

Convenience Translation

(The text decisive for the invitation to the Annual General Meeting (AGM) of Heidelberg Pharma AG is the one written in German language.)

Heidelberg Pharma AG
Ladenburg, Germany
German Securities Identification Number: A11QVV
ISIN: DE000A11QVV0

Unique identifier of the event: HPHA052023HV

Invitation to the virtual Annual General Meeting of Heidelberg Pharma AG

We hereby cordially invite our shareholders to the virtual Annual General Meeting of Heidelberg Pharma AG, Ladenburg, Germany, which will take place on Thursday, 25 May 2023 at 11:00 am (CEST) and on the basis of Section 26n (1) of the Introductory Act to the German Stock Corporation Act (EgAktG) with the approval of the Supervisory Board as a virtual Annual General Meeting pursuant to Section 118a of the German Stock Corporation Act (AktG) without the physical presence of the shareholders or their authorized representatives, with the exception of the proxies appointed by the Company.

The venue of the meeting as defined by German Stock Corporation Act is the Company's registered office at Gregor-Mendel-Str. 22, 68526 Ladenburg, Germany. The shareholders and their authorized representatives (with the exception of the Company's proxies) will have neither the right nor the option to be physically present at the meeting venue. An audio and video broadcast of the entire Annual General Meeting will be available on the Internet for duly registered shareholders or their authorized representatives via the Company's website at <https://heidelberg-pharma.com/en/agm> password-protected Internet service. Shareholders – or their authorized representatives – will exercise their right to vote exclusively by means of electronic communication, namely by electronic postal vote or by authorizing and instructing the proxies appointed by the Company. For further details, please refer to the additional information and notes at the end of the invitation following the agenda.

Agenda

- 1. Presentation of the adopted annual financial statements of Heidelberg Pharma AG and the approved consolidated financial statements and the combined management report for Heidelberg Pharma AG and the Heidelberg Pharma Group, including the explanatory report of the Executive Management Board regarding the disclosures pursuant to Section 289 and Section 315a of the German Commercial Code (Handelsgesetzbuch, HGB) as well as the report of the Supervisory Board – in each case for the 2021/2022 fiscal year ended 30 November 2022**

The documents mentioned in agenda item 1 are available on the Internet at <https://heidelberg-pharma.com/en/agm>. The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Management Board. Hence there is no need for the Annual General Meeting to adopt a resolution on this agenda item.

- 2. Resolution on the formal approval of the actions of the members of the Executive Management Board**

The Supervisory Board and the Executive Management Board propose formally approving the actions of the members of the Executive Management Board during the 2021/2022 fiscal year ended 30 November 2022.

- 3. Resolution on the formal approval of the actions of the members of the Supervisory Board**

The Executive Management Board and the Supervisory Board propose formally approving the actions of the members of the Supervisory Board during the 2021/2022 fiscal year ended 30 November 2022.

- 4. Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2022/2023 fiscal year**

Following the recommendation of the Supervisory Board's Audit Committee, the Supervisory Board proposes adopting the following resolution:

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt, Germany, is elected to serve as the auditor of the annual financial statements and the consolidated financial statements for the 2022/2023 fiscal year ending 30 November 2023.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause limiting the selection options within the

meaning of Art. 16 (6) of the EU Statutory Audit Regulation has been imposed on it (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014).

5. Election to the Supervisory Board

The Company's Supervisory Board is constituted in accordance with Section 95 and Section 96 (1) AktG as well as Article 10 (1) of the Company's Articles of Association and currently has seven members. Given that the Company is not subject to co-determination laws, its Supervisory Board comprises solely shareholder representatives. Unless the Annual General Meeting resolves otherwise, the members of the Supervisory Board are elected in accordance with Article 10 (2) of the Company's Articles of Association for a period ending at the close of the Annual General Meeting that resolves to formally approve the Supervisory Board members' actions for the fourth fiscal year following the commencement of their term of office. If a Supervisory Board member is elected to replace a member who retires prematurely, his term of office shall continue for the remainder of the term of office of the prematurely retiring member in accordance with Art. 10 par. 6 of the Company's Articles of Association. The fiscal year in which their term of office commences is not counted.

The Supervisory Board member elected by the Annual General Meeting on 28 June 2022, Dr. Xumin (Brady) Zhao, has resigned from his office as a member of the Supervisory Board with effect from 31 March 2023. A new member of the Supervisory Board is therefore to be elected.

The Supervisory Board now proposes that Dr. Yan Xia be elected as a member of the Supervisory Board. The appointment of Dr. Yan Xia is for the period until the end of the Annual General Meeting which resolves on the ratification of actions for the first fiscal year after the start of the term of office (i.e. presumably the Annual General Meeting in 2025). The fiscal year in which the term of office begins is not included.

Personal data:

Dr. Yan Xia, Occupation: Director of ADC Research Department at Huadong Medicine Co., Ltd, Hangzhou, China

Residence: Hangzhou, China

Mandates:

Dr. Xia is not a member of any other statutory supervisory board of any other company or a member of a comparable domestic or foreign supervisory body of a business enterprise.

Further information on the proposed candidate is available on the Internet at <https://heidelberg-pharma.com/en/agm> available for viewing.

In accordance with the German Corporate Governance Code, the proposed candidate will ensure that he or she has sufficient time to perform his or her duties; in addition, the Supervisory Board has satisfied itself that the proposed candidate can devote the expected amount of time.

In the Supervisory Board's estimation, the candidate does not have any personal or business relations with Heidelberg Pharma AG or its Group companies or the executive bodies of Heidelberg Pharma AG that are required to be disclosed under the German Corporate Governance Code. The candidate is employed by Huadong Medicine Co., Ltd., Hangzhou, China (SZ 000963; Huadong), which holds 35% of the shares in the Company.

The nomination takes account of the legal requirements and the objectives determined by the Supervisory Board regarding its composition and seeks to fulfill the profile of skills developed by the Supervisory Board for the entire Board. In particular, the Supervisory Board will continue to be made up at least 50% of members who are independent of the Company within the meaning of the German Corporate Governance Code.

The candidate proposed for election is familiar with the sector in which the Company operates.

The Supervisory Board member Dr. Georg F. Baur has expertise in the field of auditing. The Supervisory Board member Dr. Mathias Hothum has expertise in the field of accounting.

6. Resolution on amendments to the Articles of Association with regard to the authorization to hold a virtual Annual General Meeting and with regard to the virtual participation of Supervisory Board members in an Annual General Meeting

Section 118a of the German Stock Corporation Act (AktG), newly introduced by the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Other Provisions of 20 July 2022 (Federal Law Gazette of 26 July 2022, page 1166 et seq.), makes it possible to provide in the Articles of Association for the General Meeting to be held without the physical presence of the shareholders or their representatives at the location of the General Meeting (so-called virtual General Meeting). The Articles of Association may also authorize the Executive Board to provide for the holding of a virtual Annual General Meeting. A corresponding provision in the Articles of Association must be limited in time, with a maximum period of five years from entry of the corresponding amendment to the Articles of Association in the Company's commercial register. In the view of the Executive Board and the Supervisory Board, the virtual Annual General Meeting format as such has proved its worth over the past three years. Thus, at least the possibility of holding Annual General Meetings virtually in the future should be

retained. Such an authorization of the Executive Board should therefore be resolved, whereby use should not be made of the maximum possible term of five years provided for in the law. Instead, initially only an authorization to hold a virtual Annual General Meetings is to be resolved for a period of two years after registration of the amendment to the Articles of Association. For future Annual General Meetings, it is to be decided separately in each case, taking into account the circumstances of the individual case, whether to make use of the authorization and hold an Annual General Meeting as a virtual Annual General Meeting. The Executive Board will make its decisions taking into account the interests of the Company and its shareholders and in particular the protection of shareholders' rights as well as aspects of health protection for those involved, effort and costs, and sustainability considerations. In doing so, it will also take into account the fact that there may be Annual General Meetings with agenda items for which the personal presence of shareholders and their representatives may be more suitable than a virtual format. If the Executive Board decides to hold a virtual shareholders' meeting and also makes use of the option of shifting part of the right to ask questions to the run-up to the meeting, it will ensure, within the framework of the statutory requirements, that the right to ask questions is not unreasonably restricted either in the run-up to the meeting or at the shareholders' meeting.

Apart from this, pursuant to Article 14 (5) of the Articles of Association of the Company, members of the Supervisory Board who (i) are prevented from attending the Annual General Meeting in person for good cause or (ii) are unable to travel to and from the location of the Annual General Meeting on the same day may participate in the Annual General Meeting by means of video and audio transmission. This option is to be extended to include the holding of a virtual Annual General Meeting.

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

a) Authorization to hold a virtual shareholders' meeting

The following new paragraph 7 shall be added to Article 15 of the Articles of Association of the Company:

"(7) The Executive Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their representatives at the location of the Annual General Meeting (virtual Annual General Meeting) (Authorization 2023). The authorization shall apply to the holding of virtual Annual General Meetings in a period of two years after entry of this provision of the Articles of Association in the commercial register of the Company."

- b) Virtual participation of Supervisory Board members in an Annual General Meeting

Article 14 (5) of the Articles of Association of the Company shall be supplemented by a sentence 3 and reworded as follows:

"(5) The members of the Executive Board and the Supervisory Board shall attend the Annual General Meeting in person. Supervisory Board members who are prevented from attending in person for good cause or who are unable to travel to and from the venue of the Annual General Meeting on the same day may also participate by means of video and audio transmission. Members of the Supervisory Board are also permitted to participate in the Annual General Meeting by means of video and audio transmission if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of shareholders or their representatives at the location of the Annual General Meeting."

