



Biofrontera AG Leverkusen

- ISIN: DE000A4BGGM7 / WKN: A4BGGM -
- ISIN DE000A409625 / WKN: A40962 -

Invitation to the Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting to be held on **May 28, 2025** at 10:00 a.m. at the Wasserturm Hotel Cologne, Kaygasse 2, 50676 Cologne, Germany.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management and Group management report, the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code and of the report of the Supervisory Board for the on Financial year ended December 31, 2024**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board in accordance with Sections 171 and 172 of the German Stock Corporation Act (AktG). The annual financial statements are thus adopted in accordance with Section 172 AktG. A resolution by the Annual General Meeting to adopt the annual financial statements or approve the consolidated financial statements in accordance with

§ Section 173 AktG is therefore not required. The other aforementioned documents must also only be made available to the Annual General Meeting in accordance with Section 176 para. 1 sentence 1 AktG. The documents are available from the time the Annual General Meeting is convened and during the Annual General Meeting on the of the company at

[<https://www.biofrontera.com/de/investoren/hauptversammlung>] accessible. A resolution on agenda item 1 is therefore not required.

- 2. Resolutions on the discharge of the members of the Executive Board for the 2024 financial year**

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board in office in the 2024 financial year be approved.

This resolution only to Ms. Pilar de la Huerta Martínez, who was appointed to the Supervisory Board in the financial year

2024 was the only member of the Executive Board.

3. Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2024 financial year be approved.

In the 2024 financial year, the Supervisory Board consisted of

- a) Alexander Link (from August 28, 2024), currently Chairman
- b) Dr. Helge Lubenow, currently Deputy Chairwoman
- c) Dr. Heikki Lanckriet,
- d) Mr. Karlheinz Schmelig,
- e) Hansjoerg Plaggemars (from August 28, 2024),
- f) Tobias Reich (from August 28, 2024),
- g) Mr. Wilhelm K. T. Zours (until May 6, 2024),
- h) Dr. Jürgen Tielmann (until August 28, 2024) and
- i) Prof. Dr. Karin Lergenmüller (until August 28, 2024)

4. Resolution on the appointment as auditor of the annual and consolidated financial statements for the 2025 financial year and as auditor for any review of the condensed interim financial statements and interim management report

The Supervisory Board proposes - based on the recommendation of its Audit Committee - that the following resolution be adopted:

Nexia GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Georg-Glock-Straße 4, 40474 Düsseldorf, is appointed as the auditor of the annual and consolidated financial statements for the 2025 financial year and as the auditor for any review of the condensed interim financial statements and interim management report as at June 30, 2025 in accordance with Section 115 (5) of the German Securities Trading Act (WpHG).

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

5. Resolution on the complete cancellation of the conditional capital in accordance with Section 7 (8) of the Articles of Association and on a corresponding amendment to the Articles of Association

The Supervisory Board and the Management Board propose that the following resolution be adopted:

The remaining Conditional Capital V pursuant to Section 7 (8) of the Articles of Association, which has already been partially utilized and entered in the commercial register and for which no more option rights are outstanding as of May 15, 2025, will be cancelled in full. Accordingly, Section 7 (of the Articles of Association is also canceled and replaced by the placeholder "no longer applicable".

In the event that option rights are exercised between the convening of the Annual General Meeting and May 15, 2025, the Executive Board and Supervisory Board reserve the right to adjust their proposed resolution accordingly.

6. Resolution on the approval of the remuneration report pursuant to Section 162 AktG

In accordance with Section 162 of the German Stock Corporation Act (AktG), the Management Board and Supervisory Board of the listed company prepare an annual report on the remuneration granted and owed in the previous financial year to each individual current or former member of the Management Board and Supervisory Board by the company and by companies in the same group (Section 290 of the German Commercial Code) (remuneration report). The remuneration report prepared by the Management Board and Supervisory Board for the 2024 financial year was by the auditor in accordance with the requirements of Section 162 (3) AktG. The auditor's report is attached to the remuneration report. The Annual General Meeting of the listed company resolves on the approval of the audited remuneration report in accordance with Section 120a (4) AktG.

