

GRIFOLS, S.A.

Barcelona

Announcement about the satisfaction of all Offer Conditions

THIS ANNOUNCEMENT AND OTHER DOCUMENTS RELATED TO THE TAKEOVER OFFER ARE NOT INTENDED TO BE AND CANNOT BE SENT OR DISSEMINATED; DISTRIBUTED OR PUBLISHED IN COUNTRIES WHERE THIS WOULD BE ILLEGAL, NOTWITHSTANDING THE PUBLICATIONS IN THE INTERNET REQUIRED UNDER GERMAN LAW.

GRIFOLS, S.A., Barcelona, Spain (the "**Bidder**") published on 26 October 2021 the Offer Document for the Bidder's public takeover offer (cash offer) (the "**Takeover Offer**") to the shareholders of Biotest Aktiengesellschaft, Dreieich, ("**Biotest AG**") for the acquisition of all no par bearer ordinary shares in Biotest AG (ISIN DE0005227201) not already held directly by the Bidder (the "**Ordinary Shares**") and all no par bearer preference shares in Biotest AG (ISIN DE0005227235) (the "**Preference Shares**") and together with the Ordinary Shares, the "**Biotest Shares**") not already directly held by the Bidder. The time period for accepting the Takeover Offer ended on 4 January 2022, 24:00 hours (local time in Frankfurt am Main) / 18:00 hours (local time in New York). The additional acceptance period for accepting the Takeover Offer ended on 21 January 2022, 24:00 hours (local time in Frankfurt am Main) / 18:00 hours (local time in New York) (the "**Additional Acceptance Period**").

As notified in the announcement pursuant to section 23 paragraph 1 sentence 1 no. 3 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, "WpÜG") dated 7 January 2022, shareholders of Biotest AG, who have not accepted the Takeover Offer by the expiration of the Additional Acceptance Period, can still accept the Takeover Offer for Ordinary Shares in accordance with the provisions in the Offer Document by exercising the put right under section 39c WpÜG in conjunction with section 39a WpÜG within three months after expiration of the Additional Acceptance Period, i.e. until 21 April 2022, 24:00 hours (local time in Frankfurt am Main) / 18:00 hours (local time in New York) (the "Put Period").

Satisfaction of all Offer Conditions

The Takeover Offer and the contracts concluded with the Biotest Shareholders as a result of acceptance of the offer are subject to the Offer Conditions set forth in Clause 12.1 of the Offer Document, to the extent the Bidder has not previously validly waived the conditions.

The Offer Condition set forth in Clause 12.1 lit. (b) of the Offer Document (the entire transaction is approved by the competition authorities in Turkey) was satisfied on 7 April 2022. Based on its resolution of 7 April 2022, the Turkish competition authority (Rekabet Kurumu Başkanlığı) notified that the planned merger was approved pursuant to the Law No. 4054 on protection of competition and the communication no. 2010/4 issued promulgated on the basis of that law because there is no material hindrance of competition. The entire transaction is accordingly no longer subject to a prohibition on closing.

Therefore, all Offer Conditions in Clause 12.1 of the Offer Document have been satisfied within the stated time period. The purchase contracts for the Ordinary Shares for which the Takeover Offer has been accepted within the Acceptance Period or the Additional Acceptance Period (ISIN DE000A3E5ES0) (the "**Ordinary Shares Tendered for Sale**") and the Preference Shares for which the Takeover Offer has been accepted within the Acceptance Period or the Additional Acceptance Period (ISIN DE000A3E5ET8) (the "**Preference Shares Tendered for Sale**"), together with the Ordinary Shares Tender for Sale, the "**Biotest Shares Tendered for Sale**") have accordingly taken effect. Furthermore, therefore, the purchase contracts for the Ordinary Shares for which the Takeover Offer was accepted within the Put Period (ISIN DE000A3MQDG4) (the "**Put Biotest Ordinary Shares**") have taken effect.

Closing of the Takeover Offer

In order to settle the Takeover Offer, BNP Paribas Securities Services S.C.A., Frankfurt branch, Europa-Allee 12, 60327 Frankfurt am Main (the "**Central Settlement Agent**") appointed by the Bidder as the central settlement agent for the Takeover Offer will have the Offer Price for the Biotest Shares Tendered for Sale in the amount of EUR 43.00 for each Ordinary Share Tendered for Sale and in the amount of EUR 37.00 for each Preference Share Tendered for Sale transferred through Clearstream Banking AG to the respective securities services company of the Biotest Shareholders maintaining the respective securities account (the "**Custodian Bank**") without undue delay, but at the latest on 25 April 2022.

Furthermore, the Central Settlement Agent will have the Offer Price for the Put Biotest Ordinary Shares in the amount of EUR 43.00 for each Put Biotest Ordinary Share transferred through Clearstream Banking AG to the respective Custodian Bank without undue delay, but at the latest on 2 May 2022 in order to settle the Takeover Offer.

Clearstream Banking AG will transfer the Biotest Shares Tendered for Sale and the Put Biotest Ordinary Shares, in each case including all ancillary rights, especially the right to participate in profits, that exist as of the point in time of the respective settlement to the Bidder simultaneously (*Zug um Zug*) in exchange for payment of the Offer Price for the respective Biotest Shares Tendered for Sale and the respective Put Biotest Ordinary Shares to the account of the respective Custodian Bank at Clearstream Banking AG.

Trading with the Biotest Shares Tendered for Sale in the regulated market on the Frankfurt Securities Exchange (*Prime Standard*) will stop after the regular close of trading on the Frankfurt Securities Exchange on the third banking day prior to the settlement of the Takeover Offer.

