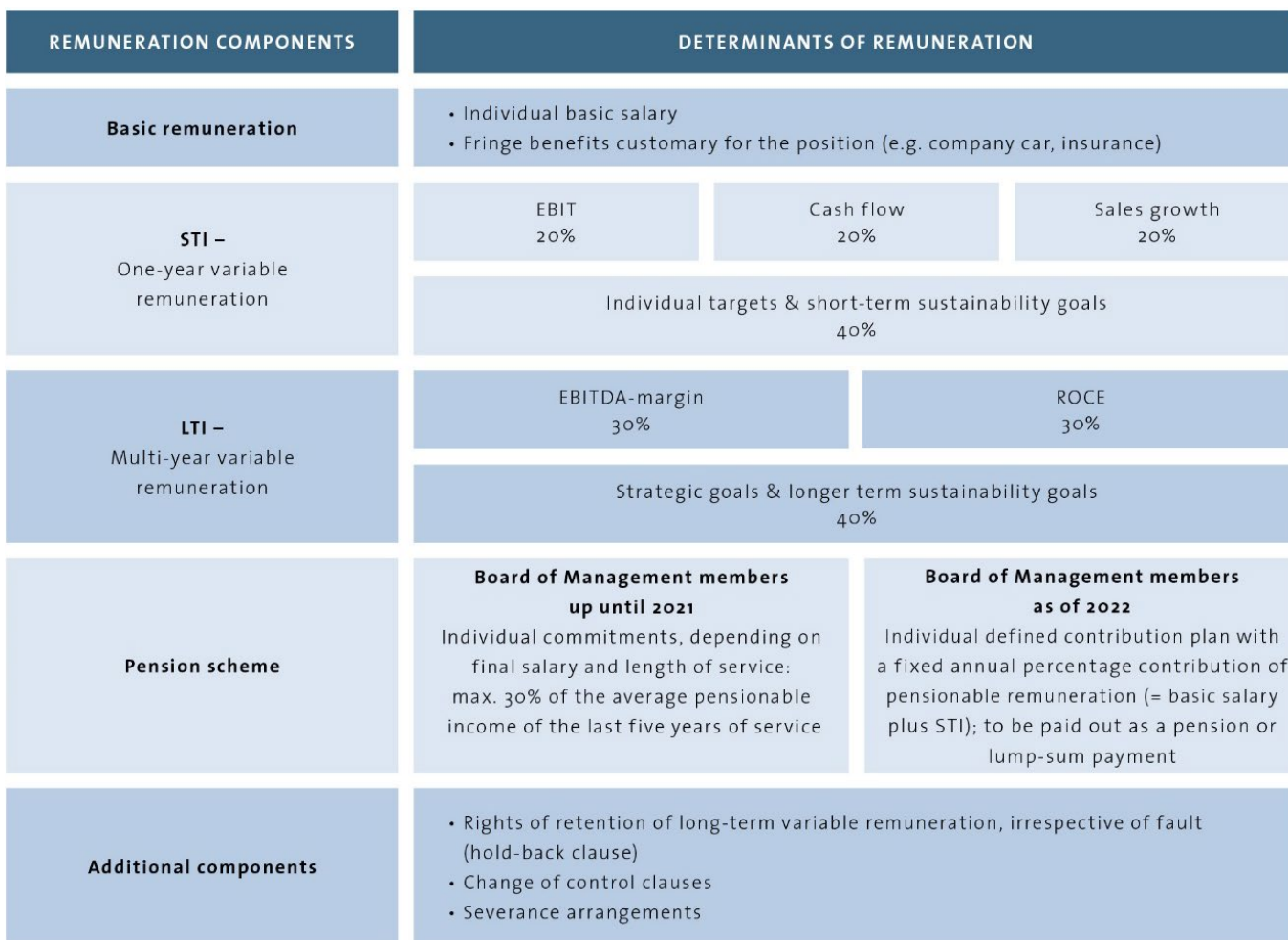


Figure 1: Elements of the remuneration system

Pursuant to Section 87a (2) Sentence 2 of the German Stock Corporation Act (AktG), the Supervisory Board is entitled to deviate temporarily from the remuneration system in exceptional cases, however.

### Non-performance-based remuneration components

#### Fixed remuneration

The non-performance-based basic remuneration of the members of the Board of Management consists of a fixed salary and customary benefits in kind. The amount is based on the experience, area of activity and responsibility of the Board of Management member as well as on the economic situation and future prospects of Biotest and the level of remuneration in the competitive environment. The annual fixed salary is set for the entire term of the respective employment contract and is payable in twelve monthly instalments.

#### Ancillary services

In addition to the fixed salary, the members of the Board of Management receive benefits in kind. The members of the Board of Management are insured both professionally and privately under the collective accident insurance scheme of Biotest AG. The members of the Board of Management also receive an allowance for social security and direct insurance.

Biotest AG has taken out a financial loss liability insurance policy (D&O insurance) with an appropriate deductible for the members of the Board of Management, taking the statutory requirements into account. The deductible amounts to 10% of the insured event and is limited to 150% of the fixed annual remuneration of the respective Board of Management member and thus meets the requirements of Section 93 (2) sentence 3 AktG.

If the Company does not take out criminal legal expenses insurance and baggage insurance for the Executive Board members, then the Executive Board members are to be placed in the same position as if such insurance had been taken out.

All members of the Board of Management are provided with a company car of the luxury class free of charge, which may also be used privately. If no company car is used, the member of the Board of Management receives a payment of € 1 thousand per month instead.

## Performance-based remuneration components

### Annual variable remuneration

The performance-based remuneration component is calculated based on the achievement of corporate and personal targets. EBIT, operating cash flow and sales (all key figures according to IFRS) each account for 20% of the Company-related targets. EBIT is earnings before interest and taxes. Operating cash flow is the cash flow from operating activities including the change in working capital excluding interest and taxes.