The Supervisory Board and the Management Board propose that the following resolution be adopted:

The remuneration report for the 2024 financial year, prepared and audited in accordance with Section 162 AktG, which, together with the report on the audit of the remuneration report, is available from the date of convocation and during the Annual General Meeting on the website of the company's website at [https://www.biofrontera.com/de/investoren/hauptversammlung] during the Annual General Meeting, is approved.

7. Resolution on the approval of the remuneration system for members of the Management Board

The Supervisory Board that the following resolution be adopted:

The new version of the remuneration system for members of the Management Board, which has been in force since August 2024 and which will be available on the company's website at [https://www.biofrontera.com/de/investoren/hauptversammlung] from the date of convocation and during the Annual General Meeting, is approved.

Changes to the previous remuneration system are indicated in the accessible document.

II. Further information, notes

1. Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time this Annual General Meeting was convened, 6,076,862 no-par value shares in the company had been issued and therefore 6,076,862 no-par value shares were entitled to participate and vote. Each share grants one vote.

The company does not hold any treasury shares at the time of convening the Annual General Meeting.

2. Requirements for participation in the Annual General Meeting

Only those shareholders who register with the company at least six days before the Annual General Meeting (not including the day of receipt and the day of the Annual General Meeting), i.e. by midnight on May 21, 2025, and are entered in the share register on the day of the Annual General Meeting, are entitled to attend the Annual General Meeting and exercise their voting rights. Registration must be made in writing (Section 126 BGB) or in text form (Section 126b BGB). The registration must be received by the company in German or English at the following address by letter or email:

Biofrontera AG
c/o GFEI HV GmbH
Ostergrube 11
30559 Hanover
E-Mailhv@gfei.de

The company will send the registration documents and notifications in accordance with Section 125 AktG by post to shareholders who request them or who are entered as shareholders in the company's share register at the beginning of the 21st day before the Annual General Meeting (May 7, 2025, 0:00 .m.). Shareholders who are entered in the share register after this date can also register for the Annual General Meeting in accordance with the above options.

For technical processing reasons, the following will be published in the period from May 22, 2025 0:00 a.m. to

28 May 2025 24:00 hours, no changes were made to the share register. Therefore, the entry status of the share register on the day of the Annual General Meeting corresponds to the status after the last transfer on May 21, 2025.

Pursuant to Section 67 (2) sentence 1 AktG, rights and obligations arising from shares in relation to the company exist only for and against the person entered in the share register. Accordingly, the registration status of the share register on the day of the Annual General Meeting is decisive for the right to attend and the number of voting rights to which a person entitled to attend the Annual General Meeting is entitled.

Annual General Meeting is decisive. Trading in shares is not blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registering. However, as a shareholder is only deemed to be a shareholder in relation to the company if they are entered as such in the share register on the day of the Annual General Meeting, a disposal can have an impact on a shareholder's right to participate.

Intermediaries and shareholders' associations as well as institutions or persons equivalent to these pursuant to Section 135 (8) AktG may only exercise voting rights for shares that do not belong to them but for which they are entered in the share register as the holder on the basis of an authorization that must be verifiably recorded. Section 135 AktG regulates further details.

3. Authorization and instructions to a proxy of the company

We offer our shareholders the opportunity to authorize a proxy appointed by the company and bound by instructions (proxy) to exercise their voting rights. This also requires timely registration in accordance with the provisions of Section II. 2 above and entry in the share register. If a proxy is authorized, instructions must be issued to the proxy for exercising voting rights. A proxy may not exercise voting rights without corresponding instructions.

The granting of a proxy, its revocation and proof of authorization to the company must be in text form. For the authorization of a proxy with express instructions, the form sent to the shareholders together with the invitation documents or the form available on the company's website can be used - apart from granting power of attorney during the Annual General Meeting by using the form that is handed out at the Annual General Meeting.

<https://www.biofrontera.com/de/investoren/hauptversammlung>

The authorization and instruction form provided may be used.