7. Further amendment to the Articles of Association with regard to the quorum of the Supervisory Board

Article 11 (5) sentence 1 of the Company's Articles of Association provides that the Supervisory Board constitutes a quorum if three of its members participate in the adoption of the resolution. Against the background that the Supervisory Board of the Company consists of seven members, the Executive Board and the Supervisory Board believe that the Articles of Association should be amended to require the participation of four members of the Supervisory Board.

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

Article 11 (5) sentence 1 of the Articles of Association of the Company shall be reworded as follows:

"(5) The Supervisory Board shall constitute a quorum if four of its members participate in the adoption of the resolution."

8. Resolution on the authorization to grant subscription rights (stock options) to members of the Management Board of the Company and employees of the Company or affiliated companies (Heidelberg Pharma Stock Option Plan 2023), on the reduction of Conditional Capital 2017/I, on the reduction of Conditional Capital 2018/I, on the creation of Conditional Capital 2023/I to service the Heidelberg Pharma Stock Option Plan 2023, and on corresponding amendments to the Articles of Association

Motivated employees are one of the essential prerequisites for the success of a company. Stock options (subscription rights to shares) can create such motivation for the employees of our Company. They receive an incentive to increase the share price of the Company - and thus the value of the Company. It also enables us to offer our employees attractive framework conditions. A medium- to long-term compensation component, such as that represented by the granting of stock options, therefore serves both to recruit employees willing to perform and to retain them in the Company.

In addition, the German Stock Corporation Act (AktG) requires the compensation structure of Executive Board members of listed companies to be aligned with the sustainable development of the Company. In this context, the granting of stock options is regarded as a sensible component of compensation.

The Management Board and the Supervisory Board therefore consider it necessary to supplement the remuneration of the members of the Management Board and the employees of the Company or its affiliated companies by issuing stock options. For this reason, a new stock option plan, the "Heidelberg Pharma Stock Option Plan 2023," is to be introduced, for which, among other things, a corresponding new Conditional Capital must be created. This means that members of the Management Board and employees of the Company and its affiliated companies will continue to have the opportunity to acquire stock options. This is not only in the interest of the beneficiaries, but also - as mentioned above - in the interest of the shareholders and the Company.

The Company had already passed resolutions on the issue of stock options in the past, including on 26 June 2018. The Conditional Capital 2018/I created to service these earlier stock options is no longer required in full because some of the stock options issued can no longer be exercised. It is therefore to be reduced to the amount still required to service issued stock options that have not yet expired.

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

1. Partial cancellation of Conditional Capital 2017/I and corresponding amendment to the Articles of Association
 - a) The Conditional Capital 2017/I in the current amount of EUR 661,200 shall be reduced to EUR 608,025 so that only up to 608,025 new no-par value bearer shares may be issued.
 - b) Article 5 (7) sentence 1 of the Articles of Association shall be reworded as follows:

"The share capital of the Company is conditionally increased by up to EUR 608,025 by issuing up to 608,025 no-par value bearer shares (Conditional Capital 2017/I)."
2. Partial cancellation of Conditional Capital 2018/I and corresponding amendment to the Articles of Association
 - a) The Conditional Capital 2018/I in the current amount of EUR 1,490,622 is reduced to EUR 1,063,213 so that only up to 1,063,213 new no-par value bearer shares can be issued.
 - b) Article 5 (9) sentence 1 of the Articles of Association shall be reworded as follows:

"The share capital of the Company is conditionally increased by up to EUR 1,063,213 by issuing up to 1,063,213 no-par value bearer shares (Conditional Capital 2018/I)."
3. Authorization to grant stock options

The Management Board is authorized, with the consent of the Supervisory Board, to issue up to 2,621,035 subscription rights ("**stock options**"), which entitle the holder to subscribe to up to 2,621,035 no-par value bearer shares of the Company with a notional interest in the share capital of EUR 1.00 each ("**Heidelberg Pharma shares**"), in accordance with the following provisions ("**Heidelberg Pharma Stock Option Plan 2023**") until 24 May 2028 (inclusive). To the extent that stock options are issued to members of the Company's Management Board, this authorization applies solely to the Supervisory Board. There is no subscription right for shareholders.

The following applies to the issue of stock options and their exercise under the Heidelberg Pharma Stock Option Plan 2023:

a) Group of beneficiaries/allocation of subscription rights

Stock options may be issued to members of the Executive Board of the Company, to employees of the Company and to employees of affiliated domestic and foreign companies. The exact group of beneficiaries and the number of stock options to be granted to them in each case shall be determined by the Executive Board of the Company with the approval of the Supervisory Board. Insofar as members of the Executive Board of the Company are to receive stock options, this determination and the decision on the issue of the stock options shall be the exclusive responsibility of the Supervisory Board of the Company, taking into account the appropriateness requirements of Section 87 AktG.

The total volume of stock options under the Heidelberg Pharma Stock Option Plan 2023 is distributed among the eligible groups of persons as follows:

- Members of the Company's Executive Board receive a maximum total of up to 786,311 stock options (approx. 30%);
- Employees of the Company receive a maximum total of up to 798,284 stock options (approx. 30%);
- Employees of affiliated domestic and foreign companies receive a maximum total of up to 1,036,440 stock options (approx. 40%).

The entitlement to subscribe in one group of persons excludes the entitlement to subscribe in another group of persons, whereby the allocation to a group of persons is made in accordance with the aforementioned order when the respective stock options are issued. At the time the options are granted, the entitled persons must be in a non-terminated employment or service relationship with the Company or an affiliated domestic or foreign company.

To the extent that stock options no longer grant subscription rights due to the departure of beneficiaries from the Company or affiliated domestic or foreign companies of the Company within the authorization period, a corresponding number of stock options may be reissued.

b) Issue of the stock options

From the time of entry of the Conditional Capital 2023/I resolved to secure the Heidelberg Pharma Stock Option Plan 2023 in the Commercial Register until 24 May 2028 (inclusive), stock options may be issued to the beneficiaries within the acquisition periods pursuant to lit. c).

The stock options may be issued annually in single or multiple tranches. In order to simplify the calculation and administration of the stock options, the Management Board may, with the consent of the Supervisory Board, or - if the beneficiaries are members of the Management Board - the Supervisory Board may, in the terms and conditions of the Heidelberg Pharma Stock Option Plan 2023, uniformly determine one day of each acquisition period as the issue date ("**issue date**").

c) Acquisition periods

Stock options can be issued to the entitled persons

- in the twenty stock exchange trading days following the day on which the annual or half-year results are announced;
- in the twenty stock market trading days following the day on which an interim announcement is made;
- in the twenty stock market trading days following the date of the Annual General Meeting;
- in the twenty stock market trading days following the day of an extraordinary General Meeting.

In addition, the restrictions resulting from general legal provisions (e.g. Market Abuse Regulation (EU) No. 596/2014) must be observed which could prevent the issue of stock options in individual cases. To the extent that general legal provisions, it is not possible to issue stock options within an acquisition period is not possible due to general legal provisions, it may be determined in accordance with lit. period does not end until ten stock exchange trading days after the restriction ceases to apply.

Stock exchange trading days within the meaning of the Heidelberg Pharma Stock Option Plan 2023 are the days on which Heidelberg Pharma shares are traded on the Frankfurt Stock Exchange. If Heidelberg Pharma shares are no longer traded on the Frankfurt Stock Exchange, the Management Board, with the approval of the Supervisory Board, or - insofar as stock options of members of the Management Board are concerned - the Supervisory Board, shall be entitled to determine another comparable stock exchange on which Heidelberg Pharma shares are traded as a substitute.

d) Waiting period for first-time exercise, term and exercise periods

The stock options may be exercised for the first time after the expiry of a waiting period of four years from the respective issue date, whereby the statutory provision of Section 193 (2) no. 4 AktG must be observed. In total, the stock options each have a term of ten years from the issue date. The stock options expire without compensation upon expiry of the term.

After expiry of the vesting period, the stock options may only be exercised during the following periods ("**exercise periods**"):

- in the twenty stock market trading days following the date of the Annual General Meeting;
- in the twenty stock exchange trading days following the day of an extraordinary General Meeting;
- in the twenty stock exchange trading days following the day on which the annual or half-year results are announced;
- in the twenty stock exchange trading days following the day on which an interim announcement is made.

In addition, the restrictions resulting from general legal provisions (e.g. Market Abuse Regulation (EU) No. 596/2014) which could prevent the exercise of stock options in individual cases must be observed. Insofar as, on the basis of general exercise within an exercise period is not possible due to general statutory period is not possible due to general legal provisions, it may be determined in accordance with lit. k) that the period shall not end until ten stock exchange trading days after the days after the restriction ceases to apply.

e) Exercise price

The price to be paid upon exercise of the respective stock option ("**exercise price**") corresponds to the Heidelberg Pharma share price as defined in the following paragraph during the last 10 stock exchange trading days prior to the respective issue date. However, the exercise price shall correspond at least to the pro rata amount of the Company's share capital attributable to one Heidelberg Pharma share (Section 9 (1) AktG).

