

## **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**

## **Invitation to the virtual Annual General Meeting of Heidelberg Pharma AG**

We hereby cordially invite our shareholders to the Annual General Meeting of Heidelberg Pharma AG, Ladenburg, Germany, which will take place on Thursday, 20 June 2024 at 11:00 am (CEST) as a virtual Annual General Meeting 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 2022/2023 fiscal year ended 30 November 2023**

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 2022/2023 fiscal year ended 30 November 2023.

- 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 2022/2023 fiscal year ended 30 November 2023.

- 4. Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2023/2024 fiscal year**

In accordance with the procedure set out in Article 16 (2) of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005 / 909 / EC), the Audit Committee of the Supervisory Board recommended Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf and PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, and communicated a reasoned

preference for Baker Tilly GmbH & Co. Wirtschaftsprüfungsgesellschaft, Düsseldorf, with good reason. It justified this decision by stating that Baker Tilly achieved the highest overall score on the basis of the pre-defined decision criteria. Based on the recommendation of its Audit Committee, the Supervisory Board therefore proposes that Baker Tilly be appointed as auditor and Group auditor for the 2023/2024 financial year. The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting the selection options within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed on it.

**5. Resolution on the cancellation of Authorized Capital 2022/I and the creation of new Authorized Capital 2024/I with the option to exclude statutory subscription rights; amendment to the Articles of Association**

The company has Authorized Capital 2022/I in accordance with Section 5 (5) of the company's Articles of Association, which was created in accordance with the resolution of the Annual General Meeting on 28 June 2022 under agenda item 7 and amounts to EUR 20,992,228.00. Authorized Capital 2022/I has not yet been used. Currently, the company has not issued any bonds with conversion or option rights.

As a result of the Act on the Financing of Future-Proof Investments (Zukunftsfinanzierungsgesetz - ZuFinG; BGBl. 2023 I No. 354 of 14.12.2023), which came into force at the beginning of 2024, and the corresponding amendment to Section 186 para. 3 sentence 4 AktG, it is now possible to exclude subscription rights even if the capital increase against cash contributions does not exceed twenty percent of the share capital and the issue price is not significantly lower than the market price. In order to continue to give the management appropriate scope for action, the existing Authorized Capital 2022/I is to be cancelled and replaced by new Authorized Capital 2024/I, which authorizes an increase of up to approximately 45% of the company's share capital and, under certain conditions, the exclusion of shareholders' subscription rights. The cancellation of the Authorized Capital 2022/I shall only become effective if the Authorized Capital 2024/I effectively replaces it.

The Management Board and Supervisory Board therefore propose the following resolution:

- a) Cancellation of Authorized Capital 2022/I; amendment to the Articles of Association

The Authorized Capital 2022/I pursuant to Section 5 para. 5 of the company's Articles of Association shall be cancelled with effect from the date of entry of the Authorized Capital 2024/I resolved pursuant to lit. b) and lit. c) in the commercial register, insofar as this authorization has not yet been utilized at the time of entry of the Authorized Capital 2024/I resolved pursuant to lit. b) and lit. c) in the commercial register.

b) Creation of new Authorized Capital 2024/I

The Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 21,002,488.00 until 19 June 2029 (inclusive) by issuing up to 21,002,488 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2024/I).

In the case of cash capital increases, shareholders are generally entitled to subscription rights. The shares may also be underwritten by one or more banks with the obligation to offer them to shareholders for subscription. However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the following cases in the event of capital increases against cash contributions:

- a) in the event of a capital increase against cash contributions, if the issue price of the new shares is not significantly lower than the stock market price and the shares issued in accordance with or in analogous application of Section 186 para. 3 sentence 4 AktG against cash contributions with the exclusion of subscription rights during the term of this authorization do not exceed a total of 20% of the share capital, either at the time this authorization becomes effective or at the time it is exercised. Shares issued or to be issued to service bonds with conversion or option rights are to be counted towards this limit of 20% of the share capital if and insofar as the bonds are issued during the term of this authorization in analogous application of Section 186 para. 3 sentence 4 AktG with the exclusion of subscription rights; or
- b) to avoid fractional amounts; or
- c) in the event of a capital increase against cash contributions, insofar as the new shares are placed on a foreign stock exchange in the course of an IPO.

In addition, the Management Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights in the case of capital increases against contributions in kind.

