



Supplement No. 1

pursuant to § 16 (1) of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) to the

Prospectus

for the public offering in Germany and Luxembourg

of

7,484,190 newly issued no-par bearer shares (shares without nominal value) (*Stückaktien*) resulting from the capital increase against cash contributions and/or contribution in kind with the subscription rights of shareholders resolved by the Executive Management Board on 3 November 2017 with the approval of the Supervisory Board on 3 November 2017 effected by utilising authorised capital

and

for the admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*)

of

up to 7,484,190 newly no-par bearer shares (shares without nominal value) (*Stückaktien*) resulting from the capital increase against cash contributions and/or contribution in kind with the subscription rights of shareholders resolved by the Executive Management Board on 3 November 2017 with the approval of the Supervisory Board on 3 November 2017 effected by utilising authorised capital

– each such share with a nominal value of EUR 1.00
and full dividend rights as of 1 December 2016
ISIN: DE000A11QVV0 / WKN: A11QVV –

as well as

for the public offering in Germany and Luxembourg

of

convertible bonds with zero coupon interest in the total nominal amount of EUR 14,968,380.00, divided into 14,968,380 notes in the nominal amount of EUR 1.00 per note, resolved on 3 November 2017 by the Executive Management Board of the Company with the approval of the Company's Supervisory Board of the same day and based on the authorisation of the annual general meeting dated on the 20 July 2017

– ISIN: DE000A2GSZA0 / WKN: A2G SZA –

of

Heidelberg Pharma AG, Ladenburg

International Securities Identification Number (ISIN): DE000A11QVV0

German Securities Code (*Wertpapierkennnummer*, WKN): A11QVV

Common Code: WL6

Trading Symbol: WL6

Sole Bookrunner: Baader Bank AG, Unterschleissheim

On 3 November 2017, following approval by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), Heidelberg Pharma AG (“**Heidelberg Pharma**” or the “**Company**”) published a prospectus relating to (i) the public offering in Germany and Luxembourg of 7,484,190 newly issued bearer shares with no par value (*Stückaktien*), to the admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (ii) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) of up to 7,484,190 newly issued bearer shares with no par value (*Stückaktien*) as well as to (iii) convertible bonds with zero coupon interest in the total nominal amount of EUR 14,968,380.00, divided into 14,968,380 notes in the nominal amount of EUR 1.00 per note on its website at www.heidelberg-pharma.com (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meaning when used in this Supplement No. 1 to the Prospectus.

The following material inaccuracy in the Prospectus is herewith corrected:

- On page 123 of the Prospectus, in the bottom line, under caption “13.2.4. Share Ownership” the number of shares of the Company as of the date of the Prospectus held by Professor Andreas Pahl set forth as “26,186” is corrected to “30,371”.

This Supplement No. 1 to the Prospectus will be published on the Company’s website at www.heidelberg-pharma.com. Printed copies of the Prospectus and this Supplement No. 1 will be available for distribution free of charge during regular business hours at Heidelberg Pharma AG, Schriesheimer Strasse 101, 68526 Ladenburg, Germany.

Other modifications were not made.

Pursuant to § 16 (3) of the German Securities Prospectus Act (*Wertpapierprospektgesetz*), investors who placed orders to purchase or subscribe for the securities prior to the publication of this Supplement No. 1 can withdraw such orders within two working days from the publication of this Supplement No. 1, provided that the new factor, mistake or inaccuracy referred to in § 16 (1) of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) arose before the final closing of the public offering and the delivery of the securities.

The withdrawal must be in text form and must be submitted to Baader Bank AG, Weihenstephaner Str. 4, 85716 Unterschleissheim, Germany.

SIGNATURES

Ladenburg and Unterschleissheim, 10 November 2017

Heidelberg Pharma AG

sgd. Dr Jan Schmidt-Brand
- Chief Executive Officer -

sgd. Professor Andreas Pahl
- Chief Scientific Officer -

Baader Bank AG

sgd. Christian Bacherl
- Management Board Member -
(*Vorstand*)

sgd. Kai Göhring
- authorised representative -
(*Prokurist*)