The Heidelberg Pharma share price within the meaning of the Heidelberg Pharma Stock Option Plan 2023 shall be the volume-weighted average closing auction price of the Heidelberg Pharma share in Xetra trading at Deutsche Börse AG in Frankfurt am Main; the weighting shall be based on the total trading volume in Xetra trading on the respective trading days. If the Heidelberg Pharma share is no longer traded in Xetra trading, if no closing price is determined in Xetra trading, or if Xetra trading is discontinued, the Management Board, with the approval of the Supervisory Board, or - insofar as stock options of members of the Management Board are concerned - the Supervisory Board shall be entitled to determine another, comparable successor system on which the Heidelberg Pharma share is traded or a comparable price determination as a substitute.

f) General exercise requirements (vesting)

Each holder of a stock option may only exercise those stock options that have already vested. For each commenced quarter of a financial year of the Company in which a non-terminated employment or service relationship with the Company or its affiliated companies exists as of the issue date, 1/16 of the stock options granted to the beneficiary on this issue date shall vest. In special cases, deviating provisions may be made in accordance with lit. k) may be determined differently for special cases.

g) Success target as a special exercise requirement

The stock options may only be exercised if the following two conditions (collectively referred to as the "**performance target**") are met in each case:

The Heidelberg Pharma share price exceeds the exercise price by at least 20% during the last 10 trading days prior to the start of the respective exercise period ("**comparison price**").

The settlement price exceeds the exercise price at least in the ratio in which the TecDAX (price index) exceeds the TecDAX (price index) on the issue date on the last trading day before the respective exercise period.

Should the TecDAX (price index) no longer be calculated, the Executive Board, with the approval of the Supervisory Board, or - insofar as stock options held by members of the Executive Board are concerned - the Supervisory Board, shall be entitled to determine another, comparable stock index as a substitute.

The 2nd paragraph of lit. e) applies accordingly.

h) Limitation option (Cap)

Insofar as stock options granted to members of the Management Board are concerned, the Supervisory Board shall provide for a possibility of limitation (cap) for extraordinary developments in the terms and conditions of the Heidelberg Pharma Stock Option Plan 2023. The same can also be determined for stock options granted to employees of the Company and employees of affiliated domestic and foreign companies.

i) Fulfillment of the stock option

Each stock option exercised in accordance with the terms and conditions of the Heidelberg Pharma Stock Option Plan 2023 entitles the holder to subscribe once for one Heidelberg Pharma share against payment of the exercise price on the basis of the Conditional Capital 2023/I to be created for this purpose. The new Heidelberg Pharma shares will participate in profits from the beginning of the financial year for which no resolution on the appropriation of profits exists at the time of their issue.

Prior to an exercise period, the Management Board may, with the consent of the Supervisory Board, or - insofar as stock options of members of the Management Board are concerned - the Supervisory Board, determine that instead of a delivery and creation of new Heidelberg Pharma shares based on the Conditional Capital 2023/I with debt-discharging effect, either a corresponding number of Heidelberg Pharma shares held by the Company as treasury shares shall be delivered or a corresponding cash payment shall be made (together "**Alternative Settlement**"). The alternative fulfillment may be determined generally, for several exercise periods, or in individual cases; the holders of the stock options shall be informed of this determination in a timely manner.

If the alternative settlement is made by cash payment, this corresponds to the difference between the exercise price and the settlement price.

The acquisition of treasury shares for alternative fulfillment must comply with the statutory requirements; an authorization pursuant to Section 71 (1) No. 8 AktG has not been granted by this resolution.

j) Adjustment for capital measures/dilution protection

If, during the term of stock options, the Company increases its share capital by issuing new shares or sells treasury shares or issues bonds with conversion and/or option rights or obligations while granting direct or indirect subscription rights to its shareholders, the terms and conditions for the Heidelberg Pharma Stock Option Plan 2023 may provide for the exercise price and thus also the performance target to be adjusted. The terms and conditions for the Heidelberg Pharma Stock Option Plan 2023 may also provide for an adjustment of the subscription rights in the event of a capital increase from company funds or a capital reduction, in the event of a new division of shares (stock split) or a consolidation of shares. Even in the event of an adjustment, the exercise price shall correspond at least to the proportionate amount of the Company's share capital attributable to one Heidelberg Pharma share (section 9 (1) AktG).

k) Regulation of further details

The further details of the Heidelberg Pharma Stock Option Plan 2023 shall be determined by the Management Board with the approval of the Supervisory Board or - insofar as stock options of members of the Management Board are concerned - by the Supervisory Board in the terms and conditions for the Heidelberg Pharma Stock Option Plan 2023. The further regulations include - insofar as this has not already been mentioned above - in particular:

- the procedure for issuing/granting and exercising the stock options;

- additional individualized performance targets;
- the determination of additional exercise periods in the event of a takeover of the Company or its affiliated companies, a restructuring of the Company or the Group, the conclusion of an intercompany agreement, and for comparable special cases;
- Special provisions regarding the general exercise requirements (incl. vesting) in the event of death, disability, retirement, retirement by mutual consent, termination and other special cases (including change of control at the company); also in the event that the qualification as an affiliated company is terminated by the company (e.g. through sale of the shareholding);
- Transferability, inheritability and securitization of stock options;
- the regulations on taxes and other charges.

Insofar as stock options are offered to employees of affiliated companies, the further details shall be determined by the Executive Board of the Company with the consent of the Supervisory Board in agreement with the respective bodies of the affiliated companies responsible for determining their compensation.

I) Duty of the Executive Board to report

The Management Board and the Supervisory Board shall report on the stock options granted and the utilization of stock options for each financial year in accordance with the applicable regulations in the notes to the annual financial statements, in the notes to the consolidated financial statements or in the annual report.

4. Creation of Conditional Capital 2023/I

The share capital of the Company is conditionally increased by up to EUR 2,621,035 by issuing up to 2,621,035 no-par value bearer shares (Conditional Capital 2023/I). The conditional capital increase serves exclusively to fulfill subscription rights granted on the basis of the authorization of the Annual General Meeting on 25 May 2023 in accordance with the resolution on agenda item 8. The conditional capital increase will only be implemented to the extent that the holders of the subscription rights issued under the Heidelberg Pharma Stock Option Plan 2023 exercise their right to subscribe for shares in the Company and the Company does not deliver treasury shares or grant a cash settlement to fulfill the stock options. The new shares will participate in profits from the beginning of the financial year for which no resolution on the appropriation of profits exists at the time of their issue.

5. Amendment to the Articles of Association regarding Conditional Capital 2023/I
Article 5 of the Articles of Association is supplemented by a new paragraph 11 with the following wording:

"(11) The share capital of the Company is conditionally increased by up to EUR 2,621,035 by issuing up to 2,621,035 no-par value bearer shares (Conditional Capital 2023/I). The conditional capital increase serves exclusively to fulfill subscription rights granted on the basis of the authorization of the Annual General Meeting on 25 May 2023 in accordance with the resolution on agenda item 8. The conditional capital increase will only be implemented to the extent that the holders of subscription rights issued under the Heidelberg Pharma Stock Option Plan 2023 exercise their right to subscribe for shares in the Company and the Company does not deliver treasury shares or grant a cash settlement to fulfill the subscription rights. The new shares will participate in profits from the beginning of the financial year for which no resolution on the appropriation of profits exists at the time of their issue.

The Supervisory Board is authorized to amend the wording of Article 5 (11) of the Articles of Association in line with the respective issue of subscription shares and to make all other related amendments to the Articles of Association that only affect the wording. The same shall apply in the event of non-utilization of the authorization to issue subscription rights after expiry of the authorization period and in the event of non-utilization of the conditional capital after expiry of the periods for exercising subscription rights."

9. Compensation Report

Pursuant to Section 162 (1) sentence 1 AktG, the Executive Board and Supervisory Board of the listed company shall prepare a clear and comprehensible report each year on the compensation granted and owed to each individual current or former member of the Executive Board and Supervisory Board in the past financial year. Pursuant to Section 120a (4) AktG, the Annual General Meeting of the listed company shall resolve on the approval of the compensation report.

The Management Board and the Supervisory Board therefore submit to the Annual General Meeting the remuneration report of Heidelberg Pharma AG for the financial year 2021/2022 as set out below, prepared in accordance with section 162 of the German Stock Corporation Act (AktG) and audited by the Company's auditor in accordance with section 162 (3) of the German Stock Corporation Act (AktG), together with the auditor's opinion, and propose that the remuneration report of Heidelberg Pharma AG for the financial year 2021/2022, prepared and audited in

accordance with section 162 of the German Stock Corporation Act (AktG), be approved.

The compensation report is printed after the agenda under "Annex to agenda item 9 - Compensation report for fiscal year 2021/2022" and will be available on our website at <https://heidelberg-pharma.com/en/agm> from the date of convening the Annual General Meeting. The compensation report will also be available there during the Annual General Meeting.

Annex to agenda item 9 - Compensation report for fiscal year 2021/2022

Remuneration report of Heidelberg Pharma AG

for the fiscal year from 1 December 2021 to 30 November 2022 (2022 fiscal year)
compared with the fiscal year from 1 December 2020 to 30 November 2021 (2021 fiscal
year)

This remuneration report details the remuneration granted and owed to individual members of the Executive Management Board and Supervisory Board of Heidelberg Pharma AG in the 2022 fiscal year. The remuneration report meets the regulatory requirements of Section 162 of the German Stock Corporation Act (AktG).

The remuneration report below summarizes the principles used to determine the total remuneration of the Executive Management Board of Heidelberg Pharma AG and explains the structure as well as the remuneration received by the Executive Management Board members. The principles and the amount of remuneration received by the members of the Supervisory Board are also described.

