

## **Declaration of conformity by the Management Board and Supervisory Board of Heidelberg Pharma AG pursuant to Section 161 of the German Stock Corporation Act (AktG)**

The Management Board and Supervisory Board declare that, with the exception of the deviations described below, Heidelberg Pharma AG has complied with all recommendations (mandatory provisions) of the Government Commission on the German Corporate Governance Code (GCGC) published by the Federal Ministry of Justice in the official section of the Federal Gazette in the period since the last declaration of conformity was issued on 4 February 2025 until the resolution on the declaration of conformity was passed on 3 February 2026 (Code version dated 28 April 2022) and will comply with them from 3 February 2026 onwards (Code version dated 28 April 2022).

In the following, "Heidelberg Pharma" is used synonymously for the Group. In the case of descriptions of specific circumstances relating to Heidelberg Pharma AG as the parent company or the operating subsidiary Heidelberg Pharma Research GmbH, their legal form is explicitly stated.

### **A.1 of the Code: ESG guidelines**

The risks and opportunities for the company associated with social and environmental factors, as well as the ecological and social impacts of the company's activities, are identified and assessed by the company to an appropriate extent. Due to the size and structure of the company, no specific financial and sustainability-related targets have yet been set in the corporate planning. The company will take social and environmental factors into account in accordance with legal regulations in the future, insofar as it is legally obliged to do so.

### **A.2 of the Code: Diversity in management positions**

When filling management positions at Heidelberg Pharma AG, the Management Board focuses exclusively on the professional and personal qualifications of the respective candidate. The quota for women in senior management has been set and published in the Corporate Governance Statement.

The Management Board does not consider it expedient to fill a position with a woman solely for the purpose of ensuring that women are given special consideration in management positions. In the opinion of the Management Board, such an approach would not be in the interests of the company.

### **A.3 of the Code: Internal control system ESG**

The internal control system and the risk management system do not yet specifically take sustainability-related goals into account. If the company is legally obliged to do so in the future, it will take sustainability-related goals into account in accordance with the legal regulations.

## **A.5 of the Code: Adequacy and effectiveness of control systems**

In accordance with legal requirements, the presentation in the management report is currently limited to a description of the key features of the internal control and risk management system with regard to the accounting process.

Recommendation A.5 clearly goes beyond the legal requirements. At this point in time, it is unclear what information the GCGC 2022 will require regarding the adequacy and effectiveness of these systems beyond the legal reporting requirements. As a precautionary measure, Heidelberg Pharma therefore declares a deviation from Recommendation A.5 of the GCGC 2022. Looking ahead, the company intends to expand its reporting in line with the new, more comprehensive recommendation.

## **B.1 of the Code: Appointment of the Management Board**

When appointing members to the Management Board of Heidelberg Pharma AG, the Supervisory Board focuses exclusively on the professional and personal qualifications of the respective candidate. The quota for women on the Management Board has been set and published in the Corporate Governance Statement.

Currently, there are no women on the two-member Management Board of Heidelberg Pharma AG. The Supervisory Board does not consider it expedient to fill a position with a woman solely for the purpose of ensuring special consideration for women in management positions. In the opinion of the Supervisory Board, such an approach would not be in the interests of the company.

## **B.5 of the Code: Age limit for members of the Management Board**

An age limit for members of the Management Board has not been and will not be set. Heidelberg Pharma AG is convinced that such a rule would not be in the interests of shareholders, as rigid rules on age-related retirement could mean that the expertise of experienced employees would have to be dispensed with.

## **C.1 / C.2 of the Code: Composition of the Supervisory Board**

When proposing candidates for Supervisory Board positions at Heidelberg Pharma AG, the Supervisory Board gives priority to the professional and personal qualifications of the respective candidate.

The quota for women on the Supervisory Board has been set and published in the Corporate Governance Statement. Currently, one member of the Supervisory Board of Heidelberg Pharma AG is female. Filling a position with a woman solely to ensure that women are given special consideration for Supervisory Board positions is not considered expedient. In the opinion of the Supervisory Board, such a procedure would not be in the interests of the company.

The Supervisory Board has drawn up a competency profile for the entire board. Beyond this, the Supervisory Board has not specified any targets with regard to potential conflicts of interest, the number of independent Supervisory Board members, age limits for Supervisory Board members, or rules governing the length of service on the Supervisory Board. A blanket target for the composition of the Supervisory Board would constitute an unreasonable restriction on the selection of suitable Supervisory Board candidates on a case-by-case basis. Such a target would therefore impair the right of shareholders to elect the members of the Supervisory Board.

### **C.10 of the Code: Independence of supervisory board members**

The Chairman of the Audit Committee and one other member have been members of the Supervisory Board for more than twelve years. Nevertheless, the company considers them to be independent of the company and the Management Board and endorsed their nomination on the basis of their professional expertise and knowledge of the company.

### **D.11 of the Code: Training and continuing education of the supervisory board**

As the members of the Supervisory Board also belong to other supervisory bodies, the company assumes that the members will take care of training and further education measures independently. To date, the company has neither supported the Supervisory Board in training and further education measures nor reported on them. The Supervisory Board has not expressed any need for this either.

### **F.2 of the Code: Transparency and external reporting**

The annual report and thus the group management report and consolidated financial statements for the 2024 financial year were not made publicly available within 90 days of the end of the financial year on 30 November 2024. Increasing legal requirements in accounting necessitate more time, which is why the group management report and consolidated financial statements were not published within the period recommended by the GCGC, but within the statutory period.

### **G.1 of the Code: Determination of the remuneration system**

The remuneration system for the company's Management Board does not specify a separate target total remuneration, but only a maximum remuneration.

Each year, the Supervisory Board sets financial and non-financial performance criteria for the variable remuneration of the members of the Executive Board that are adapted to the respective situation so that the financial and non-financial performance criteria relevant for the respective financial year precisely match the situation of the company at the time of determination. For this reason, the individual financial and non-financial performance criteria are not presented in the remuneration system of the company's Executive Board.

### **G.3 / G.4 of the Code: Assessment of the appropriateness of total remuneration**

When determining the total remuneration, the Supervisory Board primarily draws on the extensive experience of the individual Supervisory Board members in their work on the management and supervisory bodies of other comparable companies in the industry.

### **G.10 of the Code: Determination of the amount of variable remuneration components**

There is no contractual obligation for a member of the Management Board to invest the variable remuneration amounts granted to him in shares of the company.

### **G.11 of the Code: Exceptional developments**

There is no contractual provision for the retention or repayment of variable remuneration amounts despite the specified targets having been achieved due to other exceptional circumstances.

Heidelberg Pharma AG also complies with most of the recommendations contained in the German Corporate Governance Code ("should" provisions).

Heidelberg Pharma AG's next declaration of conformity is expected to be published at the beginning of 2027.

Ladenburg, 3 February 2026

On behalf of the Management Board:



Dr Dongzhou Jeffery Liu  
Chief Executive Officer



Walter Miller  
Chief Financial Officer

For the Supervisory Board:



Dr Karl Benedikt Biesinger  
Chairman of the Supervisory Board