Proxies and instructions must be received by post or email at the following address by May 27, 2025, 24:00 hours at the latest, unless the proxies are issued during the Annual General Meeting:

Biofrontera AG
c/o GFEI HV GmbH
Ostergrube 11
30559 Hanover
E-Mailhv@gfei.de

The above information on the options for transmission and the deadlines to be observed apply accordingly to the revocation of a power of attorney granted to a proxy appointed by the company and to changes to instructions.

If the shareholder or another third party authorized by the shareholder attends the Annual General Meeting, the proxy will not exercise the voting right unless

unless he is granted power of attorney by the shareholder or by another third party authorized by the shareholder during the Annual General Meeting.

4. Authorization other persons other than a proxy of the company

Voting rights may be exercised by a proxy, including by an intermediary or an association of shareholders. Timely registration in accordance with the provisions of Section II. 2 above and entry in the share register are also required for this.

In accordance with Section 23 of the Articles of Association, the following applies to the form of proxies that are not granted to intermediaries or persons or associations (in particular shareholders' associations) treated as such in accordance with Section 135 (8) AktG, but to other third parties: The proxy may in any case be granted in writing or by e-mail; any other forms regulated by law for the granting of the proxy, its revocation and proof of authorization vis-à-vis the company are not restricted by the Articles of Association. The granting of the proxy, its revocation and proof of authorization vis-à-vis the company can therefore also be made in text form.

The address and e-mail address stated in Section II. 3 are available for the declaration of the granting of a power of attorney to the company, its revocation and the transmission of proof of a declared power of attorney or its revocation.

If the granting or proof of a proxy or its revocation is made by declaration to the company by post, it must be received by 27 May 2025, 24:00 hours, at the latest for organizational reasons. Transmission to the company by e-mail is possible until the end of the Annual General Meeting.

If intermediaries or equivalent persons or associations (in particular shareholders' associations) are authorized in accordance with Section 135 (8) AktG, they must record the power of attorney in a verifiable manner (Section 135 AktG). We recommend that our shareholders consult with the aforementioned parties regarding the form of the powers of attorney.

5. Shareholders' right to request an addition to the agenda (Section 122 (2) AktG)

Shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of EUR 500,000 of the share capital (equivalent to 500,000 shares) may request that items placed on the agenda of the Annual General Meeting and published in accordance with Section 122 (2) AktG. The request must be submitted to the Management Board in writing (Section 126 BGB) or in the electronic form of Section 126a BGB (i.e. with a qualified electronic signature). Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Requests from shareholders to add items to the agenda must be sent to the following address:

Biofrontera AG
Management
Board

Hemmelrather Weg 201
51377 Leverkusen
or at the e-mail address ir@biofrontera.com.

Requests for additions to the agenda must be received by the company at least 30 days before the meeting. The last possible date of receipt for a request for additions to the agenda is the April 27, 2025, 24:00 hours. 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 the Management Board decides on the request. Periods of share ownership by third parties will be taken into account in accordance with Section 70 AktG.

Additions to the agenda that are to be announced - unless they have already been announced with the convening notice - will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to those media that can be expected to disseminate the information throughout the European Union. They will also be published on the Internet at <https://www.biofrontera.com/de/investoren/hauptversammlung> and communicated to the shareholders.

6. Shareholders' right to announce motions and election proposals (Sections 126 (1), 127 AktG)

Every shareholder has the right to submit motions on items on the agenda and on the rules of procedure at the Annual General Meeting without the need for any announcement, publication or other special action prior to the Annual General Meeting.

Countermotions by shareholders against an administrative proposal on a specific agenda item pursuant to Section 126 AktG, including the name of the shareholder, any justification and any statement by the management, will be published by the company on the Internet at

<https://www.biofrontera.com/de/investoren/hauptversammlung>

if they are received by the company at least 14 days before the meeting, i.e. by May 13, 2025, 24:00 hours, at the following address:

Biofrontera AG
Management Board
Hemmelrather Weg 201
51377 Leverkusen
or at the ir@biofrontera.com

and the other requirements for an obligation to make the information available in accordance with § Section 126 AktG and Section 127 AktG are fulfilled. Any statements by the management will also be made available at the aforementioned Internet address.