There were no changes to the composition of the Executive Management Board in the 2022 fiscal year. On 28 June 2022, Dr. Dongzhou Jeffery Liu and Dr. Brady Xumin Zhao were appointed to the Supervisory Board by the Annual General Meeting (initially subject to the completion of the capital increase by Huadong).

1. Remuneration for members of the Executive Management Board

1.1 Overview of the remuneration system for members of the Executive Management Board

Setting the remuneration of the members of the Heidelberg Pharma AG Executive Management Board falls under the purview of a plenary meeting of the Supervisory Board and is reviewed on a regular basis in compliance with the stipulations in Section 87 and 87a of the Stock Corporation Act as well as the recommendations of the German Corporate Governance Code. At the Annual General Meeting held on 28 June 2022, the Executive Management Board and the Supervisory Board presented in item no. 12 of the agenda the current remuneration system of the members of the Executive Management Board, which was approved in accordance with Section 120a (1) of the German Stock Corporation Act.

The remuneration system for the Executive Management Board is taken into account by the Company when concluding and extending directors' contracts. The Supervisory Board takes into account the following principles when designing the remuneration system and the amount and structure of the remuneration of the Executive Management Board:

- On the whole, the remuneration of the members of the Executive Management Board contributes significantly to achieving long-term corporate development and to furthering the Company's business strategy.
- The remuneration of the members of the Executive Management Board ensures that special accomplishments are rewarded appropriately, and that failure to meet targets results in a noticeable reduction in remuneration.
- Both the amount and the structure of the remuneration of the members of the Executive Management Board conform to industry standards and take into account the size, complexity and financial position of the Company.
- The remuneration takes into consideration the respective sphere of responsibility of each Executive Management Board member, the personal accomplishments of the individual members, and the achievements of the Executive Management Board as a whole.

1.2 Components of remuneration for members of the Executive Management Board

Remuneration for members of the Executive Management Board consists of non-performance-related and performance-related components. The non-performance-related components include the annual fixed salary as well as benefits such as company cars and a pension. The performance-related remuneration components comprise short-term variable remuneration (variable annual bonus) and long-term variable remuneration (stock options).

By combining non-performance-related and performance-related components of remuneration, the Company creates an attractive incentive for existing and potential Executive Management Board members to contribute to sustained and long-term corporate development. Variable remuneration components are the essential material incentive to pursue the Company's business policy objectives. They function as motivator and reward for specific actions, for operational achievements, for a strategic direction that promotes the long-term development of the Company, and for conduct rooted in a sense of responsibility.

Overview of the remuneration components:

Remuneration component	Assessment basis
Non-performance-related remuneration	
Fixed annual salary (fixed salary)	Fixed annual salary is paid in monthly installments
Fringe benefits	e.g. company car, pension
Performance-related remuneration	
Short-term variable remuneration	Variable annual bonus
Long-term variable remuneration	Stock options

1.3 Non-performance-related remuneration

Every Executive Management Board member receives non-performance-related, fixed remuneration. The fixed annual salary is determined for the term of the director's contract and paid in equal amounts over twelve months.

The amount of the fixed remuneration is determined based on the principles set out above. Remuneration takes into account the financial position of Heidelberg Pharma AG and the level of remuneration paid by competitors.

In addition to the base salary, members of the Executive Management Board are granted the following fringe benefits:

- Provision of a company car or BahnCard 100 for 1st class travel, up to a maximum amount (for the company car lease installment) of EUR 1,000/month
- Purchase of an accident insurance policy (death benefit EUR 100,000, disability benefit EUR 500,000, and payment of the insurance premiums in this regard)
- Contribution to health insurance and long-term care insurance: The amount of the individual contributions equates to half of the premiums paid by the Executive Management Board member, however no higher than that maximum amount legally owed for the employer's portion of the health and long-term care insurance taking into consideration the applicable thresholds and caps for contribution calculations
- Purchase of a D&O insurance policy with a deductible corresponding to the minimum stipulated by law
- Payment of an amount of no more than EUR 14,000 per year as retirement benefits
- Reimbursement of business travel expenses

In addition to his fixed remuneration of EUR 285 thousand, Dr. Schmidt-Brand receives the following non-cash benefits: Under the director's contract, Heidelberg Pharma Research GmbH makes payments into a defined-contribution, reinsured pension plan. In 2022, this payment amounted to EUR 11 thousand (previous year: EUR 11 thousand). As in the previous year, EUR 3 thousand were paid into a pension fund.

No non-cash benefits within the context of a pension were granted to Professor Pahl in the fiscal year ended in addition to his fixed remuneration of EUR 240 thousand.

In addition, company cars were made available to both members of the Executive Management Board for the entire fiscal year. The value of this non-cash benefit in 2022 was EUR 8 thousand for Dr. Schmidt-Brand (previous year: EUR 8 thousand) and EUR 13 thousand (previous year: EUR 13 thousand) for Professor Pahl.

No further benefit obligations exist towards the members of the Executive Management Board.

1.4 Performance-related remuneration

In addition to non-performance-related remuneration, the members of the Executive Management Board are entitled to performance-related remuneration. This remuneration is contingent upon the achievement of personal targets and Heidelberg Pharma's performance targets. The performance-related remuneration of the members of the Company's Executive Management Board is primarily tied to long-term, sustainable and

financial corporate goals of Heidelberg Pharma and refers to the achievement of milestones that are defined at the beginning of each fiscal year. The relationship between the achievement of targets and the variable remuneration is set in advance and may not be changed at a later date. The degree of target achievement and the associated amount of variable remuneration are assessed and determined by the Supervisory Board.

Short-term variable remuneration for the 2021 and 2022 fiscal years

The Supervisory Board sets both annual as well as uniform short-term targets for all Executive Management Board members, and also sets individual short-term targets for each Executive Management Board member. The short-term targets are weighted against one another by the Supervisory Board. As a rule, short-term targets can be achieved on a scale from 0-100%. The achievement of targets is calculated arithmetically, as applicable with a corresponding weighting of the targets (e.g., 4 out of 5 targets reached in their entirety = 80% target achievement). The level of the annual performance-based remuneration is calculated based on the degree to which targets are achieved relevant to the individual targets while taking into account the weighting assigned to this target.

Individual performance criteria and their weighting for members of the Executive Management Board were defined for the 2021 fiscal year from the following target areas: ATAC product development (weighting: 30%), licensing (weighting: 40%) and financing (weighting: 30%). The initiation of the strategic partnership with Huadong Medicine in autumn 2021, which was finalized in February 2022 and has a value of almost USD 1 billion, was expected to have a knock-on effect on achieving our overall goals for 2021 and was taken into account accordingly when determining the achievement of these targets. As a result, Heidelberg Pharma fully achieved the targets set for it by the Supervisory Board.

2021 fiscal year

Performance criteria	Criteria relevant for assessment	Weighting	Performance corridor	Target achievement*
ATAC product development	Driving forward the HDP-101, HDP-102 and HDP-103 development projects	30%	0% - 100%	100%
Licensing	Signing new ATAC license option agreements or product license agreements as well as research partnership agreements	40%	0% - 100%	100%
Financing	Achieving a financing round with external investors	30%	0% - 100%	100%

* Determined by the Supervisory Board in the 2022 fiscal year

Total target achievement: 100%

Dr. Schmidt Brand received a maximum annual bonus of EUR 103 thousand for 2021, when his bonus was adjusted during the year as part of the extension of his director's contract. Prof. Pahl's maximum bonus amounted to EUR 100 thousand. Dr. Schmidt Brand and Prof. Pahl were also paid their respective maximum bonuses for the 2021 fiscal year of EUR 103 thousand and EUR 100 thousand in 2022.

Executive Management Board member	Bonus cap, 2021	Total target achievement, 2021	Bonus for fiscal year 2021 paid in 2022
Dr. Schmidt-Brand	EUR 103 thsd.*	100%	EUR 103 thsd.
Professor Pahl	EUR 100 thsd.	100%	EUR 100 thsd.

* pro rated due to adjustment of the maximum bonus amount from EUR 100 thousand to EUR 110 thousand during the year.

Individual performance criteria and their weighting for members of the Executive Management Board were defined for the 2022 fiscal year from the following target areas: ATAC product development (weighting: 40%), licensing (weighting: 30%) and financing (weighting: 30%). At the time this remuneration report was prepared, the Supervisory Board had not yet made any decision on the achievement of the defined targets.

2022 fiscal year

Performance criteria	Criteria relevant for assessment	Weighting	Performance corridor	Target achievement*
ATAC product development	Driving forward the HDP-101, HDP-102, HDP-103 and HDP-104 development projects	40%	0% - 100%	n/a
Licensing	Signing new ATAC license option agreements or product license agreements as well as research partnership agreements	30%	0% - 100%	n/a
Financing	Signing the license agreement and concluding the capital increase with Huadong	30%	0% - 100%	n/a

* To be determined by the Supervisory Board in the 2023 fiscal year

Total target achievement: n/a

For 2022, Dr. Schmidt-Brand's maximum annual bonus is EUR 110 thousand. As a result, his maximum annual remuneration comprising fixed and variable remuneration amounts to EUR 395 thousand.

Professor Pahl's annual bonus is capped at EUR 100 thousand, as in the previous year. As a result, his maximum annual remuneration comprising fixed and variable remuneration amounts to EUR 340 thousand.

Long-term variable remuneration

Additionally, the Executive Management Board members may receive long-term variable remuneration by way of stock options on the basis of the Company's stock option plan in place at the time they are granted. This does not require any consideration such as a cash payment from the beneficiaries. The objective is to incentivize performance that focuses on achieving stable and long-lasting success for the Company. In this case, the Executive Management Board members receive stock options that are granted either in one tranche or in multiple tranches.