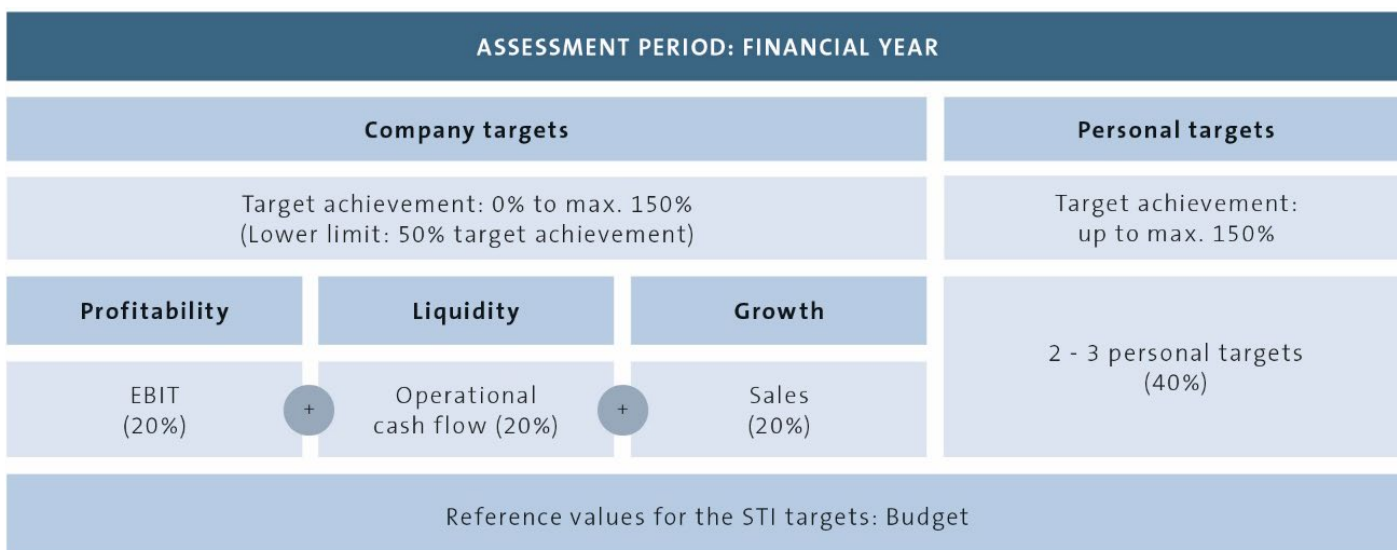


Figure 2: The STI programme at a glance

For Company-related targets, reference points are set that define target achievement levels between 50% and 150%. Achievement of a single target of less than 50% counts as 0% target achievement.

If values are achieved that lie between the defined reference points, target achievement is determined by linear interpolation according to the following figure.

### ASSESSMENT OF ONE-YEAR VARIABLE REMUNERATION STI

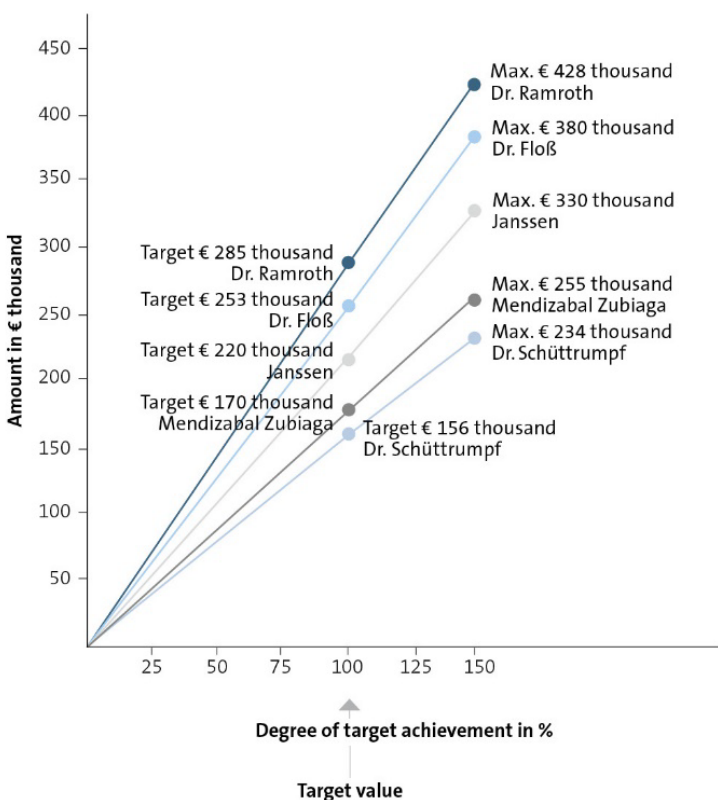


Figure 3: Measurement of the annual variable remuneration (annual values)

*Remuneration component with a long-term incentive effect and risk features*

The remuneration component with a long-term incentive effect and risk features is based on Biotest AG's Long-Term Incentive Programme (LTIP). In addition to the members of the Board of Management, this programme also includes senior executives and the Managing Directors of Group companies who have a significant impact on the success of the Company through their positions with the Group, their decisions, leadership and actions.

For the LTIP 2021, 2022 and 2023 an amount was defined for each programme that is to be paid out according to the percentage target achievement. These programmes started in May of the respective year of their issue and end on 31 December of the fourth year of the respective programme.

The LTIP 2021, 2022 and 2023 are characterised by the fact that the target definition is based on the 10-year strategic planning and Company-specific targets reflect the Company's development over four years. In addition, targets are also set in these programmes to ensure the strengthening of sustainability performance and implementation of the strategy.

The measurement bases are on the one hand the Company-related targets EBITDA margin (EBITDA/revenue in %) according to IFRS and on the other hand ROCE (EBIT/capital employed in %) according to IFRS, each weighted at 30 percent. EBITDA is defined as earnings before interest, taxes, depreciation and amortisation; ROCE is a measure of return on capital employed, in which EBIT is compared with capital employed as average capital employed.

The achievement of sustainability and strategic goals accounts for 40% of the LTIP

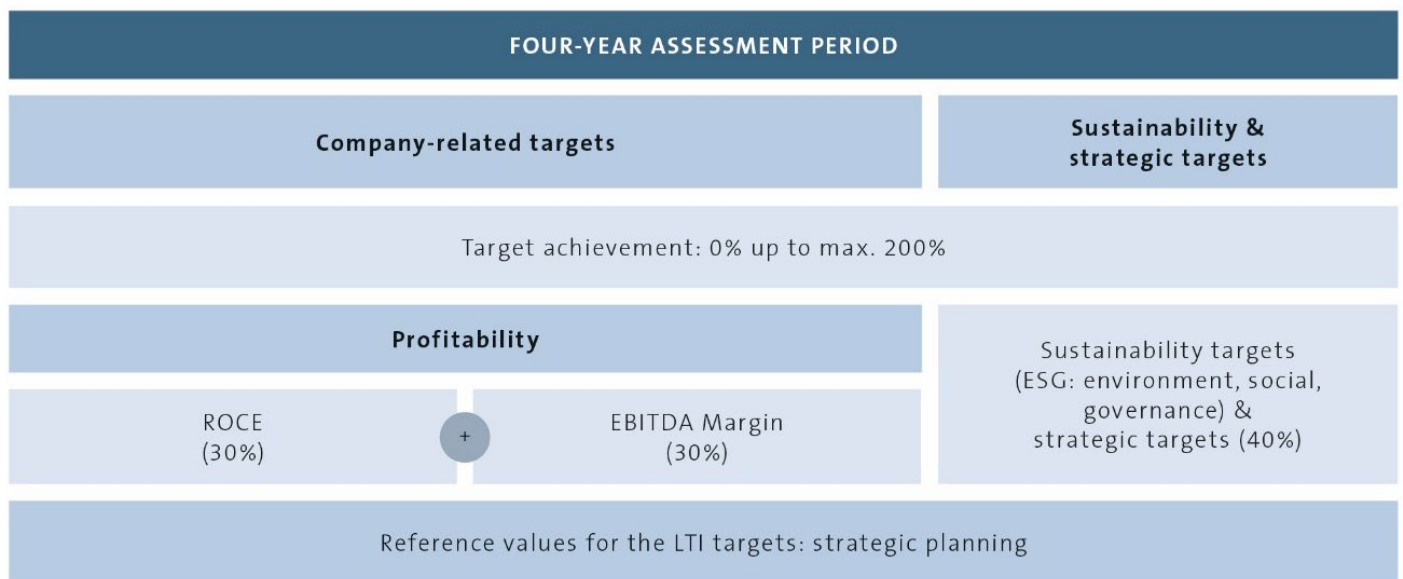


Figure 5: The LTIP 2021, 2022 and 2023 at a glance

Reference points are set for the respective targets, defining target achievement levels between 0% and 200%.