It should be noted that countermotions, even if they have been submitted to the company in advance in due time, will only be considered at the Annual General Meeting if they are submitted orally.

7. Shareholders' right to information at the Annual General Meeting (Section 131 (1) AktG)

At the Annual General Meeting, every shareholder may request information from the Management Board on company matters in accordance with Section 131 (1) AktG, provided that the information is necessary for a proper assessment of the agenda item and there is no right to refuse to provide information. The duty to provide information also extends to the company's legal and business relationships with an affiliated company.

Pursuant to Section 21 (3) of the Articles of Association, the chairman of the meeting may impose a reasonable time limit on the shareholders' right to speak and to ask questions.

8. Time information

The times stated in this convocation are in Central European Summer Time: CEST/UTC+2.

9. Further information on shareholders' rights / publications on the company's website

Further explanations on the rights of shareholders pursuant to Section 122 (2) and Section 126 (1), § Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG), in particular information on further requirements beyond compliance with the relevant deadlines, as well as the publications on the website required in accordance with Section 124a of the German Stock Corporation Act (AktG) will be available as soon as possible after the convening of the Annual General Meeting at

<https://www.biofrontera.com/de/investoren/hauptversammlung>.

10. Notes on data protection

The company processes the following categories of personal data of shareholders, shareholder representatives and guests in connection with the Annual General Meeting: name, address, e-mail address, number of shares, class of shares, type share ownership, admission ticket number and access data for the password-protected internet service; if applicable, name, address, e-mail address, admission ticket number and access data for the password-protected internet service of the shareholder representative nominated by the respective shareholder, as well as the name, address and e-mail address of guests. The processing of personal data in the context of the Annual General Meeting is based on Art. 6 para. 1 lit. c of the General Data Protection Regulation (GDPR). This states that the processing of personal data is lawful if the processing necessary for compliance with a legal obligation. The company is legally obliged to hold the Annual General Meeting of shareholders. In order to comply with this obligation, the processing of the above-mentioned categories of personal data is essential. The company's shareholders cannot register for the Annual General Meeting without providing their personal data.

The company is responsible for data processing. The contact details of the controller are

Biofrontera AG
Hemmelrather Weg 201
51377 Leverkusen
E-Maildatenschutz@biofrontera.com

Personal data relating to the company's shareholders is generally not passed on to third parties. By way of exception, third parties are also given access to this data if they have been commissioned by the company to provide services in connection with the holding of the Annual General Meeting. These are typical AGM service providers, such as AGM agencies, lawyers or auditors. The service providers only receive personal data to the extent that is necessary for the provision of the service.

As part of the statutory right to inspect the list of participants at the Annual General Meeting, other participants and shareholders may gain insight into the data recorded about them in the list of participants. Their personal data is also published in the context of requests for additions to the agenda, counter-motions and counter-proposals for election that must be published, if these motions submitted by shareholders and shareholder representatives.

Depending on the individual case, the above-mentioned data will be stored for up to three years (but not less than two years) after the end of the Annual General Meeting and then deleted, unless further processing of the data is still necessary in individual cases for the processing of applications, decisions or legal proceedings in relation to the Annual General Meeting.

Shareholders and shareholder representatives have the right to receive information about the personal data stored about them free of charge upon request. In addition, they have the right to rectification of incorrect data, the right to demand the restriction of the processing of data that has been processed too extensively and the right to erasure of personal data that has been processed unlawfully or stored for too long (insofar as this does not conflict with any statutory retention obligation or other reasons pursuant to Art. 17 para. 3 GDPR). In addition, shareholders and shareholder representatives have the right to transfer all data they have provided to the company in a commonly used file format ("right to data portability").

To exercise your rights, simply send an e-mail to: datenschutz@biofrontera.com.

In addition, shareholders and shareholder representatives also have the right to lodge a complaint with a data protection supervisory authority.

Shareholders and shareholder representatives can contact the company's data protection officer at the following address:

Biofrontera AG
Hemmelrather Weg 201
51377 Leverkusen
E-Maildatenschutz@biofrontera.com

Leverkusen, April 2025 The
Executive Board