Finally, the Management Board is authorized to determine the further content of the share rights and the conditions of the share issue with the approval of the Supervisory Board.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the scope of the capital increase from Authorized Capital 2024/I or after expiry of the authorization period.

c) Amendment to the Articles of Association

§ Section 5 (5) of the company's Articles of Association shall be amended as follows:

*"(5) The Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions until 19 June 2029 (inclusive) by up to a total of EUR 21,002,488.00 against cash and/or non-cash contributions by issuing up to 21,002,488 new no-par value bearer shares (Authorized Capital 2024/I).*

*In the case of cash capital increases, shareholders are generally entitled to subscription rights. The shares may also be underwritten by one or more banks with the obligation to offer them to the shareholders for subscription. However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the following cases in the event of capital increases against cash contributions:*

- a) in the event of a capital increase against cash contributions, if the issue price of the new shares is not significantly lower than the stock market price and the shares issued in accordance with or in analogous application of Section 186 para. 3 sentence 4 AktG against cash contributions with the exclusion of subscription rights during the term of this authorization do not exceed a total of 20% of the share capital, either at the time this authorization becomes effective or at the time it is exercised. Shares issued or to be issued to service bonds with conversion or option rights are to be counted towards this limit of 20% of the share capital if and insofar as the bonds are issued during the term of this authorization in analogous application of Section 186 para. 3 sentence 4 AktG with the exclusion of subscription rights; or*
- b) to avoid fractional amounts; or*
- c) in the event of a capital increase against cash contributions, insofar as the new shares are placed on a foreign stock exchange in the course of an IPO.*

*In addition, the Management Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights in the case of capital increases against contributions in kind.*

*Finally, the Management Board is authorized to determine the further content of the share rights and the conditions of the share issue with the approval of the Supervisory Board.*

*The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the scope of the capital increase from Authorized Capital 2024/I or after expiry of the authorization period."*

## 6. 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 2022/2023 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 2022/2023, 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 6 - Compensation report for fiscal year 2022/2023" 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.

### **Written report of the Management Board on agenda item 5 pursuant to Sections 203 para. 2 sentence 2, 186 para. 4 sentence 2 AktG on the reasons for the authorization of the Management Board to exclude subscription rights:**

1. Current Authorized Capital 2022/I, reason for the amendment and report on the utilization of the Authorized Capital 2022/I:

In accordance with Section 5 (5) of the company's Articles of Association in the version valid at the time of publication of the invitation, the Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions until 27 June 2027 (inclusive) by issuing new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2022/I). The Authorized Capital 2022/I was originally resolved at the Annual General Meeting on 28 June 2022 in the amount of EUR 20,992,228.00 and entered in the commercial register on 15 September 2022. At the time of the invitation to the Annual General Meeting on 20 June 2024, Authorized Capital 2022/I had not yet been used.

The German Act on the Financing of Investments to Secure the Future (Zukunftsförderungsgesetz - ZuFinG; BGBl. 2023 I No. 354 of 14 December 2023), which came into force at the beginning of 2024, and the corresponding amendment to Section 186 para. 3 sentence 4 AktG now make it possible to exclude

subscription rights even if the capital increase against cash contributions does not exceed twenty percent of the share capital and the issue price is not significantly lower than the market price.

In order to continue to give the management appropriate scope for action against the background of this possibility of the Future Financing Act, the existing Authorized Capital 2022/I is to be cancelled and a new Authorized Capital 2024/I is to be created, which authorizes the management of the company, with the approval of the Supervisory Board, to increase the share capital once or several times by up to a total of EUR 21,002,488.00 against cash and/or non-cash contributions by issuing up to 21,002,488 new no-par value bearer shares until 19 June 2029 (inclusive).

2. new Authorized Capital 2024/I and associated advantages for the company:

A total of new Authorized Capital 2024/I up to an amount of EUR 21,002,488.00 is to be created. Authorized Capital 2024/I enables the Management Board, with the approval of the Supervisory Board, to increase the company's share capital once or several times by up to a total of EUR 21,002,488.00 against cash and/or non-cash contributions by issuing new no-par value bearer shares. The Executive Board is authorized to exclude shareholders' statutory subscription rights under special circumstances with the approval of the Supervisory Board (see 3. below). The authorization is to be granted until 19 June 2029 (inclusive).