If values are achieved that lie between the defined reference points, target achievement is determined by linear interpolation in accordance with the system shown below.

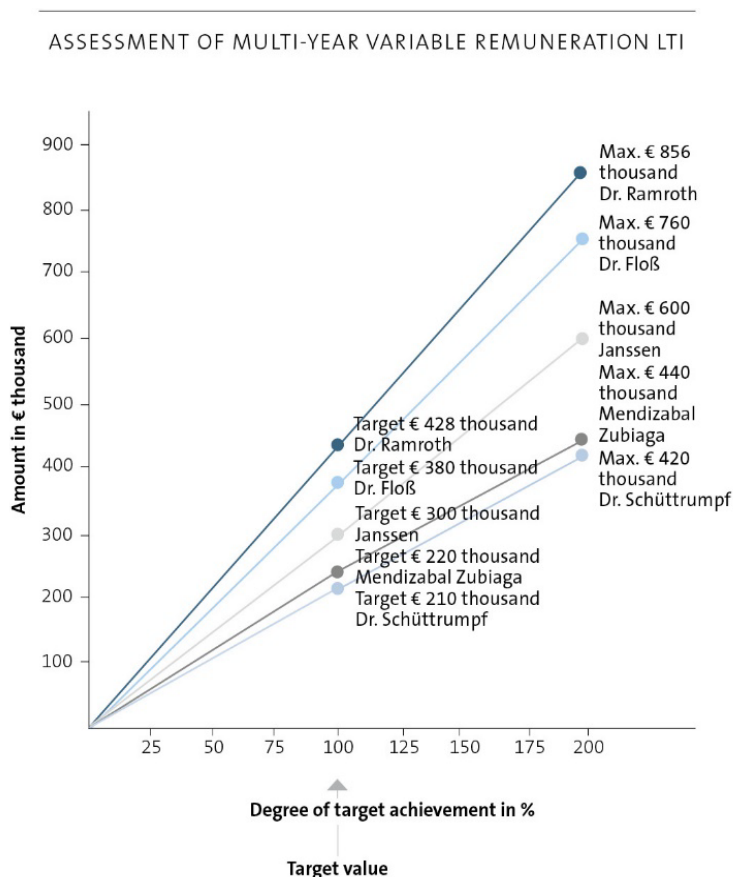


Figure 6: Measurement of the multi-year variable remuneration of the LTIP 2021, 2022 and 2023 (annual values)

Remuneration for the achievement of performance targets is paid in cash to the participating Board of Management members after a period of four years. The LTIP, which was launched in 2021, will therefore be paid out in 2025, the LTIP 2022 will be paid out in 2026 and the LTIP 2023 will be paid out in 2027.

All LTI programmes include a hold-back clause for members of the Board of Management. At the reasonable discretion of the Supervisory Board, the incentive payment may be adjusted downward by up to 100% if Biotest has suffered significant damage despite the achievement of the performance factor or performance targets, even through no fault or negligence of the Board of Management member.

### Pension commitments

Individual commitments exist for Dr Ramroth and Dr Floß within the framework of the pension plan applicable at Biotest AG. The amount of the entitlements depends on the number of years of service and the eligible remuneration. Up to 25 years of service are taken into account to increase the pension, whereby the retirement pension is limited to 30% of the eligible remuneration. This is determined by averaging the last five years. No waiting periods have been agreed for the current Board of Management members. The pension can be called up upon reaching the age of 63. The non-forfeiture of entitlements is in line with the statutory provisions. Furthermore, the pension plan for Board of Management members also provides for lifelong disability and widow's pensions as well as orphans' pensions for specific periods.

Dr Schüttrumpf, Mr. Janssen and Ms Mendizabal Zubiaga have defined contribution pension commitments, the annuity of which is calculated from the sum of the annual pension contribution saved at retirement age. The annual pension contribution is calculated from an individually agreed percentage of the basic salary and the associated STI for the respective calendar year. Furthermore, the pension plan for Board of Management members also provides for lifelong disability and widow's pensions as well as orphans' pensions for a specific period of time. For all benefit entitlements, there is a lump-sum option to pay out the pension benefit in up to 10 instalments. Waiting periods have not been agreed for the current members of the Board of Management. The pension can be called up upon reaching the age of 65 or, with deductions, upon reaching the age of 63 at the earliest. The vesting of the claims is in accordance with the statutory provisions.

The valuation of both pension plan models is based on actuarial reports prepared by an independent actuary that use the projected unit credit method.

### Maximum remuneration

The maximum remuneration is the maximum amount that may be paid to a member of the Board of Management in total for a financial year. This is ensured by capping the variable remuneration components.

When the respective basic remuneration is added in, the maximum remuneration for the Chairman of the Board of Management is € 2,800 thousand and € 2,000 thousand for a member of the Board. These amounts include a maximum share of 15% for the respective pension plan. The amount of the maximum remuneration was approved by the shareholders at the 2021 Annual General Meeting. The maximum remuneration is based on the remuneration components granted and owed in the respective fiscal year.



### Commitments in connection with the termination of a Board member's activities

The employment contracts also include customary severance provisions in the event of a change of ownership or control, as well as in the event of premature termination of employment at the instigation of Biotest AG. Both types of severance payments are limited to twice the annual remuneration, with an additional cap in the event of premature termination of employment due to expected remuneration until the regular end of the service period plus remuneration for a company car.

Severance payment claims are excluded in the event of termination of the service contract for good cause, illness or incapacity to work, or if the Board of Management member receives payments or benefits of value from third parties in connection with the change of ownership or control. Similarly, there are no severance payment claims in the event that a service contract is terminated prematurely at the instigation of the respective Board of Management member.

There are no other one-time or recurring commitments with the exception of the above-mentioned pension commitments in the event of regular and premature termination of a Board of Management member's mandate.

### Claw-back clauses/rights of recovery

No rights to reclaim remuneration components already granted or claw-back clauses have been agreed. In exceptional cases, the Supervisory Board may deviate from this in individual contracts.

