

**Declaration by Biofrontera AG on Corporate Governance pursuant to Sections 289f, 315d of the German Commercial Code (HGB) for the 2025 fiscal year**

Dear Shareholders,

Corporate governance refers to the legal and practical framework for the management and supervision of a company.

As a publicly traded company, the Company is required to issue a **Corporate Governance Statement** within the meaning of Sections 289f, 315d of the German Commercial Code (HGB), covering the Group.

Pursuant to Section 289f(1) of the German Commercial Code (HGB), the Corporate Governance Statement must be included in the management report and form a separate section therein. It may also be made publicly available on the company's website. In this case, a reference must be included in the management report that specifies the website address. The company has made use of this option; that is, this corporate governance statement has not been included in the management report for the 2025 fiscal year, but only the website address where the corporate governance statement is publicly available has been included there.

## **Reproduction of the Declaration of Compliance pursuant to Sections 289f(2)(1) and 315d of the German Commercial Code (HGB)**

The text of the most recent declaration, issued in April 2026, is published on the Company's website at <https://www.biofrontera.com/de/investoren/corporate-governance> ("2026 Declaration of Compliance").

### **Regarding the 2026 Declaration of Compliance, the Management Board and Supervisory Board of Biofrontera AG state:**

"Since the submission of the last Declaration of Compliance in December 2024 (with an addendum and re-publication in April 2025), Biofrontera AG has complied with the recommendations of the German Corporate Governance Code (the "Code"), with the following exceptions:

Code Recommendation A.5 (Description of the key features of the internal control and risk management systems and statement on the adequacy and effectiveness of these systems in the management report)

The management report of Biofrontera AG complies with legal requirements and describes the key features of the internal control system and the risk management system. However, no statement was made regarding the adequacy and effectiveness of these systems, as the Management Board and Supervisory Board have not identified any issues regarding their adequacy and effectiveness. An additional statement would further increase the length of the management report without, in the opinion of the Management Board and Supervisory Board, providing any significant additional insight.

Code Recommendation D.6 (Internal Audit)

Given the company's size, its straightforward business structure, and the clear allocation of responsibilities within the organization, there is currently no need for a separate internal audit function. The existing internal control and risk management systems are considered sufficient. Regular reviews are conducted as part of external audits and through the existing risk management framework.

Code Recommendation F.2 (Publication of Interim Financial Information)

Due to organizational circumstances, financial reports, semi-annual reports, and interim announcements are published within the statutory deadlines and not earlier.

Code Recommendation G.10 (predominantly equity-based variable remuneration components)

No variable remuneration component in the form of shares or equity-based instruments was granted to the member of the Executive Board, Pilar de la Huerta Martinez. Nor is there any plan to grant variable remuneration components in the form of shares or equity-based instruments: In the Supervisory Board's view, there is no need for remuneration linked to the performance of the company's shares in order to encourage the Management Board to pursue the company's long-term and sustainable development. Given the size of the company and the tasks currently facing

the Management Board, the Supervisory Board believes there are other components better suited to promoting the company's sustainable and long-term development.

## **Additional disclosures pursuant to Sections 289f(2) and 315d of the German Commercial Code (HGB)**

### **General Information on the Management Structure**

With its Executive Board and Supervisory Board, the Company has a two-tier management and supervisory structure. The Executive Board and Supervisory Board are committed to the interests of the shareholders and the welfare of the Company. The Annual General Meeting is the Company's third governing body. Biofrontera AG is subject to the provisions of German stock corporation and capital market law, as well as the provisions of the Articles of Association and the Rules of Procedure for the Management Board and Supervisory Board. The Rules of Procedure for the Management Board and Supervisory Board are published on the company's website at <https://www.biofrontera.com/de/investoren/corporate-governance>.