The exercise price is equivalent to the average closing market price over the last 10 trading days prior to the granting of the stock options (grant date). The earliest that the Executive

Management Board members can exercise the options is after the end of the vesting period of four years, which starts on the grant date of the respective subscription right. There are two other prerequisites: The average closing market price over the 10 trading days prior to the respective exercise must be 120% of the exercise price (absolute performance target). The reference price must exceed the exercise price by at least the same ratio by which the TecDAX (market index) on the last market trading day prior to the respective exercise period exceeds the TecDAX (market index) on the grant date.

This remuneration component is based on the 2011, 2017 and 2018 Stock Option Plans which were adopted by the respective Annual General Meetings and can be exercised after four years at the earliest.

This holding period and the underlying performance targets provide a long-term incentive to increase the Company's value. No further requirements beyond the holding period need to be met.

The Supervisory Board grants stock options based on the tasks of the respective member of the Management Board, his/her personal performance, the economic situation, the performance and outlook of the enterprise as well as the common level of the remuneration taking into account the peer companies and the remuneration structure.

The Supervisory Board determines both the members of the Executive Management Board to whom stock options are granted as well as the number of stock options to be granted in each case. Existing contractual obligations to members of the Executive Management Board must be taken into consideration where applicable; otherwise, the recipients of stock options are selected and the number of stock options are defined based on legal requirements, the resolution adopted by the Annual General Meeting and at the discretion of the Supervisory Board, taking into account the individual situation of each member of the Executive Management Board. Individual members of the Executive Management Board have no entitlement to receive stock options. There are currently no specific requirements or defined dates when stock options might be issued.

No new stock options were issued in the 2022 fiscal year.

As of the 30 November 2022 reporting date, the active members of the Executive Management Board held the following options:

Stock option plan	Maximum issuance to Executive Management Board members	Stock options issued		
		Dr. Schmidt-Brand	Professor Pahl	Total
2011	346,924	222,000	90,000	312,000
2017	201,200	100,600	100,600	201,200
2018	298,100	111,525	111,525	223,050
Total	846,224	434,125	302,125	736,250

Overall, the following fixed and variable remuneration components as well as non-cash remuneration and the grant date fair value of pre-emption rights (or the issue of stock options) for Executive Management Board members were recognized as an expense in the 2022 fiscal year: This presentation also includes each remuneration component's relative share of total remuneration, as stipulated by Section 162 (1) sentence 2 no. 1 AktG.

Executive Management Board member	Year	Fixed remuneration		Variable remuneration ¹⁾		Other remuneration (non-cash benefits)		Issue of stock options		Total remuneration ^{1) 2)}
		in €	in % of total	in €	in % of total	in €	in % of total	in €	in % of total	in €
Dr. Jan Schmidt-Brand ²⁾	2022	285,000	73.3%	82,500	21.2%	21,395	5.5%	0	0.0%	388,895
	2021	262,500	55.3%	76,875	16.2%	21,395	4.5%	113,590	23.9%	474,360
Professor Andreas Pahl	2022	240,000	73.1%	75,000	22.8%	13,276	4.1%	0	0.0%	328,276
	2021	240,000	54.3%	75,000	17.0%	13,276	3.0%	113,590	25.7%	441,866

¹⁾ The exact variable remuneration is usually determined and paid in the following fiscal year. The figures shown here for the 2022 fiscal year are based on provisions that were determined on the basis of assumptions and historical data.

²⁾ The remuneration of Dr. Schmidt-Brand refers to his work as Chief Executive Officer and Chief Financial Officer of Heidelberg Pharma AG and as Managing Director of Heidelberg Pharma Research GmbH. A portion of EUR 285 thousand (previous year: EUR 371 thousand) of the total remuneration is attributable to his work as a member of the Executive Management Board of Heidelberg Pharma AG.

The following overview shows the stock options held by members of the Executive Management Board during the year under review and changes in these holdings, as well as the portion of staff costs per beneficiary attributable to these stock options:

Executive Management Board member	30 Nov. 2021	Additions	Expiry / Return	Exercise	30 Nov. 2022
	Number	Number	Number	Number	Number
Dr. Jan Schmidt-Brand	434,125	0	60,000	0	374,125
Professor Andreas Pahl	302,125	0	0	0	302,125
Total	736,250	0	60,000	0	676,250

Executive Management Board member	Expense in the 2022 IFRS statement of comprehensive income in €	Fair value of the options held ¹⁾ in €
Dr. Jan Schmidt-Brand	67,241	606,248
Professor Andreas Pahl	66,074	488,787
Total	133,316	1,095,035

¹⁾ As of the respective issue date.

Since tranche 1 of the 2011 SOP expired without replacement after a ten-year term during the year, no option rights were held by former Executive Board members at the reporting date of 30 November 2022, nor was any expense recognized for them.

The following figures applied to the previous period:

Executive Management Board member	30 Nov. 2020	Additions	Expiry / Return	Exercise	30 Nov. 2021
	Number	Number	Number	Number	Number
Dr. Jan Schmidt-Brand	397,125	37,000	0	0	434,125
Professor Andreas Pahl	265,125	37,000	0	0	302,125
Total	662,250	74,000	0	0	736,250

Executive Management Board member	Expense in the 2021 IFRS statement of comprehensive income	Fair value of the options held¹
	in EUR	in EUR
Dr. Jan Schmidt-Brand	87,007	734,191
Professor Andreas Pahl	84,788	488,787
Total	171,795	1,222,978

¹ As of the respective issue date.

1.5 Other remuneration arrangements

Penalty and clawback regulations

There is no option to reclaim variable remuneration components (known as penalty and clawback regulations arrangements). As a result, no such reclaims were made.

Maximum remuneration

The remuneration for members of the Executive Management Board is capped. This defined maximum remuneration amount was not exceeded by any members of the Executive Management Board during the period under review.

The maximum remuneration can be achieved if, in addition to payment of the fixed remuneration (fixed annual salary and retirement benefit commitments), the following conditions in relation to the variable remuneration components (short-term bonus and stock options) are met for the fiscal year:

- The Executive Management Board concerned has achieved 100% of their target in terms of short-term variable remuneration.
- The remaining stock options from the 2018 Stock Option Plan are issued to the members of the Executive Management Board.
- One Executive Management Board member receives 100% of the remaining stock options from the 2018 Stock Option Plan, i.e. 75,050 shares).

- The issue price of the stock options roughly corresponds to the current stock market price of the Company's shares, i.e. approximately EUR 4.80.
- The stock market price of the Company's shares increases by 100% during the four-year waiting period.
- All of the various performance targets of the Stock Option Plan have been met and remuneration is not capped under the provisions of the Stock Option Plan.

If the requirements listed above are met, the maximum remuneration for the Executive Board member in question is EUR 781,240 per annum.

Contract termination benefits

In the event of the termination of an Executive Management Board member's service for the Company, there is no contractual entitlement to a settlement.

The Executive Management Board's director's contracts do not contain any special termination rights or any severance benefit entitlements in the event of a change of control.

2. Remuneration for members of the Supervisory Board

In accordance with the Company's Articles of Association, the members of the Supervisory Board receive a fixed remuneration of EUR 15,000 for each full fiscal year of service on the Supervisory Board. The Chairman of the Supervisory Board receives a fixed remuneration of EUR 35,000 and the Vice Chairmen receive EUR 25,000. Supervisory Board remuneration is paid in four equal installments on the last day of February and on 31 May, 31 August and 30 November of each fiscal year.

Members of a Supervisory Board committee are paid a flat fee of EUR 3,000, while chairpersons of such committees are paid EUR 7,000 per fiscal year and committee. In each case, remuneration is limited to activities on a maximum of two committees. Over and above this individual limit, the maximum amount paid by Heidelberg Pharma AG for committee activities of all Supervisory Board members combined is capped at EUR 54,600 per fiscal year. If this cap is not sufficient to cover all memberships and chairmanships of Supervisory Board committees, it is distributed proportionally among all committee members and chairpersons in line with the above provisions, unless the Supervisory Board unanimously resolves a different regulation.

An additional allowance is paid for attendance at a maximum of six Supervisory Board meetings in each fiscal year. Meeting chairpersons are paid a flat fee of EUR 3,000 and all other members EUR 1,500 each per meeting. Supervisory Board members who attend meetings by telephone or virtually receive only half of the allowance. This allowance must be paid with the Supervisory Board member's fixed remuneration. Members of Supervisory Board committees do not receive an attendance allowance for committee meetings.

The remuneration paid to Supervisory Board members who were not in service for a full fiscal year is pro rated in accordance with the duration of their membership on the Supervisory Board.

The Supervisory Board members do not receive variable remuneration, nor are they granted options or similar rights. Supervisory Board members are not entitled to a settlement if their membership ends.

In the 2022 fiscal year, the members of the Supervisory Board were paid remuneration of EUR 190,175 (previous year: EUR 180,833) plus reimbursement of travel expenses.

The table below shows the individual remuneration.