### Other contractual provisions

The assumption of Supervisory Board or comparable mandates as well as other activities/secondary activities by members of the Board of Management within or outside Biotest requires the approval of the Supervisory Board.

Non-competition clauses have been agreed for the duration of the employment relationship; there are no post-contractual non-competition clauses. There are also no provisions for remuneration for waiting periods.

### Objective and strategic reference of the components of the remuneration system

Components of the remuneration system	Objectives and strategy relevance
General principle	Highly qualified members of the Board of Management are to be recruited and retained for the development and implementation of the corporate strategy. These benefits must therefore be competitive in the limited market for highly qualified top performers.
Fixed salary	Intended to secure the basic income through an appropriate level and thereby also prevent the taking of inappropriate risks. The amount reflects the role on the Board of Management, the respective area of responsibility, and market conditions.
Benefits in kind and other non-cash benefits	Represents remuneration for costs or economic disadvantages associated with the Board of Management activity; intended to promote the exercise of the Board mandate.
Annual variable remuneration (STI)	To ensure the achievement of the Company's objectives in the current financial year; is aimed at promoting the continuous and sustainable development of the operating business; to support profitable growth taking into account the overall responsibility of the Board of Management and the individual performance of the Board member.
Multi-year variable remuneration (LTI)	To promote the Company's sustainable development and the enhancement of the Company's value; seeks to link the interests of shareholders with those of the members of the Board of Management; designed to incorporate the requirements of further stakeholders.
Pension commitments	To provide adequate basic income/retirement security and protection in the event of death and disability.
Maximum total remuneration	Intended to avoid inappropriately high pay-outs relative to performance and market practice.
Benefits upon termination of contract	To ensure a fair balance of interests while maintaining a defined ceiling.
Change of ownership or control regulation	Intended to ensure the independence of Board of Management members in takeover situations.

Figure 7: Objectives and strategic relevance of the components of the remuneration system

## Remuneration for the current financial year

### Total remuneration of the members of the Board of Management in office in 2023 according to IFRS/GAS17

Mr. Janssen took over the position of Chief Operations Officer (COO) from Dr Floß after he left the company and Ms Mendizabal Zubiaga was appointed Chief Financial Officer (CFO) with effect from February 15, 2023. Since September 2023 Dr Schüttrumpf has also been Chief Scientific Innovation Officer (CSIO) at the Spanish parent company of Biotest AG, Grifols S.A. In this role, he drives the strategic focus on growth as a provider of innovative medicines also for the company group.

This overview shows the calculation of the total remuneration for each member of the Board of Management together with the amounts of the various remuneration components actually earned in financial year 2023. The figure for the variable remuneration with long-term incentive (LTIP) includes the entitlements earned through the end of 2023 under the three programmes from 2021, 2022 and 2023.

in € thousand	Dr. Michael Ramroth		Dr. Georg Floß		Dr. Jörg Schüttrumpf		Peter Janssen		Ainhoa Mendizabal Zubiaga	
	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023
Non-performance-based										
Fixed remuneration	555	555	492	11	294	294	147	440	–	315
Benefits in kind	802	42	41	2	49	30	21	55	–	63
Total of non-performance-based components	1,357	597	533	13	343	324	168	495	–	378
Performance-based										
Excluding long-term incentive effect (not share-based):										
Annual variable remuneration (STI) – cash component	342	231	310	4	185	123	90	174	–	120
Including long-term incentive effect (not share-based):										
Variable remuneration (LTIP) – cash component	759	546	674	424	156	184	45	162	–	35
Total of performance-based components	1,101	777	984	428	341	307	135	336	–	155
Pension expenses (service cost)	347	243	348	244	53	76	30	95	–	72
Total remuneration (earned in financial year)*	2,805	1,617	1,865	685	737	707	333	926	–	605
Less pension expenses (service cost)	347	243	348	244	53	76	30	95	–	72
Total remuneration (GAS17)	2,458	1,374	1,517	441	684	631	303	831	–	533

Figure 8: Total remuneration of Board of Management members in office in 2023 according to IFRS/GAS17

\* The maximum remuneration is not determined by the compensation earned but by the compensation granted and owed in the respective financial year.

The service cost includes the employer-funded pension entitlements earned by the respective Board of Management members.

The calculation shown above results in vested total remuneration in accordance with GAS17 of all members of the Board of Management for financial year 2023 in the amount of € 3,810 thousand (previous year: € 4,962 thousand). The total remuneration earned including service cost for all members of the Board of Management amounted to € 4,540 thousand (previous year: € 5,740 thousand). The amount was so high in 2022 because the Company reimbursed Dr Ramroth for costs of the Russian proceedings in the amount of € 763 thousand. This one-off amount was shown as a fringe benefit. The remuneration of the Board of Management is divided into a non-performance-based component in the amount of € 1,807 thousand (previous year: € 2,401 thousand) and a performance-based component in the amount of € 2,003 thousand (previous year: € 2,561 thousand). Pension expenses are not to be included in total remuneration in accordance with GAS17.

## Remuneration granted and owed to members of the Board of Management in office in 2023

The following table provides an overview of the remuneration granted and owed for the current and previous financial years in accordance with Section 162 (1) sentence 1 AktG, broken down by Board of Management member. This is the remuneration due (owed) and paid (granted) in the respective financial year.

Here, too, total remuneration is broken down into the various remuneration components. This list shows the annual variable remuneration paid in the respective financial year as well as the multi-year variable remuneration paid in the financial year in question.

It also contains further information resulting from Section 162 of the German Stock Corporation Act (AktG).

The stipulated maximum remuneration of € 2,800 thousand for the Chairman of the Board of Management and € 2,000 thousand for a member of the Board of Management, as well as the other provisions of the remuneration system, were complied with, with Dr Ramroth receiving total remuneration of € 1,446 thousand, Dr Floß € 773 thousand Dr Schüttrumpf € 593 thousand, Mr. Janssen € 583 thousand and Ms Mendizabal Zubiaga € 378 thousand.

in € thousand	Dr. Michael Ramroth			Dr. Georg Floß			Dr. Jörg Schüttrumpf			Peter Janssen			Ainhoa Mendizabal Zubiaga		
	2022	2023	Anteil	2022	2023	Anteil	2022	2023	Anteil	2022	2023	Anteil	2022	2023	Anteil
Non-performance based															
Fixed remuneration	555	555	38.4%	492	11	1.4%	294	294	49.6%	147	440	75.4%	–	315	83.4%
Benefits in kind	802	42	2.9%	41	2	0.3%	49	30	5.1%	21	55	9.5%	–	63	16.6%
Total of non-performance-based components	1,357	597	41.3%	533	13	1.7%	343	324	54.7%	168	495	84.9%	–	378	100.0%
Performance-based															
Excluding long-term incentive effect (not share-based):															
Annual variable remuneration (STI) – cash component	304	342	23.6%	270	310	40.1%	63	185	31.2%	–	88	15.1%	–	–	0.0%
Including long-term incentive effect (not share-based):															
Variable remuneration (LTIP) – cash component	333	507	35.1%	295	450	58.2%	54	84	14.1%	–	–	0.0%	–	–	0.0%
Total of performance-based components	637	849	58.7%	565	760	98.3%	117	269	45.3%	–	88	15.1%	–	–	0.0%
Total remuneration in accordance with Section 162 of the German Stock Corporation Act	1,994	1,446	100.0%	1,098	773	100.0%	460	593	100.0%	168	583	100.0%	–	378	100.0%

