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Ad hoc announcement

Inside information pursuant to Article 17 MAR

Heidelberg Pharma AG announces subscription price for new shares and conversion price for convertible bonds from ongoing capital measure

Ladenburg, Germany, 16 November 2017 – The Executive Management Board of Heidelberg Pharma AG (ISIN DE000A11QVV0 / WKN A11QVV / WL6), with the approval of the Supervisory Board, today fixed the subscription price for the planned issue of new shares at EUR 2.60 per new share and the conversion price for the convertible bonds to be issued at EUR 2.60 per share.

The subscription price per new share and the conversion price per share were determined applying the calculation method described in the ad hoc announcement dated 3 November 2017. The subscription price and the conversion price each correspond to the closing price of the Company's existing shares in the XETRA electronic trading system of the Frankfurt Stock Exchange on 16 November 2017, amounting to EUR 2.859 less a discount of 9.1%, determined today.

The currently ongoing subscription period for the new shares and the convertible bonds will end on 20 November 2017 at 24:00 hours (CET). Any unsubscribed new shares and bonds will be offered for sale in private placements to major shareholder dievini Hopp Biotech holding GmbH & Co. KG, Walldorf, and institutional investors within and outside Europe toward the end of the subscription period.

To fund its ATAC development programs, Heidelberg Pharma plans to issue up to 7,484,190 new shares in return for contributions in cash and/or in kind and up to 14,968,380 convertible bonds with a principal amount of EUR 1.00 each and a total principal amount of up to EUR 14,968,380.00.

For more information on the corporate action, please see the ad hoc announcement of Heidelberg Pharma AG dated 3 November 2017 or the Company's website at www.heidelberg-pharma.com.

+++ End of the ad hoc announcement +++

About Heidelberg Pharma

Heidelberg Pharma AG is a biopharmaceutical company based in Ladenburg, Germany. Heidelberg Pharma is an oncology specialist and the first company to develop the toxin Amanitin into cancer therapies using its proprietary Antibody Targeted Amanitin

Conjugate (ATAC) technology and to advance the biological mode of action of the toxin as a novel therapeutic principle. This proprietary technology platform is being applied to develop the Company's proprietary therapeutic ATACs as well as in third-party collaborations to create a variety of ATAC candidates. The proprietary lead candidate HDP-101 is a BCMA ATAC for multiple myeloma. The Company has entered into partnerships to further develop and commercialize its clinical assets MESUPRON[®] and REDECTANE[®], while RENCAREX[®] is available for out-licensing and further development. Heidelberg Pharma AG is listed on the Frankfurt Stock Exchange: ISIN DE000A11QVV0 / WKN A11QVV / Symbol WL6. More information is available at www.heidelberg-pharma.com.

Contact

Heidelberg Pharma AG
Sylvia Wimmer
Tel.: +49 89 41 31 38-29
Email: [investors\[at\]hdpharma.com](mailto:investors[at]hdpharma.com)
Schriesheimer Str. 101, 68526 Ladenburg

IR/PR support

MC Services AG
Katja Arnold (CIRO)
Managing Director & Partner
Tel.: +49 89 210 228-40
Email: [katja.arnold\[at\]mc-services.eu](mailto:katja.arnold[at]mc-services.eu)

This communication contains certain forward-looking statements relating to the Company's business, which can be identified by the use of forward-looking terminology such as "estimates", "believes", "expects", "may", "will" "should" "future", "potential" or similar expressions or by a general discussion of the Company's strategy, plans or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results of operations, financial condition, performance, or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Given these uncertainties, prospective investors and partners are cautioned not to place undue reliance on such forward-looking statements. We disclaim any obligation to update any such forward-looking statements to reflect future events or developments.

NOTE:

*These materials are for informational purposes only and are not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for, securities of Heidelberg Pharma AG (the "**Company**", and such shares, the "**Shares**") in the United States or in any other jurisdiction.*

*The securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be sold or offered for sale within the United States absent registration or an exemption from the registration requirements*

under the Securities Act. The Company does not intend to register any portion of the offering in the United States or to conduct a public offering of the securities in the United States.

*The Company has not authorized any offer to the public in any Member State of the European Economic Area (“**EEA**”), except in the Federal Republic of Germany. With respect to any Member State of the EEA which has implemented the Prospectus Directive other than Germany (a “**Relevant Member State**”), no action has been undertaken or will be undertaken to make an offer to the public requiring publication of a prospectus in any Relevant Member State. As a result, the Shares may only be offered in Relevant Member States:*

- (i) to any legal entity which is a “qualified investor” as defined in the Prospectus Directive; or*
- (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

For the purpose of this paragraph, the expression “offer to the public” means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Shares, as the same may be defined in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (as amended, including Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member States.

Any such investor will also be deemed to have represented and agreed that any securities acquired by it in the contemplated offering of securities have not been acquired on behalf of persons other than such investor. This announcement is not an offer within the meaning of the Prospectus Directive and does not constitute a prospectus.

*In the United Kingdom, this document and any other materials in relation to the Shares is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (“**Financial Promotion**”) Order 2005 (the “Order”); or (ii) “high net worth entities” falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “**relevant persons**”). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.*

This document may contain forward-looking statements. These statements are based on the current views, expectations and assumptions of the management of the Company and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such

statements. Actual results, performance or events may differ materially from those described in such statements due to, among other things, changes in the general economic and competitive environment, risks associated with capital markets, currency exchange rate fluctuations and competition from other companies, changes in international and national laws and regulations, in particular with respect to tax laws and regulations, affecting the Company, and other factors. The Company does not assume any obligations to update any forward-looking statements.

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