Biotest

From Nature for Life

FAQ – Frequently asked questions about the Takeover Offer by CREAT Group Corporation, Peking, China

1. What are the key details of the takeover offer?

- The Tiancheng (Germany) Pharmaceutical Holding AG, the purchasing company and indirect subsidiary of the CREAT Group Corporation, Beijing, China is making an offer to all BIOTEST AG shareholders to purchase their shares within the framework of a voluntary public takeover offer.
- In this context, Tiancheng (Germany) Pharmaceutical Holding AG is offering a cash payment of Euro 28.50 per BIOTEST ordinary share and a cash payment of Euro 19.00 per BIOTEST preference share.
- The offer is tied to a minimum acceptance threshold of 75 percent of ordinary shares, which means the offer will, among other things, only be successful if it is accepted by a minimum of 75 percent of BIOTESTAG's ordinary shareholders. The offer is also subject to the standard approvals from the responsible anti-trust and supervisory authorities, which the bidder expect to receive in the second half of 2017.
- For more information, please read the offer on the website prepared by the CREAT Group Corporation at www. tiancheng-germany-pharmaceutical-angebot.de.
- Biotest does not assume any responsibility for the content and the therein provided information.

2. How will I receive information on the offer documentation?

- You will find information on the offer documentn on the website prepared by the CREAT Group Corporation at www. tiancheng-germany-pharmaceutical-angebot.de.

3. What are the next steps and when does the acceptance period begin? When can the takeover expect to be completed?

- In accordance with the offer document, the deadline for the acceptance of the offer is four weeks from the publication of the offer document on May 18, 2017.
- If the minimum acceptance threshold has been achieved when the acceptance period expires, the acceptance period will automatically be extended by two weeks from the date results are published.
- Following the publication of the offer document, the Executive Board and Supervisory Board will review the offer in the best interests of the Company and provide a reasoned opinion on the offer pursuant to Section 27 of the German Securities Acquisition and Takeover Act, which it will make available to its shareholders via the BIOTEST website. In this reasoned opinion, they will give their opinion as to whether the offer is considered fair and whether they recommend that BIOTEST AG shareholders accept or reject the offer.
- The final decision for or against accepting the takeover offer is incumbent on the shareholders.
- It will only become clear if the offer has been successful or not once the acceptance period has expired and all offer conditions have been fulfilled (see answer 1).

4. When will the Executive Board and the Supervisory Board of BIOTEST AG publish their reasoned opinion? Do I have to wait for this recommendation before I tender my shares?

- The Executive Board and the Supervisory Board are reviewing the offer document very thoroughly and will publish their reasoned opinion immediately once the review has been completed.
- BIOTEST shareholders can accept the offer as soon as the acceptance period begins. You do not have to wait for the reasoned opinion to be published before tendering your shares.
- BIOTEST shareholders can accept the offer by submitting a written declaration of consent to their depositary bank during the acceptance period.

5. What shall I do with my shares now? How do I accept the takeover offer? Can I sell them via stock exchange and not within the official offer? Who do I have to contact?

- We ask for your understanding that we cannot make recommendations as to whether you should sell your shares via the stock exchange or whether you should accept the takeover offer. The offer document contains detailed information on how and within what time frame you can accept the offer and how the process will work in technical terms.
- Following the publication of the offer document, the Executive Board and Supervisory Board will review the offer in the best interests of the Company and provide a reasoned opinion on the offer pursuant to Section 27 of the German Securities Acquisition and Takeover Act and will make it available to the shareholders via the BIOTEST website.
- If you have any questions related to the acceptance of the offer and how it will work in technical terms, you can also contact your depositary bank.
- BIOTEST shareholders can accept the offer by submitting a written declaration of consent to their depositary bank during the acceptance period.

6. How will I receive the money from CREAT Group Corporation?

- For information about how the transfer of shares and payment of the offer price will be carried out, please see the offer document, which is available on the website prepared by the CREAT Group Corporation at www. tiancheng-germany-pharmaceutical-angebot.de.
- Should you have any questions about accepting the offer and its technical process including the payment of the offer price, you can also contact your custodian bank, who has been informed of the settlement agent in the offer document.
- However, a prerequisite for the completion of the offer is, that the minimum acceptance threshold of 75 percent of ordinary shares is achieved and the transaction is approved by the relevant anti-trust and supervisory authorities.