Figure 9: Remuneration granted and owed to members of the Board of Management in office in 2023

## Overview of pension commitments to Board of Management members in office in 2023

Assets amounting to € 6,739 thousand (previous year: € 6,693 thousand) are secured on a fiduciary basis in Biotest Vorsorge Trust e. V. to protect pension entitlements against insolvency.

in € thousand	Defined benefit obligation of all pension commitments excluding deferred remuneration according to IFRS		Defined benefit obligation from deferred remuneration in accordance with IFRS	
	in 2022	in 2023	in 2022	in 2023
Dr Michael Ramroth	4,790	5,393	1,635	1,396
Dr Georg Floß	3,796	3,963	–	–
Dr Jörg Schüttrumpf*	268	400	96	107
Peter Janssen	30	137	3	17
Ainhoa Mendizabal Zubiaga	–	72	–	10
Total	8,884	9,965	1,734	1,530

Figure 10: Overview of pension commitments to Board of Management members in office in 2023

\*incl. defined benefit obligation from the employment of Dr Jörg Schüttrumpf

## Remuneration for former members of the Board of Management and their surviving dependents

Contractually agreed pensions are paid to former members of the Board of Management and their surviving dependents. Pension accruals in accordance with IAS 19 Employee Benefits in the amount of € 7,582 thousand (previous year: € 7,508 thousand) and in accordance with HGB in the amount of € 8,821 thousand (previous year: € 9,263 thousand) have been recognized. Pension payments of € 520 thousand (previous year: € 520 thousand) were made for all former members of the Board of Management in financial year 2023, of which € 288 thousand is attributable to former Board members with a departure date of more than 10 years.

There are provisions for former Board of Management members in connection with the LTIP as of 31 December 2023 in the amount of € 424 thousand (previous year: € 0 thousand) according to IFRS and in the amount of € 441 thousand (previous year: € 0 thousand) according to HGB.

## Long-Term Incentive Programme for the members of the Board of Management

The participation of members of the Board of Management in the Long-Term Incentive Programme is included in the performance-based component at the fair value under German GAAP of the tranche of the LTIP issued in the respective financial year at the grant date. The corresponding IFRS value is shown in brackets after the HGB value.

The members of the Board of Management participate in the non-share-based LTIP 2023 programme on the basis of a fixed amount for 100% target achievement. This amounts to € 428 thousand for Dr Ramroth, € 210 thousand for Dr Schüttrumpf, € 300 thousand for Mr. Janssen and € 220 thousand for Ms Mendizabal Zubiaga. A provision of € 203 thousand (€ 186 thousand) was formed for this tranche in 2023. Of this amount, Dr Ramroth accounted for € 75 thousand (€ 69 thousand), Dr Schüttrumpf for € 37 thousand (€ 34 thousand), Mr. Janssen for € 53 thousand (€ 48 thousand) and Ms Mendizabal Zubiaga for € 39 thousand (€ 35 thousand).

The members of the Board of Management participate in the non-share-based LTIP 2022 programme on the basis of a fixed amount for 100% target achievement. This amounts to € 428 thousand for Dr Ramroth, € 380 thousand for Dr Floß, € 210 thousand for Dr Schüttrumpf and € 273 thousand for Mr. Janssen. A provision of € 573 thousand (€ 541 thousand) was formed for this tranche in 2023. Of this amount, Dr Ramroth accounted for € 190 thousand (€ 179 thousand), Dr Floß for € 169 thousand (€ 159 thousand), Dr Schüttrumpf for € 93 thousand (€ 88 thousand) and Mr. Janssen for € 121 thousand (€ 114 thousand).

The members of the Board of Management participate in the non-share-based LTIP 2021 Programme on the basis of a fixed amount for 100% target achievement. This amounts to € 428 thousand for Dr Ramroth, € 380 thousand for Dr Floß and € 90 thousand for Dr Schüttrumpf. A provision of € 644 thousand (€ 626 thousand) was recognised for this tranche in 2023. Of this amount, Dr Ramroth receives € 307 thousand (€ 298 thousand), Dr Floß € 273 thousand (€ 265 thousand) and Dr Schüttrumpf € 65 thousand (€ 63 thousand).

The aforementioned IFRS accrual amounts for the LTI Programmes 2021, 2022 and 2023 are shown in total in the table "Total remuneration of Board of Management members in office in 20231 according to IFRS/GAS17" of total remuneration in the line "Variable remuneration (LTIP) – cash component" in 2023.

From the non-share-based LTIP 2020, whose payments were set for financial year 2023, Dr Ramroth received a payment of € 507 thousand, Dr Floß a payment of € 450 thousand and Dr Schüttrumpf € 84 thousand. These amounts were paid out in 2023 and can therefore be found under line "Variable remuneration (LTIP) – cash component" in the table "Remuneration granted and owed to members of the Board of Management in office in 2023" for the year 2023.

## Horizontal comparison

The horizontal comparison for the years 2019 to 2023 is shown below, indicating the remuneration granted and owed to the current and former members of the Board of Management, as well as the key earnings figures of net sales, EBIT and EBITDA according to IFRS, Operating cash flow according to IFRS and net income/loss according to German GAAP. The remuneration of the Supervisory Board is presented under "Explanation of the remuneration system for members of the Supervisory Board."

Total remuneration (in € thousand)	Remuneration		Remuneration		Remuneration		Remuneration		Remuneration	
	2019	Change vs. previous year	2020	Change vs. previous year	2021	Change vs. previous year	2022	Change vs. previous year	2023	Change vs. previous year
<b>Members of the Board of Management in office as of 31 Dec 2023</b>										
Dr Michael Ramroth (CEO since 15 February 2023, CEO & CFO since 1 May 2019, previously CFO)	729	0%	831	14%	1,735	109%	1,994	15%	1,446	-27%
Dr Jörg Schüttrumpf (CSO)	–	0%	–	0%	–	0%	459	100%	593	29%
Peter Janssen (COO)	–	0%	–	0%	–	0%	168	100%	583	248%
Ainhoa Mendizabal Zubiaga (CFO since 15 February 2023)	–	0%	–	0%	–	0%	–	0%	378	100%
<b>Former members of the Board of Management</b>										
Dr Georg Floß (COO until 8 January 2023)	652	2%	723	11%	807	12%	1,098	36%	773	-30%
Dr Bernhard Ehmer (CEO until 30 April 2019)	524	-28%	174	-67%	158	-9%	86	-45%	86	0%
Prof Dr Gregor Schulz (CEO until 31 December 2014)	137	5%	137	0%	137	0%	146	7%	146	0%
<b>Key earnings figures (in € million)</b>										
Sales revenue according to IFRS	419	5%	484	16%	516	7%	516	0%	685	33%
EBIT according to IFRS	-1	-111%	-1	-8%	-47	-4,600%	-17	65%	144	964%
EBITDA according to IFRS	31	-13%	28	-7%	-16	-157%	19	220%	179	834%
Operating cash flow according to IFRS	-28	37%	-8	71%	34	520%	-25	-175%	-3	89%
Net income/loss of Biotest AG according to HGB	-35	-131%	-38	-9%	-67	-75%	-43	35%	123	386%

Figure 11: Horizontal comparison (comparison of Board of Management remuneration granted and owed in the respective financial year to the earnings situation of the Biotest Group).

