

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

## PRESS RELEASE

### **Heidelberg Pharma AG raises approximately EUR 34.4 million from capital measure**

- All allowable shares were placed
- New, institutional investors from Europe
- Financing reach extended to 2020

**Ladenburg, Germany, 21 November 2017** – Heidelberg Pharma AG (ISIN DE000A11QVV0 / WKN A11QVV / WL6) today successfully completed the capital measure adopted on 3 November 2017 and generated gross issue proceeds of approximately EUR 34.4 million (including the contribution in kind) by placing the maximum allowable number of new shares and issuing convertible bonds. A total of 7,484,190 new shares at a price of EUR 2.60 each and 14,968,380 convertible bonds with a principal amount of EUR 1.00 each were placed with existing shareholders of Heidelberg Pharma AG and new, institutional investors. The capital measure was oversubscribed.

Heidelberg Pharma AG will receive gross issue proceeds of EUR 34,427,274 million (including the contribution in kind) from the corporate action, which will be used to finance the Company's ATAC development programs.

As part of the capital measure, the Company's main shareholder, dievini Hopp BioTech Holding & Co. KG, Walldorf, Germany, (dievini) acquired 1,511,128 new shares in return for contributing a repayment claim under the loan agreement dated 11 October 2016, 4,241,834 new shares in exchange for a cash contribution, and 13,882,276 convertible bonds.

Dr Jan Schmidt-Brand, CEO and CFO of Heidelberg Pharma AG, commented: "We are pleased to have completed this capital measure successfully and would like to thank our shareholders for their trust and support. Through this extensive capital measure, we have secured the funds required in particular to launch the clinical development of our development candidate HDP-101, and we expect these funds to be sufficient to continue development until initial indications of efficacy in patients are available. Extending the financing reach of Heidelberg Pharma AG to 2020 enables us to fully focus on the further development of our HDP-101 project and its underlying technologies."

Once the execution of the capital increase has been recorded in the Commercial Register at Mannheim Local Court, the new share capital of the Company will be EUR 22,452,570.00 divided into 22,452,570 no par value bearer shares. The gross issue

proceeds from the new shares amount to EUR 19,458,894, thereof EUR 15,529,961 from the cash contribution and EUR 3,928,933 from the contribution in kind. Heidelberg Pharma has thus fully utilized the authorized capital available for the issuance of new shares.

Heidelberg Pharma has generated gross issue proceeds of EUR 14,968,380 from issuing 14,968,380 convertible bonds with a principal amount of EUR 1.00 each. The Company will not make any interest payments on the convertible bonds (zero-coupon bonds). The bond creditors have the right to convert the convertible bonds into a maximum of 5,757,069 new shares at a conversion price of EUR 2.60 per share from 11 January 2018 up to the final maturity date, subject to certain lock-up periods. At the end of the two-year term starting on the issue date, the Company may request that the convertible bonds be converted into shares of the Company.

Baader Bank AG, Unterschleissheim, Germany, managed the capital measure as global coordinator and sole bookrunner.

### **About Heidelberg Pharma AG**

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<sup>®</sup> and REDECTANE<sup>®</sup>, while RENCAREX<sup>®</sup> 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](http://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.*

*Neither these materials nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada, Japan or South Africa. This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore.”*