Supervisory Board member	Year	Fixed remuneration		Attendance allowance		Committee fee		Total remuneration
		in EUR	in % of total	in EUR	in % of total	in EUR	in % of total	in EUR
Professor Christof Hettich	2022	35,000	66.7%	10,500	20.0%	7,000	13.3%	52,500
	2021	35,000	64.8%	12,000	22.2%	7,000	13.0%	54,000
Dr. Georg F. Baur	2022	25,000	62.1%	5,250	13.0%	10,000	24.8%	40,250
	2021	25,000	63.3%	4,500	11.4%	10,000	25.3%	39,500
Dr. Mathias Hothum	2022	25,000	70.4%	7,500	21.1%	3,000	8.4%	35,500
	2021	19,583	63.5%	8,250	26.8%	3,000	9.7%	30,833
Dr. Friedrich von Bohlen und Halbach	2022	15,000	60.6%	3,750	15.1%	6,017	24.3%	24,767
	2021	15,000	52.2%	6,750	23.5%	7,000	24.3%	28,750
Dr. Birgit Kudlek	2022	15,000	54.9%	6,750	24.7%	5,579	20.4%	27,329
	2021	15,000	54.1%	6,750	24.3%	6,000	21.6%	27,750
Dr. Dongzhou Jeffery Liu	2022	2,500	49.2%	2,250	44.3%	329	6.5%	5,079
	2021	0	0.0%	0	0.0%	0	0.0%	0
Dr. Brady Xumin Zhao	2022	2,500	52.6%	2,250	47.4%	0	0.0%	4,750
	2021	0	0.0%	0	0.0%	0	0.0%	0

3. Comparison of annual changes in remuneration and the Company's earnings performance

In accordance with Section 162 (1) sentence 2 no. 2 AktG, the following table compares the annual change in remuneration for members of the Executive Management Board and the Supervisory Board, the earnings performance of Heidelberg Pharma AG and the average remuneration paid to employees on a full-time equivalent basis for the last five fiscal years.

Remuneration for members of the Executive Management Board and the Supervisory Board corresponds to total remuneration in accordance with Section 162 (1) sentence 1 AktG.

The sales revenue and net profit/loss for the year of Heidelberg Pharma AG and the Heidelberg Pharma Group are used to determine earnings performance.

The average remuneration paid to employees on a full-time equivalent (FTE) basis relates to employees of the Heidelberg Pharma Group, not including the Executive Management Board. On average, there were 94 such employees for the 2022 fiscal year. This average remuneration includes staff costs for wages and salaries, employer contributions to social security, and short-term variable remuneration components relating to the fiscal year.

Fiscal year	2018	2019	Relative change in %	2020	Relative change in %	2021	Relative change in %	2022	Relative change in %
EUR'000 (or as indicated)									
Earnings performance									
Sales revenue, HDP AG	214	644	200.9%	219	-66.0%	0	n/a	9,867	n/a
Sales revenue, HDP Group	3,668	7,309	99.3%	8,488	16.1%	1,750	-79.4%	19,904	1,037%
Profit/loss for the year, HDP AG	-156	507	425.0%	-18,214	-3,693%	-25,160	-38.1%	-20,122	20.0%
Profit/loss for the year, HDP Group	-11,672	-10,148	13.1%	-18,369	-81.0%	-26,139	-42.3%	-18,312	29.9%
Employee remuneration									
Total wages and salaries	3,953	4,628	17.1%	5,568	20.3%	6,489	16.5%	7,800	20.2%
Number of employees excl. EMB (FTEs)	54	63	16.7%	72	14.3%	82	13.2%	94	14.7%
Average remuneration, employees	73	73	0.4%	77	5.3%	80	3.0%	83	4.8%
Executive Management Board remuneration									
Dr. Jan Schmidt-Brand	313	353	12.8%	351	-0.6%	474	35.0%	389	-17.9%
Professor Andreas Pahl	286	288	0.7%	295	2.4%	442	49.8%	328	-25.8%
Supervisory Board remuneration									
Professor Christof Hettich	53	54	1.9%	53	-1.9%	54	1.9%	53	-1.9%
Dr. Georg F. Baur	42	43	2.4%	39	-9.3%	40	2.6%	40	0.0%
Dr. Mathias Hothum	25	24	-4.0%	25	4.2%	31	24.0%	36	16.1%
Dr. Friedrich von Bohlen und Halbach	27	27	0.0%	25	-7.4%	29	16.0%	25	-13.8%
Dr. Birgit Kudlek	26	29	11.5%	26	-10.3%	28	7.7%	27	-3.6%
Dr. Dongzhou Jeffery Liu	--	--		--		--		5	
Dr. Brady Xumin Zhao	--	--		--		--		5	

Ladenburg, 22 March 2023

Heidelberg Pharma AG

For the Executive Management Board:

Dr. Jan Schmidt-Brand, Chief Executive Officer and Chief Financial Officer
Professor Andreas Pahl, Chief Scientific Officer

For the Supervisory Board:

Professor Christof Hettich, Chairman of the Supervisory Board

REPORT OF THE INDEPENDENT AUDITOR ON THE AUDIT OF THE COMPENSATION REPORT PURSUANT TO SECTION 162 PARA. 3 AKTG

To Heidelberg Pharma AG, Ladenburg

Audit opinion

We have formally audited the remuneration report of Heidelberg Pharma AG, Ladenburg, for the financial year from December 1, 2021 to November 30, 2022, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying compensation report complies, in all material respects, with the disclosures pursuant to § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the compensation report.

Basis for the audit opinion

We conducted our audit of the compensation report in accordance with Section 162 (3) AktG and IDW Auditing Standard: Audit of the Compensation Report in accordance with Section 162 (3) AktG (IDW PS 870 (08.2021)). Our responsibility under this provision and this standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in the Practice of Public Accountants (IDW QS 1). We have complied with the professional duties pursuant to the German Auditors' Code and the professional statutes for auditors/sworn accountants, including the requirements for independence.

Responsibility of the Board of Management and the Supervisory Board

The Board of Management and the Supervisory Board are responsible for the preparation of the compensation report, including the related disclosures, which complies with the requirements of Section 162 AktG. They are further responsible for such internal control as they determine is necessary to enable the preparation of the compensation report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Responsibility of the auditor

Our objective is to obtain reasonable assurance about whether the disclosures required by section 162 (1) and (2) of the German Stock Corporation Act (AktG) have been made in all material respects in the compensation report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to obtain evidence about the formal completeness of the compensation report by comparing the disclosures made in the compensation report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did not verify the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the compensation report.

Dealing with any misleading representations

In connection with our audit, we have a responsibility to read the compensation report in the light of knowledge obtained in the audit of the financial statements, and to remain alert for indications as to whether the compensation report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures, or the fair presentation of the compensation report.

If, based on the work we have performed, we conclude that such a misleading representation exists, we are required to report that fact. We have nothing to report in this context.

Frankfurt am Main, 22 March 2023

Deloitte GmbH, auditing company

(Jörg Wegner) Certified Public Accountant

(Marvin Nemeth) Certified Public Accountant

The Company's website and the documents and information available there

This invitation to the virtual Annual General Meeting as well as the documents and additional information to be made available to Annual General Meeting participants in connection with the Annual General Meeting can be viewed at the Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/agm> starting from the date of this invitation.

Any shareholder counter-applications, shareholder nominations, and/or amendment proposals from shareholders received by Heidelberg Pharma AG that are required to be made public will likewise be made available at the website stated above. The final voting results will also be published there following the Annual General Meeting.

The website will also allow duly registered shareholders or their authorized representatives, among others, access to the password-protected Internet service for the virtual Annual General Meeting; this service will allow them to exercise their voting rights either by electronic mail-in ballot or while the Annual General Meeting is underway. Duly registered shareholders or their authorized representatives will be able to follow a live audio and video feed of the Annual General Meeting online in its entirety via the password-protected Internet service on 25 May 2023 starting at 11:00 am (CEST) via electronic media.

Total number of shares and voting rights at the time this Annual General Meeting is convened

The Company's share capital of EUR 46,584,457 is divided into 46,584,457 no par value bearer shares at the time the Annual General Meeting is convened. Each no par value share grants one vote. Consequently, there are 46,584,457 voting shares at the time the Annual General Meeting is convened. The Company does not hold any treasury shares at the time this Annual General Meeting is convened.

Holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders and their authorized representatives; audio and video feed

The Executive Board has resolved, with the approval of the Supervisory Board, that the Annual General Meeting pursuant to section 118a AktG in conjunction with section 26n (1) EGAktG, the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their representatives, with the exception of the proxies appointed by the Company.

Shareholders and their representatives (with the exception of the Company's proxies pursuant to section 118a (2) sentence 4 in conjunction with section 134 (3) sentence 5 AktG) may therefore not physically attend the Annual General Meeting. For shareholders who have duly registered for the Annual General Meeting or their representatives, the entire Annual General Meeting will be broadcast by video and audio transmission on the website of Heidelberg Pharma AG at <https://heidelberg-pharma.com/en/agm> via the password-protected Internet service. Instead of the conventional admission ticket, shareholders who

have duly registered for the Annual General Meeting will be sent individual access data (access code and password) for the password-protected Internet service, which they or their representatives can use to access the password-protected Internet service available on the website of Heidelberg Pharma AG at <https://heidelberg-pharma.com/en/agm>. The password-protected Internet service will also be available to shareholders who have duly registered for the Annual General Meeting.

Password-protected Internet service for the Annual General Meeting

A password-protected Internet service will be available on Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/agm> starting 4 May 2023 at 00:00 hours (CEST). Following the procedures intended for that purpose, duly registered shareholders (and their authorized representatives, as applicable) will be able to use this area, among other things, to follow the audio and video feed of the Annual General Meeting, to exercise their voting rights, to authorize representatives, to submit questions, ask questions, propose motions and nominations, exercise their right to information pursuant to section 131 AktG, submit comments pursuant to section 130a (1) to (4), exercise their right to speak or declare an objection to a resolution of the Annual General Meeting for the record or have their objections recorded in the minutes. In order to be able to use the password-protected Internet service, they will need to log in using the unique access information that they receive after successfully registering and verifying their shareholdings.