The proposed authorization to issue new shares from Authorized Capital 2024/I is intended to enable the Executive Board, with the approval of the Supervisory Board, to respond to short-term financing requirements in connection with the implementation of strategic decisions. Especially in the current economic situation, a fast and flexible financing instrument is necessary and in the interests of the company and all shareholders (e.g. to enable an acquisition and to obtain liquidity). With the approval of the Supervisory Board, the Management Board should continue to be able to procure new equity for the company at any time and to acquire companies, parts of companies, investments in companies, new technologies, additional products or product candidates in return for shares. Such an anticipatory resolution is common practice both nationally and internationally.

With regard to the amount of the proposed Authorized Capital 2024/I (approx. 45% of the share capital entered in the commercial register; together with the Authorized Capital 2022/II pursuant to Section 5 (10) of the company's Articles of Association, approx. 50% of the share capital entered in the commercial register), it should be noted that the company has a capital requirement that is customary for the industry - including for financing the further development of its ADC technology platforms and for the further development of its own product candidates and could therefore also require a correspondingly high amount of authorized capital.

3. exclusion of subscription rights:

The proposed resolution provides for an authorization to exclude shareholders' subscription rights, which generally exist when using authorized capital, for certain purposes listed in detail in the proposed resolution:

- a) The management is authorized to exclude subscription rights in the event of capital increases against cash contributions up to a maximum total of 20% of the company's share capital, whereby the issue price of the new shares may not be significantly lower than the stock market price of the company's share. The management will count towards the limit of 20% of the share capital those shares that are issued or are to be issued to service conversion or option rights, if and insofar as the convertible bonds or bonds with warrants from which these rights arise are issued during the term of the authorization in corresponding application of Section 186 para. 3 sentence 4 AktG with the exclusion of subscription rights.

This possibility of excluding subscription rights enables the company to take advantage of favorable stock market situations at short notice and to achieve the highest possible issue price and thus the greatest possible strengthening of equity by setting the price close to the market. Experience has shown that such a capital increase leads to a higher inflow of funds than a comparable capital increase with subscription rights for shareholders due to the faster possibility of action. It is therefore in the best interests of the company and its shareholders. This does lead to a reduction in the relative participation quota and the relative share of voting rights of the existing shareholders. However, shareholders who wish to maintain their relative participation quota and their relative share of voting rights have the option of acquiring the required number of shares via the stock exchange

- b) The Management Board should also be authorized under Authorized Capital 2024/I, with the approval of the Supervisory Board, to exclude fractional amounts from shareholders' subscription rights. The authorization to exclude subscription rights for the utilization of fractional shares is necessary to ensure a practicable subscription ratio in the event of a capital increase and therefore only serves to enable the utilization of the authorized capital with round amounts. Fractions arise if, as a result of the subscription ratio or the amount of the capital increase, not all new shares can be distributed equally among the shareholders. Without this authorization, the technical implementation of the capital increase would be made more difficult, particularly in the case of a capital increase by a round amount. The costs of trading in subscription rights for the fractional shares are disproportionate to the benefit for the shareholders. The new shares without subscription rights resulting from the exclusion of shareholders' subscription rights for the fractional shares will either be sold on the stock exchange (if possible) or otherwise disposed of in the best possible way for the company. The potential dilution effect is low due to the restriction to fractional shares.



- c) With the approval of the Supervisory Board, subscription rights may also be excluded in the case of capital increases against contributions in kind. The management should be able to acquire companies, parts of companies, interests in companies, new technologies, additional products or product candidates at any time in return for shares. For example, the company wants to be able to acquire companies, parts of companies, equity interests, new technologies, additional products or product candidates in order to strengthen its competitiveness, improve its financial position and increase its earning power. In times when the company's own financial resources are scarce and it is more difficult to raise external funds, the use of shares from authorized capital is often the only sensible consideration. The possibility of using shares in the company from authorized capital as an acquisition currency gives the company the necessary leeway to take advantage of acquisition opportunities quickly and flexibly. As such an acquisition usually takes place at short notice, it cannot usually be resolved by the Annual General Meeting, which only takes place once a year; there is also usually not enough time to convene an Extraordinary General Meeting in these cases due to the statutory deadlines. Instead, this requires authorized capital, which the Management Board can access quickly - but only with the approval of the Supervisory Board.
- d) The possibility of excluding subscription rights is intended to enable the further issue of shares in the company on foreign stock exchanges, insofar as this is permitted by market conditions and serves the further growth of the company. The exclusion of subscription rights is therefore intended to create the possibility of a further listing on a foreign stock exchange. The exclusion of subscription rights ensures a reasonable placement volume and optimal utilization of the new shares. In contrast, maintaining shareholders' subscription rights would lead to considerable technical difficulties in the placement of the new shares and prevent the best possible issue price from being achieved. As a result of an internationally more broadly diversified financing base, the company could be better protected against capital market fluctuations and local changes in the cost of capital could be neutralized as effectively as possible. Such an international investor structure would create greater market liquidity and reduce the company's dependence on individual investors. In the international biotechnology environment, an additional listing on a foreign stock exchange would also facilitate the acquisition of company investments through share swaps.