### **Availability of the Remuneration Report and Auditor's Note, Remuneration System, and Remuneration Resolution**

The remuneration report for the last fiscal year and the auditor's note pursuant to Section 162 of the German Stock Corporation Act (AktG), the applicable remuneration system pursuant to Section 87a (1) and (2) sentence 1 of the German Stock Corporation Act (AktG), and the most recent remuneration resolution pursuant to Section 113(3) of the German Stock Corporation Act (AktG) are publicly available on the company's website at <https://www.biofrontera.com/de/investoren/corporate-governance>.

### **Information on Corporate Governance Practices**

At the heart of our corporate governance culture for the Company and its subsidiaries are values that are enshrined in legal regulations as well as internal guidelines and organizational directives. Of particular importance in the area of the manufacture and distribution of pharmaceutical products are certifications and quality requirements, compliance with which demands considerable effort. Furthermore, there is a shared understanding among management and employees to combine sustainable growth with economic success while simultaneously creating social value through effective and well-tolerated pharmaceutical products. To achieve this goal, every employee should be aware of their contribution to the company's success and value creation and should be able and permitted to take responsibility for results. Personal responsibility and initiative require knowledge of the company's substantive and strategic direction. Management therefore regularly informs employees about corporate goals, current business developments, and the market and competitive environment. Clearly defined corporate structures, areas of responsibility, and processes also form an essential foundation for efficient corporate management and collaboration. In conjunction with established processes that are simultaneously subject to ongoing optimization, such a structure enables management to align with corporate goals and regularly monitor goal achievement.

Motivation and appreciation for the company's employees also take on particular importance in this context. After all, exceptional commitment, high productivity, and efficiency can only be

achieved in a work environment perceived as positive and with a strong sense of identification with the company and its goals. For this reason, the company promotes a balance between the expected, highly qualified, and focused work performance in a dynamic market on the one hand, and the necessities and needs of private life on the other. Given its international orientation, it is essential to appropriately take into account the specific characteristics of individual markets—including their respective conditions, cultural influences, and expectations—while simultaneously maintaining the necessary consistency across the entire group.

## **Compliance**

The Biofrontera Group's business activities must comply with the legal systems of various countries. The Biofrontera Group conducts its business responsibly and in accordance with the legal provisions and regulatory requirements of the countries in which it operates. This is particularly important given its sales activities in foreign markets, especially since the distribution of pharmaceuticals is subject to specific requirements regarding the integrity of those involved. Violations in this context could have serious consequences.

The Biofrontera Group therefore expects its employees to act in a legally and ethically impeccable manner in their day-to-day business activities. As a developer and manufacturer of pharmaceutical products, the highest level of integrity is essential to justify the trust of our partners and, above all, of the patients treated with our products.

Employees are familiarized with the relevant codes of conduct as well as legal and regulatory requirements through training sessions involving the responsible compliance officers. The core principles of compliance at the Biofrontera Group are adherence to antitrust regulations, integrity in business dealings, a commitment to product responsibility and sustainability, compliance with the company's established quality management system, and the avoidance or proper handling of conflicts of interest. Our employees have the opportunity and are encouraged to report (including anonymously) any suspected legal violations within the companies of the Biofrontera AG Group.

Details are set forth in a Code of Conduct titled "Behavior in Business: Integrity, Innovation, Respect, and Responsibility," which all employees and corporate bodies are required to follow. This Code of Conduct is publicly available at <https://www.biofrontera.com/de/investoren/corporate-governance>

Against the backdrop of the public listing of Biofrontera AG shares, safeguarding market integrity is a key component of our compliance structure. This includes processes for the group-wide identification of insider information and its legally compliant handling, as well as educating our employees about their responsibilities and obligations in this regard.

## **Sustainability**

We strive for sustainable corporate development. Therefore, we regularly review our positioning with regard to environmental, social, and governance (ESG) factors. Our main product, Ameluz®, is manufactured in Switzerland under contract. The key ingredients, particularly the active ingredient used, are produced in the EU. As a supplier of pharmaceutical products, we and our production partners are subject to a wide range of strict regulations and requirements. These include environmental regulations. We therefore rely on manufacturers and suppliers who are themselves committed to high ESG standards. The relevant environmental protection and

employment standards apply at all locations. The equal treatment of our employees regardless of origin, gender, religion or ideology, disability, age, or sexual orientation is an integral part of our corporate culture.