## Vertical comparison

Figure 12 shows the average remuneration granted and owed to the Board of Management and all employees of Biotest AG on the basis of full-time equivalents as well as the ratio "Board of Management to employees." The statement also includes the annual and multi-year variable remuneration paid in the respective financial year. Pursuant to Section 26j (2) sentence 2 EGActG, the simplification provision has been utilised.

Figures in € thousand	Ø Remuneration	Ø Remuneration	Ø Remuneration	Ø Remuneration	
	2020	2021	2022	2023	Veränderung
Board of Management	777	1,271	1,011	905	-10.5%
All employees (excluding trainees, interns, working students)	82	84	84	87	3.6%
Relation of Board of Management to employees (manager to worker pay ratio)	9.4	15.2	12.0	10.4	-13.3%

Figure 12: Vertical comparison

## Explanation of the remuneration system for members of the Supervisory Board

The remuneration system has been in place since 1 July 2018. The remuneration of the Supervisory Board is governed by the Articles of Association.

The members of the Supervisory Board receive fixed annual remuneration of € 40 thousand. In accordance with recommendation G.17 GCGC, the remuneration for the Supervisory Board chairmanship and deputy chairmanship as well as the chairmanship and membership of committees is increased due to the increased time required. The remuneration for the Chairperson of the Supervisory Board amounts to € 120 thousand, and for the Deputy Chairperson to € 60 thousand. Members of Supervisory Board committees receive additional fixed annual remuneration of € 4 thousand for each committee position they hold. The Chairperson of the Audit Committee receives € 15 thousand, the Chairperson of each other committee € 7.5 thousand. Depending on the function on the Supervisory Board and its committees, the upper limit of the Supervisory Board remuneration for the respective Supervisory Board member is the sum of the individual remuneration components.

The remuneration is due for payment at the end of the financial year.

The structure of the Supervisory Board remuneration, which provides exclusively for fixed remuneration, strengthens the independence of the Supervisory Board and provides a counterweight to the structure of Board of Management remuneration, which is essentially variable and aligned with the strategy of Biotest AG. In this way, the Supervisory Board remuneration promotes the long-term development of the Biotest Group.

Like the members of the Board of Management, the members of the Supervisory Board of Biotest AG are included in the Group-wide pecuniary damage liability group insurance (D&O insurance). Biotest pays the insurance premiums due for this for all members of the Supervisory Board. No other benefits in kind are granted.

### Remuneration in the current financial year

The figures for the remuneration of the Supervisory Board in terms of value take into account the reimbursement of value-added taxes payable in part on the remuneration of the Supervisory Board.

The members of the Supervisory Board received the following amounts for their work in 2023 and in previous years:

in € thousand	Gesamtbezüge		Gesamtbezüge		Gesamtbezüge		Gesamtbezüge		Gesamtbezüge	
	2019	Change vs. previous year	2020	Change vs. previous year	2021	Change vs. previous year	Change vs. previous year	2023	Change vs. previous year	
<b>Member of the Supervisory Board in office as of 31 Dec 2023</b>										
Dr Bernhard Ehmer (Chairman, since 5 May 2022)	–	0%	–	0%	–	0%	84	100%	132	56%
Raimon Grifols Roura (since 9 May 2023)	–	0%	–	0%	–	0%	–	0%	29	100%
Javier Lluell Colera (replacement member, since 9 May 2023 until 17 March 2024)	–	0%	–	0%	–	0%	–	0%	–	0%
David Bell (since 6 June 2022)	–	0%	–	0%	–	0%	25	100%	44	78%
Uta Kemmerich-Keil (since 5 May 2022)	–	0%	–	0%	–	0%	33	100%	55	67%
Dirk Schuck (since 5 May 2022)	–	0%	–	0%	–	0%	28	100%	44	56%
Jürgen Heilmann (since 21 September 2011)	44	29%	44	0%	44	0%	44	0%	44	0%
<b>Former members of the Supervisory Board</b>										
Tomás Dagá Gelabert (until 22 April 2023)	–	0%	–	0%	–	0%	25	100%	14	–43%
David (Xiaoying) Gao (until 6 June 2022)	–	0%	26	100%	40	54%	17	–58%	–	–100%
Tan Yang (until 6 June 2022)	72	44%	69	–4%	68	–1%	29	–58%	–	–100%
Salome Drechsler (until 5 May 2022)	–	0%	–	0%	11	100%	15	36%	–	–100%
Simone Fischer (until 5 May 2022)	–	0%	49	100%	55	12%	19	–66%	–	–100%
Rolf Hoffmann (until 5 May 2022)	135	27%	133	–1%	132	–1%	45	–66%	–	–100%
Kerstin Birkhahn (until 30 September 2021)	44	29%	44	0%	33	–25%	–	–100%	–	0%
Dr Cathrin Schleussner (until 8 May 2020)	48	30%	17	–65%	–	–100%	–	0%	–	0%
Christine Kreidl (until 4 January 2020)	59	26%	1	–98%	–	–100%	–	0%	–	0%
<b>Total</b>	<b>402</b>	<b>29%</b>	<b>383</b>	<b>–5%</b>	<b>383</b>	<b>0%</b>	<b>364</b>	<b>–5%</b>	<b>361</b>	<b>–1%</b>

Figure 13: Remuneration of the Supervisory Board

The share of fixed remuneration for each Supervisory Board member in total remuneration is 100%.

Due to the presentation in € thousand, rounding differences of +/- one digit may arise when adding up the amounts presented above.