After weighing up all the above circumstances, the Management Board and Supervisory Board consider the exclusion of subscription rights in the above cases to be objectively justified and appropriate for the reasons stated, also taking into account the dilutive effect to the detriment of shareholders.

4. report on the utilization of Authorized Capital 2024/I

The Executive Board will report to the Annual General Meeting on each utilization of Authorized Capital 2024/I.

**Annex to agenda item 6 - Compensation report for fiscal year 2022/2023**

**Remuneration report of Heidelberg Pharma AG**

**for the fiscal year from 1 December 2022 to 30 November 2023 (2023 fiscal year)  
compared with the fiscal year from 1 December 2021 to 30 November 2022 (2022  
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 2023 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 changes to the composition of the Company's Executive Management Board and Supervisory Board in the 2023 fiscal year. Dipl.-Kfm. Walter Miller was appointed Chief Financial Officer with effect from 1 May 2023. Dr. Brady Xumin Zhao left the Supervisory Board at the end of 31 March 2023, while Dr. Yan Xia was elected as a new member at the Annual General Meeting on 25 May 2023.

After the reporting date, on 31 January 2024, Dr. Jan Schmidt-Brand stepped down as a member of the Executive Management Board as part of the retirement-related succession plan. Since then, Professor Andreas Pahl, who was Chief Scientific Officer since 2016 and has been Chief Executive Officer since 1 February 2024, and Walter Miller have been the Executive Management Board members of Heidelberg Pharma AG.

**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 25 May 2023, the Executive Management Board and the Supervisory Board presented in item no. 9 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 remuneration paid to Executive Management 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 Executive Management Board.

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 strategic decisions that promote the long-term development of the Company, and for conduct rooted in a sense of responsibility.

Overview of the remuneration components:

<b>Remuneration component</b>	<b>Assessment basis</b>
<b>Non-performance-related remuneration</b>	
Fixed annual salary (fixed salary)	Fixed annual salary is paid in monthly installments
Fringe benefits	e.g. company car, pension
<b>Performance-related remuneration</b>	

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 corresponding insurance premiums)
- 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 2023, 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 and Walter Miller in the fiscal year ended in addition to their fixed remuneration of EUR 240 thousand and EUR 140 thousand, respectively.

In addition, company cars were made available to both members of the Executive Management Board, Dr. Schmidt-Brand and Professor Pahl, for the entire fiscal year. The value of this non-cash benefit in 2023 was EUR 5 thousand for Dr. Schmidt-Brand (previous year: EUR 8 thousand) and EUR 6 thousand (previous year: EUR 13 thousand) for Professor Pahl. Mr. Miller does not use a company car and instead receives a monthly compensation of EUR 1 thousand ("car allowance").

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 2022 and 2023 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 2022 fiscal year from the following target areas: ATAC product development (weighting: 40%), licensing (weighting: 30%) and financing (weighting: 30%).

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%	100%
Licensing	Signing new ATAC license option agreements or product license agreements as well as research partnership agreements	30%	0% - 100%	100%
Financing	Signing the license agreement and concluding the capital increase with Huadong	30%	0% - 100%	100%

\* Determined by the Supervisory Board in the 2023 fiscal year

**Total target achievement: 100%**

Dr. Schmidt Brand received a maximum annual bonus of EUR 110 thousand for 2022. 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 2022 fiscal year of EUR 110 thousand and EUR 100 thousand in 2023.

Executive Management Board member	Bonus cap, 2022	Total target achievement, 2022	Bonus for fiscal year 2022 paid in 2023
Dr. Schmidt-Brand	EUR 110 thsd.	100%	EUR 110 thsd.
Professor Pahl	EUR 100 thsd.	100%	EUR 100 thsd.