With the Act Implementing the Second Shareholders' Rights Directive, the legislature stipulated in Section 87 of the German Stock Corporation Act (AktG) that the compensation structure for members of the Management Board must be aligned with the sustainable and long-term development of the company. To take the concept of sustainability into account in this regard as well, the compensation regulations provided for the members of the Executive Board stipulate that assessment factors for variable compensation components include financial and non-financial performance criteria, including criteria such as integrity, employee satisfaction, and diversity, as well as sustainability/Environment, Social, and Governance (ESG) aspects. To the extent that these criteria have not yet been fully implemented in the variable compensation components, their gradual incorporation is planned as part of the further development of the compensation system.

### **Description of the functioning of the Executive Board and the Supervisory Board, as well as the composition and functioning of their committees**

#### **Executive Board**

The Executive Board represents the company externally and manages it in accordance with the law, the Articles of Association, and the Rules of Procedure for the Executive Board.

The Executive Board ensures appropriate risk management and risk control within the company. This is intended to identify at an early stage any developments that could jeopardize the company's continued existence. It develops the company's strategic direction, coordinates it with the Supervisory Board, and ensures its implementation. The Management Board is responsible for ensuring compliance with legal provisions and internal company guidelines and works to ensure that these are observed by the Group companies (compliance).

The Management Board of Biofrontera AG currently consists of one member. If there are multiple members of the Executive Board, they jointly bear responsibility for the overall management of the company. Notwithstanding the overall responsibility of all Executive Board members, the individual members manage the areas assigned to them on their own responsibility within the framework of Executive Board resolutions.

The Supervisory Board has issued rules of procedure for the Executive Board. Accordingly, the Executive Board as a whole decides on matters of fundamental importance as well as in other cases specified therein or by law. Unless unanimity is required by law, the Articles of Association, or the rules of procedure, the Executive Board resolves matters by a simple majority of the votes cast. In the event of a tie, the Chairman's vote is decisive. Measures and transactions of the Executive Board of fundamental importance require the approval of the Supervisory Board in accordance with the Executive Board's rules of procedure.

The Supervisory Board appoints the members of the Executive Board for a maximum term of five years. A reappointment or extension of the term of office, in each case for a maximum of five years, is permissible. This requires a new resolution by the Supervisory Board, which may be adopted no earlier than one year before the expiration of the current term of office.

The Supervisory Board has established an **age limit** such that the Personnel Committee shall only propose to the full body for appointment as a member of the Executive Board persons who have not yet reached the statutory retirement age (currently: 67 years of age).

The Supervisory Board enters into executive board service contracts with the members of the Executive Board. When determining the total compensation for individual Executive Board members (salary, profit sharing, expense allowances, insurance premiums, commissions, incentive-based compensation commitments such as stock options, and fringe benefits of any kind), the Supervisory Board ensures that this is commensurate with the duties and performance of the Executive Board member as well as the company's financial situation, and does not exceed customary compensation without good cause. For listed companies, the compensation structure should be geared toward sustainable and long-term corporate development. As part of the ongoing development of the compensation system, variable compensation components should in the future be structured in such a way that they are based on a multi-year assessment period. In the event of extraordinary developments, the Supervisory Board should agree on a cap.

In accordance with statutory provisions, the system for the remuneration of Management Board members, adopted pursuant to Section 87a of the German Stock Corporation Act (AktG), was presented to the Annual General Meeting in 2025.

Pursuant to Section 120a(4) of the German Stock Corporation Act (AktG), the Annual General Meeting of the listed company also resolves on the approval of the remuneration report prepared and audited in accordance with Section 162 AktG for the past fiscal year, unless a resolution may be waived pursuant to Section 120a(5) AktG. The company's Annual General Meeting in 2025 passed a corresponding resolution. The remuneration report and the auditor's report on the audit of the remuneration report must be made publicly available free of charge on the company's website for a period of ten years starting from the date specified in Section 162(4) of the German Stock Corporation Act (AktG).