The Board of Management and Supervisory Board

## **Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 (3) AktG**

To Biotest Aktiengesellschaft, Dreieich

### **Opinion**

We have formally examined the remuneration report of Biotest Aktiengesellschaft, Dreieich, for the financial year from January 1 to December 31, 2023 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

### **Basis for the Opinion**

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW PS 870 (09.2023)). Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. As an auditing practice, we have applied the requirements of the IDW Quality Management Standard: Requirements for Quality Management in the Auditing Practice (IDW QMS 1 (09.2022)). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

### **Responsibilities of the Management Board and the Supervisory Board**

Management and the Supervisory Board of Biotest Aktiengesellschaft, Dreieich, are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The Management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

### **Our Responsibilities**

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Frankfurt am Main, March 25, 2024

KPMG AG  
Wirtschaftsprüfungsgesellschaft  
[Original German version signed by:]

Bock  
Wirtschaftsprüfer  
[German Public Auditor]

Dolibasic  
Wirtschaftsprüferin  
[German Public Auditor]



## **Participation in the Annual General Meeting and exercise of voting rights**

Pursuant to Article 19 of the Articles of Association, shareholders who register with the Company and submit special proof of their shareholding issued by their ultimate intermediary shall be entitled to attend the Annual General Meeting and to exercise their voting rights, if any.

The proof of shareholding must, in accordance with Article 19 para. 2 of the Articles of Association, refer to the beginning of the 21st day prior to the Annual General Meeting, i.e. 16 April 2024, 0:00 hours (CEST). This corresponds to the close of business on the 22nd day before the Annual General Meeting in accordance with Section 123 para. 4 sentence 2 AktG in the version of the Act on the Financing of Future-Proof Investments (ZukunftsfinanzierungsG) (Federal Law Gazette 2023 I No. 354), i.e. 15 April 2024, 24:00 hours (CEST) ("Record Date").

The registration for the Annual General Meeting and the proof of shareholding must be received by Biotest AG at the latest by the end of 30 April 2024, 24:00 hours (CEST), at the following address (please note the new address):

Biotest AG  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The registration and the proof of shareholding must be in text form (Section 126b BGB) and must be in German or English. We recommend that our shareholders contact their custodian bank in good time in order to ensure that the Company receives proper and timely proof of the ultimate intermediary pursuant to Section 67c para. 3 AktG.

In relation to the Company, only those persons shall be deemed to be shareholders for the purpose of attending the meeting or exercising voting rights who have provided specific proof of shareholding. The entitlement to participate or the extent of the voting right is determined exclusively by the shareholding on the Record Date. The Record Date does not entail any limitations on the transferability of the shareholding. Even in the event of a complete or partial sale of the shareholding after the Record Date, only the shareholding of the shareholder on the record date shall be decisive for the participation and the scope of the voting right; i.e. sales of shares after the Record Date shall have no effect on the entitlement to participate and on the scope of the voting right. The same applies to acquisitions and additional acquisitions of shares after the Record Date. Persons who do not own any shares on the Record Date and only become shareholders thereafter are not entitled to participate and vote. The Record Date has no significance for dividend entitlement.

After receipt of the registration and the proof of shareholding by the Company, admission tickets for the Annual General Meeting will be sent to the shareholders. In order to ensure timely receipt of the admission tickets, we ask shareholders to request an admission ticket for participation in the Annual General Meeting from their custodian bank as early as possible. In these cases, the required registration and proof of the relevant shareholding will be provided by the custodian bank.

Only ordinary shareholders are entitled to exercise their voting rights. Pursuant to Article 21 para. 2 of the Articles of Association, preference shareholders are not entitled to vote.

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

Shareholders who do not wish to attend the Annual General Meeting in person and/or do not wish to exercise their voting rights in person may be represented in exercising their rights, in particular their voting rights, by a proxy, e.g. by a bank, a shareholders' association or another third party. In addition, we offer our ordinary shareholders proxy voting by proxies appointed by the Company who are bound by instructions. Even in the case of representation of the shareholder, the above-mentioned requirements for attending the Annual General Meeting and the exercise of voting rights must be observed.

If neither a credit institution nor a shareholders' association or a person or institution equivalent thereto pursuant to Section 135 para. 8 AktG or Section 135 para. 10, 125 para. 5 AktG is authorised to exercise the voting right, the power of attorney shall be granted in text form (Section 126b BGB) pursuant to Section 134 para. 3 sentence 3 AktG. The revocation of a proxy and the proof of authorisation vis-à-vis the Company also require text form (Section 126b BGB) pursuant to Section 134 para. 3 sentence 3 AktG.

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

Ordinary shareholders will receive a form that can be used for granting a proxy together with the admission ticket and is available for download on the Company's website at [www.biotest.com](http://www.biotest.com) via the page "Investor Relations/Annual General Meeting 2024".

Proof of authorisation must either be presented by the proxy on the day of the Annual General Meeting or sent to the Company in advance of the Annual General Meeting at the following address:

Biotest AG  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

On the day of the Annual General Meeting itself, the entrance and exit control for the Annual General Meeting in the Alte Oper Frankfurt, Mozart Saal, Opernplatz, 60313 Frankfurt am Main, will be available for the receipt of the proof of authorisation from 9:30 a.m. (CEST) until shortly before the start of voting.

Shareholders who wish to authorise an intermediary, a proxy advisor, a shareholders' association or one of the equivalent institutions or persons named in Section 135 AktG to exercise their voting rights should note that in these cases the institution or person to be authorised may require a special form of proxy, because in accordance with Section 135 AktG the institution or person must record the proxy in a verifiable manner. In this case, we therefore ask the shareholders to align the form of the power of attorney with the person to be authorised.

Ordinary shareholders who wish to authorise the proxies appointed by the Company in advance of the Annual General Meeting are requested, for organisational convenience, to complete and return the form printed on the admission ticket for granting power of attorney and instructions to the proxies to the address of the

Biotest AG  
c/o Computershare Operations Center  
80249 Munich  
E-mail: anmeldestelle@computershare.de

by on Monday, 6 May 2024, 24:00 hours (CEST).

The proxies appointed by the Company are obliged to vote as instructed. They may not exercise the voting rights at their own discretion. Without instructions, the proxies will abstain from voting or will not participate in the vote.

### **Further information on the exercise of voting rights**

Should voting rights be granted in due time by several means (letter, e-mail or pursuant to Section 67c para. 1 and para. 2 sentence 3 AktG in conjunction with Article 2 para. 1 and para. 3 and Article 9 para. 4 of the Implementing Regulation ((EU) 2018/1212)) by proxy and, if applicable, instructions, they will be considered in the following order, irrespective of the time of receipt:

(i) pursuant to Section 67c para. 1 and para. 2 sentence 3 AktG in conjunction with Article 2 para. 1 and para. 3 and Article 9 para. 4 of the Implementing Regulation (EU) 2018/1212), (ii) by e-mail and (iii) by letter.

If powers of attorney and instructions are received by the same means of transmission within the time limit, the last declaration received shall be binding. A later vote as such shall not be deemed to be a revocation of an earlier vote. The last revocation of a declaration received in due time shall be decisive.

Should declarations with more than one form of voting right exercise be received via the same channel, the following shall apply: Proxy and, if applicable, instructions to the proxies of the Company shall have priority over the granting of proxy and instructions to an intermediary, a shareholders' association, a voting advisor pursuant to Section 134a AktG and a person equivalent to these pursuant to Section 135 para. 8 AktG.