Individual performance criteria and their weighting for members of the Executive Management Board were defined for the 2023 fiscal year from the following target areas: ATAC product development and research (weighting: 50%), licensing (weighting: 30%) and financing (weighting: 20%). At the time this remuneration report was prepared, the Supervisory Board had not yet made any decision on the achievement of the defined targets.

Performance criteria	Criteria relevant for assessment	Weighting	Performance corridor	Target achievement*
ATAC product development and research	Driving forward the HDP-101, HDP-102, HDP-103 and HDP-104 development projects and research success relating to a new payload	50%	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 external funding agreements with investments totaling at least EUR 30 million	20%	0% - 100%	n/a

\* To be determined by the Supervisory Board in the 2024 fiscal year

**Total target achievement: n/a**

For 2023, Dr. Jan Schmidt-Brand's maximum annual bonus is EUR 110 thousand. As a result, his maximum annual remuneration comprising fixed and short-term variable remuneration amounts to EUR 395 thousand.

Professor Andreas 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 short-term variable remuneration for fiscal year 2023 amounts to EUR 340 thousand.

Dipl.-Kfm. Walter Miller's annual bonus is capped at EUR 80 thousand. As a result, his maximum remuneration for fiscal year 2023 comprising fixed and short-term variable remuneration amounts to EUR 187 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. During the four-year vesting period, 1/16 of the allocated stock options will vest on a straight-line basis for each completed fiscal quarter provided that the person continues to be employed by the Company. The vested portion of stock options remains the property of the respective Executive Board member even if they leave or resign from office. In this case, any portion that has not yet vested would be forfeited without replacement.

There are two other prerequisites for exercising stock options: 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, 2018 and 2023 Stock Option Plans which were adopted by the respective Annual General Meetings and can be exercised four years after issuance 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.

New stock options were issued in the 2023 fiscal year, with each member of the Executive Management Board being allocated 60,000 options.

Up until the 30 November 2023 reporting date, the following options were issued to the active members of the Executive Management Board:

Stock option plan	Maximum issuance to Executive Management Board members	Stock options issued			
		Dr. J. Schmidt-Brand	Professor A. Pahl	Dipl.-Kfm. W. Miller	Total
2011	346,924	222,000 <sup>1</sup>	90,000	0	312,000
2017	201,200	100,600	100,600	0	201,200
2018	298,100	111,525	111,525	0	223,050
2023	786,311	60,000	60,000	60,000	180,000
<b>Total</b>	<b>1,632,535</b>	<b>494,125</b>	<b>362,125</b>	<b>60,000</b>	<b>916,250</b>

<sup>1</sup> Dr. Schmidt-Brand has now forfeited 60,000 options from the 2011 Stock Option Plan without replacement after a ten-year term, meaning that only 162,000 of the 222,000 options can still be exercised.

### Total remuneration

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 2023 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		Short-term variable remuneration <sup>1)</sup>		Other remuneration (non-cash benefits)		Issue of stock options		Total remuneration <sup>1) 2)</sup>
		in EUR	in % of total	in EUR	in % of total	in EUR	in % of total	in EUR	in % of total	in EUR
Dr. Jan Schmidt-Brand <sup>2)</sup>	2023	285,000	55.0	110,000	21.2	18,570	3.6	105,000	20.2	518,570
	2022	285,000	73.3	82,500	21.2	21,395	5.5	0	0.0	388,895
Professor Andreas Pahl	2023	240,000	53.3	100,000	22.2	5,663	1.3	105,000	23.3	450,663
	2022	240,000	73.1	75,000	22.8	13,276	4.0	0	0.0	328,276
Walter Miller	2023	140,000	46.9	46,670	15.6	7,000	2.3	105,000	35.2	298,670
	2022	-	-	-	-	-	-	-	-	-

<sup>1</sup> The exact variable remuneration is usually determined and paid in the following fiscal year. The figures shown here for the 2023 fiscal year are based on provisions that were determined on the basis of assumptions and historical data.

<sup>2</sup> 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 415 thousand (previous year: EUR 285 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	1 Dec. 2022	Additions	Expiry / Return	Exercise	30 Nov. 2023
	Number	Number	Number	Number	Number
Dr. Jan Schmidt-Brand	374,125	60,000	0	0	434,125
Professor Andreas Pahl	302,125	60,000	0	0	362,125
Walter Miller	0	60,000	0	0	60,000
<b>Total</b>	<b>676,250</b>	<b>180,000</b>	<b>0</b>	<b>0</b>	<b>856,250</b>

Executive Management Board member	Expense in the 2023 statement of comprehensive income acc. to IFRS 2 in EUR	Fair value of all stock options held <sup>1</sup> in EUR
Dr. Jan Schmidt-Brand	89,205	638,120
Professor Andreas Pahl	85,411	536,600
Walter Miller	54,449	105,000
<b>Total</b>	<b>229,065</b>	<b>1,279,720</b>

<sup>1</sup> As of the respective issue date.