The remuneration report for the past fiscal year, the auditor's report pursuant to Section 162 of the German Stock Corporation Act (AktG), and the applicable remuneration system pursuant to Section 87a of the German Stock Corporation Act (AktG) are made available on the company's website <https://www.biofrontera.com/de/investoren/corporate-governance>. The other aforementioned documents regarding remuneration that are subject to disclosure are also available there.

Further details on the Executive Board's working procedures are set forth in the Rules of Procedure for the Executive Board, which is publicly available at <https://www.biofrontera.com/de/investoren/corporate-governance>.

## **Supervisory Board**

The Supervisory Board appoints the members of the Executive Board, advises the Executive Board on the management of the company, and oversees its operations. In accordance with Sections 95, 96(1), and 101(1) of the German Stock Corporation Act (AktG) in conjunction with the Articles of Association, the company's Supervisory Board consists of six members, all of whom are elected by the Annual General Meeting. The members of the Supervisory Board are elected for the period until the conclusion of the Annual General Meeting that decides on their

discharge for the fourth fiscal year following the start of their term of office, unless the Annual General Meeting specifies a shorter term of office at the time of election. The fiscal year in which their term of office begins is not included in this calculation. The Supervisory Board currently consists of six members, none of whom has previously served on the company's Executive Board.

The Supervisory Board elects a Chairman and at least one Vice Chairman. The Chairman of the Supervisory Board organizes the work of the board, convenes the meetings, and presides over them. He also serves as the point of contact for the Management Board, particularly regarding reports on important occasions. The Supervisory Board has adopted rules of procedure. The principles governing the Supervisory Board's cooperation are set forth in the Supervisory Board's rules of procedure. The Supervisory Board's rules of procedure are available to the public at <https://www.biofrontera.com/de/investoren/corporate-governance>

The Supervisory Board is involved in all decisions of fundamental importance to the company. The Supervisory Board may make certain transactions subject to its approval. Among the Supervisory Board's key responsibilities is also proposing candidates to the Annual General Meeting for election to the Supervisory Board and for the appointment of the auditor. The Management Board has no right of nomination in this regard. According to the Supervisory Board's rules of procedure, only persons who have not yet reached the statutory retirement age (currently 67 years of age) may be nominated for election as members of the Supervisory Board (**age limit**).

Pursuant to Section 87a of the German Stock Corporation Act (AktG), the Supervisory Board shall adopt a clear and comprehensible system for the remuneration of Management Board members. Pursuant to Section 120a of the German Stock Corporation Act (AktG), the Annual General Meeting of the listed company shall resolve on the approval of the remuneration system for Management Board members submitted by the Supervisory Board upon any material change to the remuneration system, but at least every four years. The resolution and the compensation system must be published immediately on the company's website and kept publicly accessible free of charge for the duration of the compensation system's validity, but for at least ten years.

Members of the Supervisory Board may be granted remuneration for their services. The remuneration may be specified in the Articles of Association or resolved by the Annual General Meeting. It shall be commensurate with the duties of the Supervisory Board members and the company's financial situation. Currently, the remuneration of Supervisory Board members is governed by the Articles of Association. For listed companies, pursuant to Section 113(3) of the German Stock Corporation Act (AktG), a resolution regarding the remuneration of Supervisory Board members must be adopted at least every four years. The 2022 Annual General Meeting adopted the current remuneration system for Supervisory Board members.

The current remuneration system for the Supervisory Board pursuant to Section 113 of the German Stock Corporation Act (AktG) is available on the company's website at <https://www.biofrontera.com/de/investoren/corporate-governance>.

### **Committees of the Supervisory Board**

In accordance with the provisions of its rules of procedure, the Supervisory Board currently has an Audit Committee and a Nomination and Remuneration Committee.

