

Biofrontera AG · Hemmelrather Weg 201 · 51377 Leverkusen · Germany

The Bank of New York Mellon  
Depository Receipts  
240 Greenwich Street  
New York, New York 10286

Friday, February 19<sup>th</sup>, 2021

**Concern: Instruction certification on deposit rights sale Biofrontera 2021**

Ladies and Gentlemen:

We refer to the Deposit Agreement, dated as of February 13, 2018 (the "Deposit Agreement"), among Biofrontera AG (the "Company"), The Bank of New York Mellon, as Depository, and Owners and Holders of American Depository Shares (the "ADSs") issued thereunder. Capitalized terms used but not defined in this letter that are defined in the Deposit Agreement shall have the meanings given them in the Deposit Agreement.

The Company hereby notifies the Depository that it is conducting a rights offering to subscribe for Shares in a transaction outside the United States in reliance on Regulation S under the Securities Act of 1933 (the "Rights Offer"). The Company intends to offer Shares not subscribed in the Rights Offer in a public offering to be underwritten by The Benchmark Company LLC.

To help prevent deposits under the Deposit Agreement of Shares that may be Restricted Securities, the Company hereby requests the Depository to require certifications in the form of Annex A to this letter as a condition of accepting deposits of Shares under the Deposit Agreement until March 3rd, 2021, which is 40 days after the date of the Rights Offer.

For purposes of Section 5.8 of the Deposit Agreement, the Company will treat all actions taken by the Depository pursuant to this instruction letter as acts performed or omitted in accordance with the terms of the Deposit Agreement.

Very truly yours,

BIOFRONTERA AG

By:  

Name: Hermann Lübbert  
Title: CEO

Thomas Schaffer  
CFO

**Certification of Person Acquiring American Depositary Shares upon Deposit of Shares  
Pursuant to Section 2.02 of the Deposit Agreement**

We refer to the Deposit Agreement dated as of February 13, 2018 (the "Deposit Agreement") among Biofrontera AG (the "Company"), The Bank of New York Mellon, as depositary, and all Owners and Holders of American Depositary Shares ("ADSs") issued thereunder.

This certification is furnished in connection with a deposit of ordinary shares of the Company (the "Shares") and issuance of ADSs pursuant to the Deposit Agreement.

We/I certify that either [check one paragraph that applies]:

*[May be used for 40 days after closing of the Rights Offer referred to below]* We are/I am, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, and (i) none of the Shares to be deposited were purchased by us/me in the Company's unregistered rights offering of ordinary shares that closed on \_\_\_\_\_, 2021 (the "**Rights Offer**"), (ii) the Shares to be deposited are not otherwise "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933, as amended, and (iii) we/I have not borrowed Shares to be deposited with the intention of replacing them with Shares purchased in the Rights Offering; or

*[May be used for 40 days after closing of the Rights Offer referred to below]* We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, and (i) none of the Shares to be deposited were purchased by our customer in the Company's unregistered rights offering of ordinary shares that closed on \_\_\_\_\_, 2021 (the "**Rights Offer**"), (ii) the Shares to be deposited are not otherwise "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933, as amended; and (iii) our customer has not borrowed Shares to be deposited with the intention of replacing them with Shares purchased in the Rights Offering.

Very truly yours,

[NAME OF CERTIFYING ENTITY/PERSON]

By: \_\_\_\_\_

Name:

Title:

Dated: \_\_\_\_\_

**Amount of ADSs Issued:**

**DTC Participant #:**

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