No option rights were held by former Executive Board members at the 30 November 2023 reporting date, nor was any expense recognized for them.

The following figures applied to the previous period:

Executive Management Board member	1 Dec. 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
<b>Total</b>	<b>736,250</b>	<b>0</b>	<b>60,000</b>	<b>0</b>	<b>676,250</b>

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

<sup>1</sup> 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 2023 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 2023 Stock Option Plan, i.e. 606,311 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 3.50.
- 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 all of the requirements listed above are met, the hypothetical maximum remuneration for the Executive Board member in question is EUR 2,543,089 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 2023 fiscal year, the members of the Supervisory Board were paid remuneration of EUR 197,208 (previous year: EUR 190,175) plus reimbursement of travel expenses.

The table below shows the individual remuneration.

Supervisory member	Board	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		2023	35,000	70.7	7,500	15.2	7,000	14.1	<b>49,500</b>
		2022	35,000	66.7	10,500	20.0	7,000	13.3	<b>52,500</b>
Dr. Georg F. Baur		2023	25,000	65.8	3,000	7.9	10,000	26.3	<b>38,000</b>
		2022	25,000	62.1	5,250	13.0	10,000	24.8	<b>40,250</b>
Dr. Mathias Hothum		2023	25,000	73.5	6,000	17.6	3,000	8.8	<b>34,000</b>
		2022	25,000	70.4	7,500	21.1	3,000	8.5	<b>35,500</b>
Dr. Friedrich von Bohlen und Halbach		2023	15,000	83.3	3,000	16.7	0	0.0	<b>18,000</b>
		2022	15,000	60.6	3,750	15.1	6,017	24.3	<b>24,767</b>
Dr. Birgit Kudlek		2023	15,000	69.0	3,750	17.2	3,000	13.8	<b>21,750</b>

	2022	15,000	54.9	6,750	24.7	5,579	20.4	<b>27,329</b>
Dr. Dongzhou Jeffery Liu	2023	15,000	71.4	3,000	14.3	3,000	14.3	<b>21,000</b>
	2022	2,500	49.2	2,250	44.3	329	6.5	<b>5,079</b>
Dr. Yan Xia (from 29 May 2023)	2023	7,708	77.4	2,250	22.6	0	0.0	<b>9,958</b>
	2022	-	-	-	-	-	-	-
Dr. Brady Xumin Zhao (until 31 March 2023)	2023	5,000	100.0	0	0.0	0	0.0	<b>5,000</b>
	2022	2,500	52.6	2,250	47.4	0	0.0	<b>4,750</b>

### 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 (acc. to HGB) and the Heidelberg Pharma Group (acc. to IFRS) 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 97 such employees for the 2023 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	2019	Relative change in %	2020	Relative change in %	2021	Relative change in %	2022	Relative change in %	2023	Relative change in %
<b>Earnings performance</b>										
Sales revenue, HDP AG (in EUR'000)	644	200.9%	219	-66.0%	0	n/a	9,867	n/a	4,671	-52.7%
Sales revenue, HDP Group (in EUR'000)	7,309	99.3%	8,488	16.1%	1,750	-79.4%	19,904	1037%	9,859	-50.5%
Net profit/loss for the year, HDP AG (in EUR'000)	507	425.0%	-18,214	-3693%	-25,160	-38.1%	-20,122	20.0%	-16,545	17.8%
Net profit/loss for the year, HDP Group (in EUR'000)	-10,148	13.1%	-18,369	-81.0%	-26,139	-42.3%	-18,312	29.9%	-20,346	-11.1%
<b>Employee remuneration</b>										
Total wages and salaries, and social security costs	4,628	17.1%	5,568	20.3%	6,489	16.5%	7,800	20.2%	8,455	8.4%
Number of employees excl. EMB (FTEs)	63	16.7%	72	14.3%	82	13.2%	94	14.7%	97	3.3%
Average remuneration, employees (in EUR'000)	73	0.4%	77	5.3%	80	3.0%	83	4.8%	87	4.9%
<b>Executive Management Board remuneration</b>										
Dr. Jan Schmidt-Brand	353	12.8%	351	-0.6%	474	35.0%	389	-17.9%	519	33.3%
Professor Andreas Pahl	288	0.7%	295	2.4%	442	49.8%	328	-25.8%	451	37.4%
Walter Miller	--		--		--		--		299	--
<b>Supervisory Board remuneration</b>										
Professor Christof Hettich	54	1.9%	53	-1.9%	54	1.9%	53	-1.9%	49	-6.6%
Dr. Georg F. Baur	43	2.4%	39	-9.3%	40	2.6%	40	0.0%	38	-5.0%
Dr. Mathias Hothum	24	-4.0%	25	4.2%	31	24.0%	36	16.1%	34	-5.6%
Dr. Friedrich von Bohlen und Halbach	27	0.0%	25	-7.4%	29	16.0%	25	-13.8%	18	-28.0%
Dr. Birgit Kudlek	29	11.5%	26	-10.3%	28	7.7%	27	-3.6%	22	-19.4%
Dr. Dongzhou Jeffery Liu	--		--		--		5		21	320.0%
Dr. Yan Xia	--		--		--		--		10	--
Dr. Brady Xumin Zhao	--		--		--		5		5	0.0%