## Audit Committee

The Audit Committee is primarily responsible for overseeing the financial reporting process, the effectiveness of the internal control system, the risk management system, and the internal audit system, as well as the audit of the financial statements, particularly the selection and independence of the auditor and the additional services provided by the auditor. The Audit Committee may submit recommendations or proposals to ensure the integrity of the financial reporting process. For companies that are public-interest entities within the meaning of Section 316a, sentence 2 of the German Commercial Code, at least one member of the Supervisory Board must have expertise in the field of financial reporting and at least one other member of the Supervisory Board must have expertise in the field of financial statement audits; the members must be familiar with the sector in which the company operates.

The members of the Audit Committee in the reporting year were: Mr. Karlheinz Schmelig (Chairman), Dr. Helge Lubenow, and Mr. Hansjörg Plaggemars.

The Supervisory Board and its Audit Committee each include at least one member with expertise in the field of accounting (Karlheinz Schmelig) and at least two additional members with expertise in the field of auditing (Dr. Helge Lubenow and Mr. Plaggemars). According to the Code, the Chairman of the Audit Committee must be sufficiently knowledgeable and independent in at least one of these two areas. The Chairman of the Audit Committee, Karlheinz Schmelig, meets these requirements.

Further details regarding the members of the Supervisory Board and their affiliations, as required by Section 285 No. 10 of the German Commercial Code (HGB), can be found in the CVs of the Supervisory Board members on the Company's website <https://www.biofrontera.com/de/about-us/management-und-aufsichtsrat>.

## Nomination and Compensation Committee

The Nomination and Compensation Committee proposes suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting. In doing so, the Nomination Committee ensures a balance and diversity of knowledge, skills, and experience among all Supervisory Board members and prepares candidate profiles. In addition, the Nomination Committee is to make proposals to the Supervisory Board and report the results of a regular assessment of the knowledge, skills, and experience of both individual members and the Supervisory Board as a whole.

As of December 31, 2025, the Nomination and Compensation Committee consisted of the following members: Dr. Helge Lubenow (Chair), Dr. Heikki Lanckriet, and Alexander Link.

Further details regarding the members of the Supervisory Board and their memberships required to be disclosed pursuant to Section 285 No. 10 of the German Commercial Code (HGB) can be found in the Supervisory Board members' CVs on the company website <https://www.biofrontera.com/de/about-us/management-und-aufsichtsrat>.

## Litigation Committee regarding Deutsche Balaton AG v. Biofrontera AG

On December 13, 2021, Deutsche Balaton AG, Heidelberg, filed a declaratory action against Biofrontera AG with the Regional Court of Cologne, on which the Regional Court of Cologne

ruled in its judgment of December 9, 2022. The subject of the lawsuit was Deutsche Balaton AG's view—which the Regional Court of Cologne endorsed in its judgment—that the initial public offering (IPO) of Biofrontera Inc. and the capital measures required for this purpose required the approval of the general meeting of Biofrontera AG. The appeal filed against this by the former members of the Supervisory Board and Management Board with the Higher Regional Court of Cologne was successful. In its judgment of June 26, 2025, the Higher Regional Court of Cologne dismissed Deutsche Balaton AG's lawsuit in its entirety. The Higher Regional Court allowed an appeal to the Federal Court of Justice. Deutsche Balaton AG has filed an appeal with the Federal Court of Justice. A date for the oral hearing before the Federal Court of Justice has not yet been set. Mr. Alexander Link is a member of the Executive Board of Deutsche Balaton AG. In the 2025 fiscal year, Mr. Alexander Link was a member of the company's Supervisory Board. Upon learning of the lawsuit, the Supervisory Board decided to form a committee to address the matter. The lawsuit was directed against Biofrontera AG, represented by the Management Board and the Supervisory Board. Upon becoming aware of the lawsuit, the Supervisory Board resolved to form a committee due to a potential conflict of interest at the time involving Mr. Wilhelm K. T. Zours, who was then a member of the company's Supervisory Board.

As of December 31, 2025, the Litigation Committee consisted of the following members: Dr. Helge Lubenow (Chair), Mr. Karlheinz Schmelig, and Mr. Heikki Lanckriet.