The unique access information required for use of the password-protected Internet service at <https://heidelberg-pharma.com/en/agm> will be sent out once registration is completed prior to the deadline; completed registration includes the Company's receipt of verification of shareholdings (see the following section "Conditions for participating in the Annual General Meeting and exercising shareholder rights, in particular voting rights") ("**AGM ticket**").

The use of the password-protected Internet service by a proxy requires that the proxy receives the corresponding access data. Authorized intermediaries, shareholders' associations, proxy advisors and other persons treated as such by Section 135 (8) AktG may also use the password-protected Internet service. The Company will provide them with electronic access upon request.

When entering the virtual Annual General Meeting using the password-protected internet service during the Annual General Meeting on 25 May 2023, shareholders or their representatives will be electronically connected to the virtual Annual General Meeting. However, the electronic connection does not enable participation in the meeting within the meaning of section 118 (1) sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of section 118a (1) sentence 2 no. 2 AktG.

Requirements for connecting to the Annual General Meeting and exercising shareholder rights, in particular voting rights

Pursuant to Article 15 (1) of the Articles of Association, those shareholders who register for the Annual General Meeting and provide proof of their shareholdings to the Company (**duly registered shareholders**) have the right to connect to the Annual General Meeting and to exercise their shareholder rights, in particular their voting rights, by means of electronic media. The registration and verification of shareholdings must be received by the Company by no later than the end of the day on

18 May 2023
(24:00 hours CEST)

at the following address, fax number, or e-mail address (e.g., as a scanned file in .pdf format):

Heidelberg Pharma AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 633
E-mail: anmeldung@better-orange.de

Verification of shareholdings prepared in text form by the last intermediary in the chain pursuant to Section 67c (3) of the German Stock Corporation Act shall suffice to demonstrate authorization. Such document must confirm share ownership as of the start of the 21st day prior to the Annual General Meeting, i.e., by

4 May 2023
(00:00 hours CEST) (record date)

Better Orange IR & HV AG is the Company's agent authorized to receive both the registrations and the evidence of shareholdings.

Upon timely receipt of the registration, including the verification of shareholdings, the relevant shareholders will be sent an AGM ticket with their personalized access details for using the password-protected Internet service. We ask shareholders to register and submit their verification of shareholdings to the Company as early as possible.

Significance of the Record Date

The Record Date is the date that governs both the scope and the exercise of a shareholder's right to connect to and vote at the Annual General Meeting. Relative to the Company, a person shall only be considered a shareholder for the purpose of connecting to or exercising the voting right at the Annual General Meeting if they have verified their shareholdings by the Record Date. Persons who do not yet own any shares on the Record Date and only become shareholders after that date are not entitled to connect to the Annual General Meeting or vote, unless they hold a power of attorney or an authorization to exercise a right (see the section below entitled "Authorizing a third party to exercise voting and other rights").

Shareholders who have duly registered and verified their shareholdings may even connect to the Annual General Meeting and exercise their voting right if they sell their shares after the Record Date. The record date is not associated with a ban on selling the shares. The Record Date is not relevant to any right to participate in any dividends.

Exercising voting rights by electronic mail-in ballot

Duly registered shareholders may also cast their votes without participating in the Annual General Meeting by means of electronic communications (**mail-in ballot**).

Mail-in ballots can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> following the procedures intended for that purpose.

This option of electronic mail-in voting will be available from 4 May 2023, 00:00 hours (CEST) until the time of closing of voting by the chairman of the meeting at the virtual Annual General Meeting on 25 May 2023. The same applies to a revocation or a change of the vote by electronic mail-in ballot.

Exercising voting rights by authorizing and instructing the proxies designated by the Company

The Company offers duly registered shareholders the option of authorizing proxies designated by the Company, who are then obligated to follow the shareholder's instructions.

A form for granting authorizations and issuing instructions will be sent to those shareholders together with the access information for the password-protected Internet service accessible online at <https://heidelberg-pharma.com/en/agm>, and will also be available there for download.

Authorizations with instructions for the Company's designated proxies can be sent, changed or revoked by sending these by

24 May 2023

(24:00 hours CEST, (date of receipt))

to the following address, fax number, or e-mail address:

Heidelberg Pharma AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-mail: hdpharma@better-orange.de

or can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> from 4 May 2023, 00:00 hours (CEST) following the procedures intended for that purpose. The date of receipt by the Company will be used to make any relevant determinations.

On the day of the virtual Annual General Meeting, authorizations with instructions for the Company's designated proxies can still be submitted, changed or revoked via the password-protected Internet service at <https://heidelberg-pharma.com/en/agm> following the procedures intended for that purpose until the time when the chairman of the meeting closes the voting at the Annual General Meeting on 25 May 2023.

Where the Company's designated proxies have been authorized, instructions absolutely must be issued to them in order for voting rights to be exercised. The proxies are obligated to vote in accordance with their instructions. Without such express instructions, the proxies will not exercise the shareholder's voting rights.

Authorizing a third party to exercise voting and other rights

Shareholders may also have their voting rights and other rights exercised at the Annual General Meeting by duly appointed authorized representatives, e.g., by an intermediary, a shareholders' association, a voting rights advisor, or other individual of their choosing. This method also requires registration and the corresponding proof of ownership of the respective shares prior to the deadline. Appointed third parties can in turn exercise the voting rights by electronic mail-in ballot or by authorizing and instructing the Company's designated proxies (see above). Where the shareholder authorizes more than one individual, pursuant to Section 134 (3) sentence 2 German Stock Corporation Act, the Company may turn away one or more such appointees.

If an authorization is not granted as set out in Section 135 German Stock Corporation Act, the appointment of an authorized representative or revocation of appointment as well as the proof of the appointment for the Company must be declared in "text form" (Section 126b German Civil Code).

A proxy form will be sent to duly registered shareholders together with the access information for the password-protected Internet service accessible online at <https://heidelberg-pharma.com/en/agm>, and will also be available there for download.

Where intermediaries, shareholders' associations, voting rights advisors, or individuals or institutions deemed to have equivalent status as per Section 135 (8) German Stock Corporation Act are appointed as authorized representatives, the specific provisions of Section 135 apply, including the requirement that the authorization be retained in such a way that it can be verified. Consequently, exceptions to the general requirement of "text form" may apply. In certain circumstances, however, the respective appointees may stipulate specific rules for their own authorization. Shareholders are therefore urged to coordinate with the respective appointees in a timely manner, as applicable, regarding the particular form and procedure to be followed for their authorization.

The authorization can be declared directly to the appointee or to the Company. Proof of the authorization can be sent, changed or revoked by sending these by

24 May 2023

(24:00 hours CEST, (date of receipt))

to the following address, fax number, or e-mail address:

Heidelberg Pharma AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-mail: hdpharma@better-orange.de

or can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> from 4 May 2023, 00:00 hours (CEST) following the procedures intended for that purpose. The date of receipt by the Company will be used to make any relevant determinations.

On the day of the virtual Annual General Meeting, proxy appointments can only be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> by following the procedures intended for that purpose.

In order for a proxy to use the password-protected Internet service, the proxy must receive the relevant access details:

Submission of comments

Shareholders or their representatives have the right pursuant to Art. 118a par. 1 sentence 2 no. 6 in conjunction with Art. 130a par. 1 to par. 4 AktG to make comments on the items on the agenda no later than five days before the virtual Annual General Meeting, i.e. by

19 May 2023

(24:00 CEST)

by means of electronic communication, via the password-protected Internet service accessible at the Internet address <https://heidelberg-pharma.com/en/agm>, in accordance with the procedure provided for this purpose.

Comments are to be submitted in accordance with the procedure provided for this purpose in the password-protected Internet service in text form in the file format PDF with a recommended file size of no more than 50 MB and/or as video in the file formats MPEG-4 or MOV with a file size of no more than 1 GB.

The comments submitted will be sent to all shareholders duly registered for the Annual General Meeting or their representatives, stating the name and place of residence or registered office of the shareholder or proxy submitting the comments, no later than four days before the meeting, i.e. by

20 May 2023
(24:00 CEST)

made available on the Company's website, unless this is permitted as an exception pursuant to Section 130a (3) sentence 4 AktG. By submitting the statement, the shareholder or his proxy declares his consent to such disclosure.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting in the context of comments submitted in text form or in video format will not be considered at the Annual General Meeting; the submission of motions or election proposals, the exercise of the right to information and the lodging of objections to resolutions of the Annual General Meeting is only possible via the channels described separately in this invitation.

Right to speak

Shareholders or their representatives who are connected electronically to the Annual General Meeting have the right to speak at the Annual General Meeting by way of video communication. From the start of the Annual General Meeting, a virtual table for requests to speak will be available via the password-protected internet service on the Company's website at <https://heidelberg-pharma.com/en/agm>, where shareholders or their representatives can register to speak. The right to speak also includes in particular the right to submit motions and election proposals in accordance with section 118a (1) sentence 2 no. 3 AktG and the right to request information in accordance with section 131 (1) AktG.