If an intermediary, a shareholders' association, a proxy advisor pursuant to Section 134a AktG and a person equivalent to these pursuant to Section 135 para. 8 AktG is not willing to act as proxy, the proxies of the Company shall be authorised to act as proxies in accordance with the instructions.

Should an individual vote be taken on an agenda item instead of a collective vote, the instruction given on this agenda item shall apply accordingly to each item of the individual vote.

### **Information on shareholders' rights pursuant to Sections 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG**

#### **Requests for additions to the agenda (Section 122 para. 2 AktG)**

Shareholders whose shares together amount to one twentieth of the share capital (i.e. EUR 1,978,572.60) or the proportionate amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution. The request must be made in writing to the Management Board. The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the decision of the Management Board on the request.

Requests for additions to the agenda must be received by the Company at least 30 days before the meeting, i.e. by 6 April 2024, by 24:00 (CEST) at the following address:

Biotest AG  
Board of Directors  
Landsteinerstraße 5  
63303 Dreieich

## **Counter motions and election proposals (Sections 126 para. 1 and 127 AktG)**

In addition, shareholders may submit to the Company counter-motions against proposals of the Management Board and/or Supervisory Board on specific items of the agenda as well as election proposals for the election of a Supervisory Board member or the auditor. Counter motions must be accompanied by a statement of grounds. Counter motions and election proposals by shareholders shall be sent exclusively to the address below. Counter motions and election proposals sent to any other address will not be considered.

Biotest AG  
Investor Relations  
Landsteinerstraße 5  
63303 Dreieich  
E-mail to: HV2024@biotest.com

Counter motions and election proposals received within the statutory period, i.e. by 22 April 2024, 24:00 (CEST) which comply with the statutory requirements, will be made available on the Company's website at [www.biotest.com](http://www.biotest.com) via the page "Investor Relations/Annual General Meeting 2024".

Any comments from the administration will also be published on the aforementioned website.

## **Right to information (Section 131 para.1 AktG)**

Each shareholder shall, upon request, be provided with information by the Management Board at the General Meeting regarding the affairs of the Company, provided that the information is necessary for the proper evaluation of an item on the agenda and that there is no right to refuse to provide information. The duty of the Management Board to provide information also extends to the legal and business relations of the Company with an affiliated company as well as to the situation of the group and the companies included in the consolidated financial statements.

## **Further explanations**

Further explanations on the rights of shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG can be found on the Company's website at [www.biotest.com](http://www.biotest.com) via the page "Investor Relations/Annual General Meeting 2024".

## **Reference to the Company's website**

The information pursuant to Section 124a AktG will be made available to the shareholders on the Company's website at the address [www.biotest.com](http://www.biotest.com) via the page "Investor Relations/Annual General Meeting 2024".

## **Notes on data protection**

The Company processes personal data of its shareholders and any shareholder representatives for the preparation and conduct of its Annual General Meeting. This data includes in particular the name, place of residence or address, any e-mail address, the respective shareholding, the admission ticket number and the granting of any voting proxies. Depending on the situation, other personal data may also be considered.

### *Person responsible, purpose and legal basis*

The Company is the data controller. The purpose of the data processing is to enable shareholders and shareholder representatives to participate in the Annual General Meeting and to exercise their rights before and during the Annual General Meeting. The legal basis for the data processing is Art. 6 para. 1 sentence 1 lit. c DSGVO.

### *Receiver*

The Company commissions various service providers and consultants on the occasion of its Annual General Meeting. These only receive personal data from the Company that is necessary for the execution of the respective instruction. The service providers and consultants process this data exclusively in accordance with the instructions of the Company. Apart from that, personal data is made available to the shareholders and shareholder representatives within the scope of the statutory provisions, namely via the list of participants.

### *Storage time*

The personal data will be stored as long as this is required by law or the Company has a legitimate interest in storing it, for example in the event of disputes in or out of court arising from the Annual General Meeting. Afterwards, the personal data will be deleted.

### *Data subjects' rights*

Under certain legal conditions, you have the right to information, correction, restriction, objection and deletion with regard to your personal data or its processing, as well as the right to data portability in accordance with Chapter III of the GDPR. You also have the right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 of the GDPR.

#### Contact details

The contact details of the company are:

Biotest AG  
Landsteinerstraße 5  
63303 Dreieich  
Phone: +49- (0)6103 – 801 4406  
E-mail: HV2024@biotest.com

You can reach our data protection officer at:

ISiCO Datenschutz GmbH  
Philipp Siedenburg  
E-mail: datenschutz@biotest.com

#### **Information on the total number of shares and voting rights at the time of convening the Annual General Meeting (Section 49 para. 1 sentence 1 no. 1 WpHG)**

At the time of convening the Annual General Meeting, the share capital of the Company amounts to EUR 39,571,452.00. It is divided into a total of 39,571,452 no-par value bearer shares with a notional share in the share capital of EUR 1.00 each, of which 19,785,726 are ordinary shares with the same number of voting rights and 19,785,726 are non-voting preference shares. The Company does not hold any treasury shares at the time of convening the Annual General Meeting.

Dreieich, March 2024

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

## Information in accordance with Section 125 of the German Stock Corporation Act (AktG) in conjunction with the Implementing Regulation (EU) 2018/1212 (“EU-IR”)

### A. Specification of the message

A1	Unique identifier of the event	Annual General Meeting of Biotest AG as of 7 May 2024 in the format pursuant to the Implementing Regulation (EU) 2018/1212: <b>0ae941fee1e1ee11b53000505696f23c</b>
A2	Type of message	Notice of the Annual General Meeting in the format pursuant to the Implementing Regulation (EU) 2018/1212: <b>NEWM</b>

### B. Specification of the issuer

B1	ISIN	DE0005227201 (Ordinary shares)
B1	ISIN	DE0005227235 (Preference Shares)
B2	Name of issuer	Biotest Aktiengesellschaft

### C. Specification of the meeting

C1	Date of the meeting	7 May 2024 in the format pursuant to the Implementing Regulation (EU) 2018/1212: <b>20240507</b>
C2	Time of the meeting	10:30 a.m. (CEST) in the format pursuant to the Implementing Regulation (EU) 2018/1212: <b>8:30 a.m (UTC)</b>
C3	Type of meeting	Annual General Meeting in the format pursuant to the Implementing Regulation (EU) 2018/1212: <b>GMET</b>
C4	Location of the meeting	Alte Oper Frankfurt, Mozart Saal, Opernplatz, 60313 Frankfurt am Main
C5	Technical Record Date	15 April 2024 in the format pursuant to the Implementing Regulation (EU) 2018/1212: <b>20240415</b>
C6	Uniform Resource Locator (URL)	<a href="https://www.biotest.com/de/de/investor_relations/hauptversammlung_2024.cfm">https://www.biotest.com/de/de/investor_relations/hauptversammlung_2024.cfm</a>