The Supervisory Board may form additional committees as needed and assign tasks to them, to the extent permitted. Further details regarding the committees can be found in the Supervisory Board's report for the 2025 fiscal year (available at: <https://www.biofrontera.com/de/investors>) and in the Supervisory Board's Rules of Procedure (available at: <https://www.biofrontera.com/de/investors/corporate-governance>).

## **Implementation of the Goals for the Composition of the Supervisory Board and the Management Board (Diversity)**

### Objectives for the Composition of the Supervisory Board / Competency Profile

The Supervisory Board shall define specific objectives for its composition and develop a competency profile for the entire body. In doing so, the Supervisory Board shall ensure diversity. Proposals submitted by the Supervisory Board to the Annual General Meeting shall take these objectives into account while also aiming to fulfill the competency profile for the entire body. The status of implementation should be published in the Corporate Governance Statement. This statement should also provide information on how many independent shareholder representatives are represented on the Supervisory Board, to the extent that the shareholder representatives deem this appropriate, and list the names of these members. Diversity encompasses a range of aspects, including age, gender, origin, and educational or professional background.

The Supervisory Board agrees with the provisions of the Code that, in addition to a balanced set of professional qualifications, an appropriate level of international representation and an appropriate representation of women on the Supervisory Board should be achieved, always taking diversity into account. In this context, "diversity" refers to international background (not

nationality), education or professional activity, as well as gender and age diversity. However, no one is generally excluded as a candidate for the Supervisory Board or nominated for the Supervisory Board solely because they possess or lack a particular characteristic.

For companies within the meaning of Sections 316a(2) and 264d of the German Commercial Code (HGB), including Biofrontera AG, at least one member of the Supervisory Board must possess expertise in the field of accounting and at least one additional member of the Supervisory Board must possess expertise in the field of financial statement auditing (financial expert), in accordance with the requirements of Section 100(5) of the German Stock Corporation Act (AktG). In April 2022, the Supervisory Board established the following goals for its composition (“Diversity Goals”):

- Experience and knowledge as a member of the Supervisory Board in the appointment, advising, and oversight of members of the Management Board
- Experience and skills in building and strategically aligning successful companies
- Contribution to upholding the principles of the honorable businessman within the company and its governing bodies
- Knowledge and experience in financing, research, and/or sales within the pharmaceutical industry
- Independence of at least half of the Supervisory Board members in accordance with the German Corporate Governance Code
- Presence of at least one member of the Supervisory Board with expertise in the field of accounting
- Presence of at least one additional member of the Supervisory Board with expertise in the field of financial statement auditing
- Availability and commitment
- Compliance with the age limit specified in the Supervisory Board’s rules of procedure
- The Supervisory Board includes one woman until December 31, 2026

The competency profile thus encompasses knowledge of the industry and markets, an understanding of the business model, and fundamental knowledge of the (legal) framework, basic knowledge in the area of compliance, finance and accounting, as well as, of course, the ability to understand and critically evaluate reports and proposals from the Executive Board and draw one’s own conclusions, including the ability to assess the propriety, efficiency, appropriateness, and legality of the business decisions under review or to verify their plausibility. Each Supervisory Board member must also meet certain minimum personal requirements that are essential for the efficient work of the Supervisory Board, such as availability, integrity, discretion, the ability to engage in discussion, and the ability to interact and work in a team.