Pursuant to Art. 16 par. 2 of the Company's Articles of Association, the Chairman of the Annual General Meeting may impose reasonable time limits on the shareholder's right to speak and ask questions and make more detailed provisions. In particular, the Chairman of the Annual General Meeting may set speaking and questioning times for the entire course of the Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning of or during the course of the Annual General Meeting and, if necessary for the proper conduct of the Annual General Meeting, order the end of the debate.

The entire virtual Annual General Meeting, including video communication, is handled via the BetterMeeting system from Better Orange IR & HV AG using a password-protected Internet service. Shareholders or their representatives who wish to register their speech via the virtual registration table require either a non-mobile device (PC, notebook, laptop) with Chrome browser version 89 or higher, Edge browser version 88 or higher, or Safari browser version 13.1 or higher, or a mobile device (e.g. smartphone or tablet). Mobile devices with ANDROID operating system require Chrome (from version 89) as installed browser; mobile devices with iOS operating system require Safari (from version 13.1) as installed browser. A camera and microphone that can be accessed from the browser must be available on the

end devices for speaking. No further installation of software components or apps on the end devices is required. Persons who have registered for a speech via the virtual registration table will be activated for their speech in the password-protected Internet service. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and before the speech and to reject the speech if the functionality is not ensured.

Right to information section 131 (1) German Stock Corporation Act

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), each shareholder shall be provided with information by the Executive Board on the Company's affairs upon request at the Annual General Meeting to the extent that such information is necessary for a proper evaluation of the item on the agenda and no right to refuse information exists (right to information). The right to information is granted to shareholders in the virtual Annual General Meeting by means of electronic communication.

Section 131 (4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at his request in the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda.

In addition, section 131 (5) sentence 1 AktG stipulates that if a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting.

Within the framework of the virtual Annual General Meeting, it is ensured that every shareholder who is electronically connected to the Annual General Meeting can submit the request pursuant to section 131 (4) sentence 1 AktG and the request pursuant to section 131 (5) sentence 1 AktG not only by way of video communication, i.e. within the framework of the right to speak and the procedure provided for this purpose (above "Right to speak"), but also by way of electronic communication via the password-protected Internet service on the Company's website at <https://heidelberg-pharma.com/en/agm> in accordance with the procedures provided for this purpose with the corresponding access data in the Annual General Meeting.

Statement of objections on record

Properly registered shareholders or their representatives who are electronically connected to the Annual General Meeting may, from the beginning to the end of the Annual General Meeting, electronically file objections to resolutions of the Annual General Meeting for the record of the notary public via the password-protected Internet service accessible at the Internet address <https://heidelberg-pharma.com/en/agm> in accordance with the procedure provided for this purpose. Any other form of transmission of objections is excluded. The Company would like to point out once again that the proxies appointed by the Company do not accept instructions to file objections.

Motions to add items to the agenda submitted by a minority pursuant to Section 122 (2) German Stock Corporation Act

Shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000 of the Company's share capital (corresponding to 500,000 no-par value shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Executive Board of the Company and must be received by the Company at least 30 days prior to the Annual General Meeting, i.e. by the end of the

24 April 2023
(24:00 CEST)

at the following address:

Management Board of Heidelberg Pharma AG
Gregor-Mendel-Str. 22
68526 Ladenburg
Germany

The 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 until the Executive Board's decision on the request, with Section 70 AktG applying when calculating the period of share ownership. The day of receipt of the request shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis.

Additions to the agenda which are to be announced - insofar as they have not already been announced with the convening notice - will be published in the Federal Gazette without delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be published on the internet at <https://heidelberg-pharma.com/en/agm> and communicated to the shareholders.

**Counter-applications pursuant to Section 126 (1)
and nominations pursuant to Section 127 AktG**

In addition, the Company's shareholders may send counter-applications to proposals of the Executive Management Board and/or the Supervisory Board concerning specific agenda items as well as nominations in connection with the election of Supervisory Board members or auditors. Counter-applications (including any supporting statement), shareholder nominations, and other shareholder requests regarding the Annual General Meeting are to be sent exclusively to the following address:

Heidelberg Pharma AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-mail: antraege@better-orange.de

Counter-applications and nominations that are sent to any other address shall not be considered. Better Orange IR & HV AG has been officially designated to receive counter-applications and nominations on behalf of the Company.

All counter-applications and nominations received up to 14 days prior to the day of the Annual General Meeting, i.e., no later than by the end of the day on

10 May 2023
(24:00 hours CEST)

at the above-stated address, fax number, or e-mail address with proof of share ownership, including the name of the shareholder and any supporting statements to be made available, will be made available online to the other shareholders after their receipt at <https://heidelberg-pharma.com/en/agm>, provided the other conditions underlying the publication requirement under Section 126 German Stock Corporation Act have been met. Statements, if any, by the Company's management will also be posted at the aforementioned Internet address. Only counter-applications and nominations received by the end of the day on 10 May 2023 (24:00 hours CEST) will be deemed duly submitted for purposes of the virtual Annual General Meeting; counter-applications and nominations received after that point will be disregarded.

Aside from the reasons set forth in section 126 (2) of the German Stock Corporation Act, the Executive Management Board also need not make an election proposal available if the proposal does not contain the candidate's name, profession and domicile. Proposals concerning the election of Supervisory Board members need not even be made available if they are not accompanied by information on the proposed candidate's appointments to other statutory supervisory boards as defined in Section 125 (1) sentence 5 of the German Stock Corporation Act.

Counter-applications or nominations for election submitted by shareholders or their authorized representatives which must be made available pursuant to Section 126 or Section 127 German Stock Corporation Act shall be deemed to have been made at the time

they are made accessible. The Company allows voting rights on these counter-applications or nominations to be exercised as soon as the shareholder making the motion or submitting the election proposal is duly authorized and duly registered for the Annual General Meeting. Shareholders or their representatives who are connected to the Annual General Meeting also have the right to submit counter-applications or nominations in the meeting by way of video communication as part of their right to speak.

More information regarding shareholders' rights is available on the Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/agm>.

Data protection information for shareholders

Heidelberg Pharma AG processes personal information (name, address, e-mail address, number of shares, class of shares, how the shares are held, and number and access data of the AGM ticket; name, address, and e-mail address and number and access data of the AGM ticket of the shareholder representative designated by the respective shareholder, if applicable) on the basis of the applicable data privacy and protection laws so as to allow the shareholders to exercise their rights in connection with the virtual Annual General Meeting, and to comply with the provisions of law concerning an annual general meeting.

The processing of personal data of shareholders is absolutely necessary for them to connect to the virtual Annual General Meeting. Heidelberg Pharma AG is the data controller responsible for processing. Article 6 (1) c) of the General Data Protection Regulation (GDPR) is the legal basis for processing the data.

The service providers of Heidelberg Pharma AG that are commissioned for the purpose of organizing the virtual Annual General Meeting (particularly Annual General Meeting, IT, printing and shipping service providers) will receive only personal data from Heidelberg Pharma AG that is necessary for providing the commissioned service and process the data exclusively in accordance with the instructions of Heidelberg Pharma AG. In addition, the shareholders' data may be transmitted to authorities entitled to receive information. Your data will not be transferred to a country outside the EU.

Insofar as shareholders take advantage of the opportunity to submit questions in advance of the virtual Annual General Meeting and their questions are addressed there, they may be identified by name in this connection. Other participants of the virtual Annual General Meeting may learn this information. This data processing involving the identification of the respective shareholder by name is required in pursuit of our legitimate interests in creating a virtual Annual General Meeting that most closely approximates a physical annual general meeting. The legal basis for this processing is Article 6 (1) (f) GDPR.

As a rule, shareholders' personal data is deleted or anonymized as soon as it is no longer required for the aforementioned purpose and we are no longer obliged to retain it further in accordance with statutory documentation and retention requirements.

Shareholders have the right at any time to require information, the right to require the correction and restriction of data, the right to object to the use of data and the right to require the erasure of data in connection with the processing of your personal data, and a right to data transfer in accordance with Article 15 GDPR. You can exercise these rights vis-à-vis Heidelberg Pharma AG at no cost by sending an e-mail to

datenschutz@hdpharma.com

or by using the following contact information:

Heidelberg Pharma AG
Gregor-Mendel-Str. 22
68526 Ladenburg, Germany

You also have the right to lodge a complaint with the data protection supervisory authorities pursuant to Art. 77 of the General Data Protection Regulation.

You can contact our company's Data Protection Officer at:

Heidelberg Pharma AG
Data Protection Officer
Gregor-Mendel-Str. 22
68526 Ladenburg, Germany
Fax: +49 6203 1009 19
E-mail: datenschutz@hdpharma.com

More information on data protection is available on the website of Heidelberg Pharma AG at <https://heidelberg-pharma.com/en/privacy-policy>.

Ladenburg, April 2023

Heidelberg Pharma AG
The Executive Management Board

Minimum information pursuant to Section 125 (1) German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 Blocks A to C of the Annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	HPHA052023HV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE000A11QVV0
2. Name of issuer	Heidelberg Pharma AG
C. Specification of the meeting	
1. Date of the General Meeting	25.05.2023 [format pursuant to Implementing Regulation (EU) 2018/1212: 20230525]
2. Time of the General Meeting	11:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 09:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: https://heidelberg-pharma.com/en/agm In accordance with the German Stock Corporation Act: Heidelberg Pharma AG, Gregor-Mendel-Str. 22, 68526 Ladenburg, Germany
5. Record Date	04.05.2023, 00:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20230503]
6. Uniform Resource Locator (URL)	https://heidelberg-pharma.com/en/agm