7. Is the offer price of Euro 28.50 per ordinary share and Euro 19.00 per preference share final? Should I tender my shares now or is it better to wait as the price could be revised upwards at the end of the bid phase?

- You can tender your shares immediately after the offer document has been published by the bidder.
- There is no reason to delay accepting the offer as, in accordance with the German Securities Acquisition and Takeover Act. The Company is not aware of any intentions of the bidder to revise the offer prices.

8. Can I revoke my agreement to tender my shares?

- BIOTEST shareholders can revoke their agreement to tender their shares if there are specific reasons for it in accordance with the provisions German Securities Acquisition and Takeover Act.
  - In particular, shareholders can revoke their agreement if the offer is changed. An example of this would be the bidder's decision to waive any offer conditions.
  - Shareholders can also withdraw their acceptance of the offer if a competing offer is made.
- For more information under which circumstances a tendering of shares can be revoked, please refer to the offer document prepared by the bidder.

9. What happens if I do not accept the offer?

- Of course, you have the right not to tender your shares.
- BIOTEST shareholders who do not accept the offer will remain shareholders in BIOTEST AG.
- In this case, you should however take the following into consideration: BIOTEST shares for which the offer was not accepted can initially continue to be traded on the same stock exchanges as before the offer. However, it cannot be ruled out that supply and demand for BIOTEST shares will decrease once the transaction has been successfully completed, thus reducing the liquidity of BIOTEST shares. This could make it difficult to execute orders quickly in the future. Furthermore, the potentially limited liquidity of BIOTEST shares could lead to significantly stronger price fluctuations than in the past.
- You should also consider that under certain statutory preconditions the bidder can trigger structural measures. A control and profit transfer agreement is possible, which would result in, among other things, the remaining BIOTEST shareholders being paid a guaranteed dividend.

Please refer to the offer document for information on the bidder's intentions, on the website prepared by the CREAT Group Corporation at www. tiancheng-germany-pharmaceutical-angebot.de.

10. What percentage of shares must CREAT Group Corporation acquire in order to successfully complete the takeover?

- The bidder's offer contains a minimum acceptance threshold of 75 percent of ordinary shares, in accordance with the offer document.

11. Will BIOTEST announce how many shareholders have already sold their shares?

- During the acceptance period, the number of shares already tendered will be regularly published by the bidder in accordance with the provisions of the German Securities Acquisition and Takeover Act (so-called "water level announcements").

12. Can I still trade with my shares after I have tendered them?

- In accordance with the offer document, the tendered BIOTEST shares may be traded on the regulated market of the Frankfurt Stock Exchange. It is possible however that trading volumes and liquidity of the tendered BIOTEST shares are dependent on the acceptance rate and are therefore not available at all or are only available in small quantities and are subject to significant fluctuation. It cannot be ruled out that the sale of tendered BIOTEST shares will not be possible due to lack of demand. You will find further information in the offer document from the bidder.

13. Why was the Annual General Meeting postponed from May 10, 2017?

- In the context of the publication of the intention of the bidder to launch an offer, the Executive Board of BIOTESTAG decided to postpone the Company's Annual General Meeting, originally planned for May 10, 2017 to August 30, 2017 in order to ensure that the Annual General Meeting appropriately reflects the results of the offer process.

14. Can I still take part in the Annual General Meeting if I have tendered my shares for sale to the bidder?

Shareholders of BIOTESTAG may take part in the Annual General Meeting. If the takeover offer has been completed by the Annual General Meeting, your tendered shares including the participation rights will be transferred to the bidder. If the offer has not been completed by the so-called Record Date (21st day before the Annual General Meeting), you will continue to be a shareholder of BIOTESTAG and will be able to register to participate in the Annual General Meeting. For more information on the bidder's estimation of when the offer will be completed, see the FAQ answer 1 and 3 to "What are the next steps and when does the acceptance period begin? When is the takeover expected to be completed?"

15. Are there tax disadvantages for me if I accept or reject the offer?

- We ask for your understanding that we cannot provide you with any information on tax effects of accepting or rejecting the offer.
- We recommend you consult your tax advisor on this issue