## Assessment of current goal achievement and completion of the competency profile

	Alexander Link	Hansjörg Plaggemars	Dr. Heikki Lanckriet	Tobias Reich	Dr. Helge Lubenow	Karlheinz Schmelig	
Duration of membership	Member since	August 28, 2024	August 28, 2024	December 14, 2021	August 28, 2024	December 14, 2021	December 14, 2021
Personal suitability	Independence	√	√	√	√	√	√
	None Overboarding	√	√	√	√	√	√
Diversity	Year of Birth	1971	1970	1977	1975	1968	1965
	Gender	Male	Male	Male	Male	Female	Male
	Nationality	German	USA	Belgium	German	German	German
International experience	Europe	√	√	√	√	√	√
	North America	√	√	–	–	–	√
	China	√	√	√	–	√	–
	Asia/Pacific	√	√	√	√	√	√
Professional suitability	Experience as Manager	√	√	√	√	√	√
	Technology	√	√	√	√	√	√
	Sustainability	√	√	√	√	√	√
	Conversion	–	√	√	√	√	√
	Procurement/ Production/Sales/F						
	CE	√	√	√	–	√	√
	Finances	√	√	√	√	√	√
	Risk management	√	√	√	√	√	√
	Law/Compliance	√	√	√	–	√	√
	Business segment/knowledge of the area	√	√	√	√	√	√

*Criterion met, based on the Supervisory Board's self-assessment. One point indicates at least "good knowledge" and thus the ability to apply existing qualifications, knowledge, and experience gained in the course of their respective duties as Supervisory Board members (e.g., long-term service on the Audit Committee), or through continuing education regularly attended by all Supervisory Board members.*

From the Supervisory Board's perspective, the overall status of implementation with regard to these objectives can be assessed positively for the members currently serving on the Supervisory Board.

- Dr. Heikki Lanckriet is CEO of 4basebio PLC, Cambridge, UK. He holds a bachelor's and master's degree in biochemical engineering from Ghent University (Belgium) and a Ph.D. in biochemical engineering from the University of Cambridge (UK). He has been a member of the Supervisory Board since December 2021.

- Dr. Helge Lubenow, Deputy Chair of the Supervisory Board since August 2024, is CEO of Heidelberg Epignostix GmbH, Heidelberg, and owner of her consulting firm AGOS Consulting. From 2020 to 2023, she was Managing Director of Proteomedix AG, Zurich, Switzerland. She studied biology at Justus Liebig University in Giessen and genetics at the University of Cologne. She has been a member of the Supervisory Board since December 2021.
- Mr. Karlheinz Schmelig is Managing Director of Creathor Venture Management GmbH, Bad Homburg. He studied business administration at the Mannheim Cooperative State University and earned an MBA from the Kelley School of Business at Indiana University, USA. He has been a member of the Supervisory Board since December 2021.
- Alexander Link, Chairman of the Supervisory Board, has many years of experience in the banking industry and in management consulting. He has successfully established, managed, and restructured units in Germany, Europe, and Asia. Mr. Link has particular expertise in the areas of finance/controlling, risk management, restructuring, portfolio/investment management, and transformation projects, as well as in M&A. He is Chairman of the Supervisory Board and has been a member of the Supervisory Board since August 2024.
- Hansjörg Plaggemars has more than 20 years of management experience in finance at various European companies. He began his career at KPMG Corporate Finance and has worked for over 14 years as a CFO in various industries, including software, retail, the prefabricated housing industry, and e-commerce. Hansjörg Plaggemars holds a degree in business administration from the University of Bamberg. He has been a member of the Supervisory Board since August 2024.
- After completing his studies and working in investment banking, Tobias Reich held various positions in the private equity sector at One Equity Partners and Cornerstone Capital. Mr. Reich has many years of experience in private equity across a broad spectrum of industries, such as medical technology, technology, and the chemical industry. In addition, through various advisory board and supervisory board roles, he has extensive experience in corporate governance, strategy, and M&A. He has been a member of the Supervisory Board since August 2024.

For further information regarding the qualifications of the aforementioned members, please refer to the details available at [www.biofrontera.com/de/about-us/management-und-aufsichtsrat](http://www.biofrontera.com/de/about-us/management-und-aufsichtsrat), including the resumes provided there.

As already explained in the section on the Supervisory Board committees, all targeted key relevant professional competencies are represented on the Supervisory Board, particularly with regard to industry-specific requirements and other professional areas (financial expert). All Supervisory Board members have sufficient time to perform their duties.

### Independence

According to the Code (Recommendation C.6 et seq.), the Supervisory Board should include an appropriate number of independent members on the shareholder side, taking into account the ownership structure.