Trading with the Put Biotest Ordinary Shares in the regulated market of the Frankfurt Securities Exchange (*Prime Standard*) will stop after the regular close of trading on the Frankfurt Securities Exchange on the third banking day prior to the settlement of the put right offer under section 39c WpÜG in conjunction with section 39a WpÜG.

Barcelona, this 12 April 2022

GRIFOLS, S.A.

Board of Directors

Important instructions:

This Announcement is neither an offer to purchase nor a request to issue an offer for the sale of Biotest Shares. The provisions and terms and conditions of the Takeover Offer as well as other rules related to the Takeover Offer are notified in the Offer Document, the publication of which has been permitted by the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of Biotest Shares (hereinafter, also "**Biotest Shareholders**") are strongly advised to read the Offer Document as well as all other documents related to the Takeover Offer because these documents contain important information. Biotest Shareholders especially residing in or with their registered office in or with their normal place of abode in the United States of America (the "**USA**") or otherwise outside the Federal Republic of Germany, the Member States of the European Union and the European Economic Area should pay special attention above all to the instructions in point 1 of the Offer Document (*General instructions for the conduct of the Offer*).

The Offer relates to shares in a German company which is admitted to trading on the Frankfurt Stock Exchange and is subject to the publication requirements, rules and practices applicable for companies listed on the exchange in the Federal Republic of Germany which are different in some material points from the rules in the USA and other legal systems. The Offer Document was prepared in the German

style and in accordance with German practice, in order to comply with the laws of the Federal Republic of Germany, and the Offer is being carried out in accordance with these requirements. The Offer is not being carried out in accordance with the provisions of other legal systems and this is also not intended. Therefore, no announcements, registrations, licensing or approvals of the Offer and/or the Offer Document containing the Offer have been applied for or initiated outside the Federal Republic of Germany by GRIFOLS, S.A. and the persons acting in concert with GRIFOLS, S.A. GRIFOLS, S.A. and the persons acting in concert with GRIFOLS, S.A. accordingly assume no responsibility for compliance with provisions other than those of the Federal Republic of Germany with regard to carrying out such an Offer.

The Offer is being carried out in the USA in accordance with Section 14(e) and Regulation 14E of the Securities Exchange Act of 1934 of the USA, subject to the exemptions under Rule 14d-1 of the Securities Exchange Act of 1934 in the USA and otherwise in accordance with the requirements of German takeover law. Shareholders in the USA should note that Biotest AG is not listed on an exchange in the USA and is not subject to the regular requirements of the Stock Exchange Act of 1934 and does not have to file reports with the U.S. Securities and Exchange Commission and also does not do so.

Each contract concluded with GRIFOLS, S.A. as the result of accepting the Offer is subject exclusively to the law of the Federal Republic of Germany and must be interpreted in accordance with this law. It can be difficult for US shareholders (or Biotest shareholders from other jurisdictions outside Germany) to enforce rights and claims in connection with the Offer under the federal securities law of the USA (or other legal systems which the respective Biotest shareholder is used to) because GRIFOLS, S.A. and Biotest AG have their registered offices outside the USA (or outside the jurisdiction of the respective Biotest shareholder), and their respective board members, managing directors and senior employees are domiciled outside the USA (or outside the jurisdiction of the respective Biotest shareholder). It may not be possible to file a complaint against a non-US company or its respective board members, managing directors or senior employees before a non-US court based on violations of the securities laws of the USA. It may also not be possible to force a non-US company or its subsidiaries to submit to the judgment of a US court.

GRIFOLS, S.A. can acquire Biotest Shares also through the exchange in a manner other than by means of this Offer or conclude corresponding purchase contracts during the term of this Offer if such acquisitions are in accordance with the applicable provisions in German law, especially German Takeover Law, and the Offer Price (as defined in the Offer Document) will be adjusted for any higher purchase price paid outside the Offer. Information about corresponding purchases or purchase contracts will be published in accordance with section 23 para. 2 WpÜG. In order to be released from the requirements of Rule 14e-5 of the Securities Exchange Act of 1934 based on the exemption granted under SEC-Rule 14e-5(b)(12), such purchases or purchase contracts must comply with applicable German laws and provisions as well as the relevant provisions in the Securities Exchange Act of 1934. All information about such purchases will be disclosed as required in Germany and the USA. Corresponding information will also be published in the form of a non-binding English translation on the internet page of GRIFOLS, S.A. at <https://www.grifols.com/en/biotest-voluntary-takeover-offer>. To the extent such information is published in the Federal Republic of Germany, this information will also be provided in the English language to US shareholders.

The payments under the Offer can constitute a taxable event under applicable tax law, including the tax laws of the country of residence, the country of the registered office or the country of the normal place of abode of the Biotest shareholders. Each Biotest shareholder is strongly recommended to consult without undue delay with that shareholder's independent expert advisor with regard to the tax consequences of accepting the Offer. Neither GRIFOLS, S.A. nor the persons acting in concert with GRIFOLS, S.A. within the meaning of section 2 para. 5 sentence 1 and sentence 3 WpÜG nor their respective board members, management personnel or employees assume any responsibility for the tax effects or liabilities of any persons as a consequence of accepting the Offer.

The publication is available

in the internet at: <https://www.grifols.com/en/biotest-voluntary-takeover-offer>

in the internet on: 12 April 2022

Barcelona, 12 April 2022

GRIFOLS, S.A.