Ladenburg, 20 March 2024

Heidelberg Pharma AG

For the Executive Management Board:

Professor Andreas Pahl, Chief Executive Officer  
Walter Miller, Chief Financial 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 1 December 2022 to 30 November 2023, 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.

Deloitte GmbH, auditing company

Steffen Schmidt, 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, the documents to be made available to the Annual General Meeting, the other information specified in Section 124a AktG and other information in connection with the Annual General Meeting will be available on the Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/agm> from the date on which the Annual General Meeting is convened.

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 20 June 2024 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 46,604,977 is divided into 46,604,977 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 46,604,977 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 Management Board has decided that the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, with the exception of the proxies appointed by the company, in accordance with Section 15 (7) of the company's Articles of Association.

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 30 May 2024. 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.

By using the password-protected internet service and clicking on the "Enter the Annual General Meeting" button during the Annual General Meeting on 20 June 2024, shareholders or their proxies will be connected electronically 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

**13 June 2024**  
(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@linkmarketservices.eu](mailto:anmeldung@linkmarketservices.eu)

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 end of the 22<sup>nd</sup> day prior to the Annual General Meeting, i.e., by

**29 May 2024**  
(24:00 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 30 May 2024 until the time of closing of voting by the chairman of the meeting at the virtual Annual General Meeting on 20 June 2024. 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

**19 June 2024**

(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@linkmarketservices.eu](mailto:hdpharma@linkmarketservices.eu)

or can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> from 30 May 2024 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 20 June 2024.

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

**19 June 2024**

(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@linkmarketservices.eu](mailto:hdpharma@linkmarketservices.eu)

or can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> from 30 May 2024 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

**14 June 2024**

(24:00 hours 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

**15 June 2024**  
(24:00 hours 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 approx. 1 hour before 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 LinkMeeting 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. In addition, they also have the opportunity, within the scope of their right to speak, to declare an objection for the notary's minutes. 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

**20 May 2024**  
(24:00 hours 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@linkmarketservices.eu](mailto:antraege@linkmarketservices.eu)

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

**5 June 2024**  
(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 5 June 2024 (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 the right to vote on these motions or election proposals to be exercised from this point in time. Motions from shareholders who have not duly registered or are not duly authorized do not have to be dealt with at 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](mailto: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](mailto: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, May 2024

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
<b>A. Specification of the message</b>	
1. Unique identifier of the event	HPHA062024HV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE000A11QVV0
2. Name of issuer	Heidelberg Pharma AG
<b>C. Specification of the meeting</b>	
1. Date of the General Meeting	20.06.2024 [format pursuant to Implementing Regulation (EU) 2018/1212: 20240620]
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: <a href="https://heidelberg-pharma.com/en/agm">https://heidelberg-pharma.com/en/agm</a>  In accordance with the German Stock Corporation Act: Heidelberg Pharma AG, Gregor-Mendel-Str. 22, 68526 Ladenburg, Germany
5. Record Date	29.05.2024, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20240529]
6. Uniform Resource Locator (URL)	<a href="https://heidelberg-pharma.com/en/agm">https://heidelberg-pharma.com/en/agm</a>