The Code defines two aspects of independence: Accordingly, a Supervisory Board member is considered independent if they

- are independent of the company and its Management Board and
- are independent of a controlling shareholder.

In the Supervisory Board's view, all members are currently to be regarded as independent of the company and the Management Board. Three members of the Supervisory Board maintain an (indirect) business relationship with a controlling shareholder of the company. The Supervisory Board thus comprises what it considers to be an appropriate number of independent members.

#### Self-Assessment of the Supervisory Board and Its Committees

Given the company's size, manageable business structure, and clear distribution of responsibilities within the organization, there is currently no need for a separate internal audit function. The existing internal control and risk management systems are deemed sufficient. Regular reviews are conducted as part of external audits and through the existing risk management framework.

#### Succession Planning

Against the backdrop of the professional and personal requirements for members of the company's Executive Board, the Supervisory Board regularly discusses—including with the current Executive Board—which individuals (including current Executive Board members) might be considered for appointment to future terms of office. In doing so, the personal and professional development of executives within the Group is also taken into account.

As part of long-term succession planning for the Executive Board, the Supervisory Board regularly discusses with the Executive Board the need to expand or restructure the Executive Board; in doing so, particular attention is also paid to the second management level of the company to be established below the existing first management level below the Executive Board. If necessary, the Supervisory Board also engages external consultants in the search for suitable candidates.

The objective of the Executive Board's composition is to entrust the management of the company to individuals who meet the necessary professional and personal requirements, within the framework of collegial cooperation while ensuring the efficient use of human resources. In the present case, it must also be taken into account that Biofrontera AG, as a holding company, has the task of managing its subsidiaries but does not itself conduct any operational business. At the Executive Board level as well, economic expertise and business and industry-specific knowledge—including knowledge of the regulatory framework for the development, approval, and distribution of pharmaceuticals—are required. Furthermore, given the Biofrontera Group's business focus, a high degree of international experience is desirable.

#### **Report on Equal Participation of Women and Men; Gender Quota**

##### Proportion of Women in the Two Management Levels Below the Executive Board

Pursuant to Section 76(4) of the German Stock Corporation Act (AktG), the Executive Board of a publicly traded company must set targets for the proportion of women in the two management levels below the Executive Board. At Biofrontera AG, there are currently not two management levels below the Executive Board within the meaning of Section 76(4) of the German Stock Corporation Act (AktG), but only one. Due to the absence of two management levels below the Executive Board, the targets for the proportion of women pursuant to Section 76(4) of the German Stock Corporation Act (AktG) were set in April 2022 only for the one existing management level below the Executive Board. The proportion of women in this first and only management level below the Executive Board stood at approximately 45% as of December 31, 2025. The target for the proportion of women in the existing management level below the Executive Board was set at 30% in April 2022. A higher target was not set, as even a minor expansion of the existing first management level below the Executive Board could otherwise lead to a failure to meet the target. The deadline for achieving the target was set for December 31, 2026. At the time this report was prepared, the target had been met.

#### Executive Board

The target for the proportion of women on the Executive Board, which applied to the 2025 fiscal year, was set at 0% in April 2022, provided there is one member. If the Executive Board consists of only one person, no higher quota was set, as otherwise a woman would have to be appointed as the sole member of the Executive Board. However, such an approach would not be in the Company's interest, as with only one member of the Executive Board, representation of different genders is simply not possible. The deadline for achieving the target was set for December 31, 2026. By resolution dated April 17, 2026, the deadline for achieving the target was extended to December 31, 2029.

The target was consistently met during the past fiscal year. Ms. Pilar de la Huerta has been the sole member of the Executive Board since September 2024.

#### Supervisory Board

In April 2022, the Supervisory Board set the target for the proportion of women on the Supervisory Board at one-third, i.e., two of the current total of six seats. The deadline for achieving this target was set for December 31, 2026. This quota was not met during the reporting period. By resolution dated April 17, 2026, the deadline for achieving the target was extended to December 31, 2031.