

Corporate Governance Statement pursuant to Section 289f of the German Commercial Code (HGB)

Declaration of conformity by the Management Board and Supervisory Board of Heidelberg Pharma AG pursuant to Section 161 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 ("should" 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 competence 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).

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

Ladenburg, 3 February 2026

Management Board and Supervisory Board

The corporate governance declarations, including the respective declarations of conformity of Heidelberg Pharma AG, are available on the company's website under "Press & Investors > Corporate Governance > Corporate Governance Declarations" for at least five years.

Procedures of the Executive Management Board and the Supervisory Board

In accordance with the provisions of the German Stock Corporation Act (AktG), the corporate governance structure of Heidelberg Pharma AG is based on a dual system. The company's governing bodies are the Annual General Meeting, which represents the will of the shareholders, and two separate committees, the Management Board and the Supervisory Board.

The Management Board is responsible for managing the company and represents the company externally. The tasks of the Supervisory Board include appointing and dismissing members of the Management Board and monitoring their activities. Under German stock corporation law, the Supervisory Board may not make any management decisions. However, both bodies work closely together for the benefit of the company and share the common goal of ensuring long-term and sustainable growth prospects for its shareholders. This also includes coordinating the strategic direction of the company and jointly deciding on transactions of particular importance.

The company's current Articles of Association are published on the company's website at www.heidelberg-pharma.com under the heading "Press & Investors > Corporate Governance > Articles of Association".

Management Board

The Management Board of Heidelberg Pharma AG is responsible for managing the Group and conducting its business; it is supported in this by a management team. The actions and decisions of the Management Board are strictly aligned with the interests of the company with the aim of creating sustainable value, taking into account the interests of shareholders in particular. The Management Board is responsible for Group policy, the strategic orientation of the Group, investment, financial and personnel planning, resource allocation and the operational management of the Group. It is responsible for preparing interim financial information and the annual financial statements for the Group and Heidelberg Pharma AG. It is also responsible for an effective risk management system and ensures compliance with legal provisions and internal company guidelines.

During the reporting period, the Executive Board of Heidelberg Pharma consisted of the following persons:

Members of the Executive Board	Responsibility	Term of office – or end of contract
Dr Dongzhou Jeffery Liu	Chairman of the Executive Board (since 24 November 2025)*	23 November 2028
Prof. Dr Andreas Pahl	Spokesperson for the Executive Board (until 24 November 2025)	31 December 2026
Walter Miller	Chief Financial Officer	30 April 2026

*Dr Dongzhou Jeffery Liu was appointed to the Executive Board with effect from 24 November 2025 in accordance with Section 105 (2) of the German Stock Corporation Act (AktG).

The Supervisory Board has set the proportion of women on the Management Board at 0% until 31 December 2028. In view of the size of the company, the Supervisory Board currently

considers a Management Board consisting of two members to be appropriate. When filling Management Board positions, the Supervisory Board makes its decisions primarily on the basis of professional qualifications.

The Management Board currently consists of two male members. In accordance with Section 111 (5) sentence 2 of the German Stock Corporation Act (AktG), the target percentage of women must correspond to the total number of persons. Accordingly, an increase in the proportion of women would correspond to a quota of at least 50%. The Supervisory Board believes that long-term cooperation with Management Board members is in the interests of the company. There are currently no plans to replace any members of the Management Board. In the event that the employment contract of a member of the Management Board is not extended, qualified women will be included in the selection process and given appropriate consideration. However, filling positions without regard to qualifications solely for the purpose of increasing the proportion of women is not considered to be effective.

The targets for the proportion of women at the first two management levels at Heidelberg Pharma AG were set by the Management Board in a resolution dated 13 January 2025 as follows:

1st management level	2nd management level
3 C-level positions (non-Executive Board)	7 Vice Presidents
3 male	5 male
0 female	2 female
= 0%	= 29%

The proportion of women at the first management level remained unchanged. At the second management level, the quote was 37.5% at one point due to an increase in the number of vice presidents in March 2025 by one additional female executive.

At the end of September, the company announced that a cost-cutting and focus program would be implemented due to a delayed milestone payment. As part of these measures, early research activities will be discontinued and the workforce reduced by 75% by mid-2026. This will also affect the second management level, which will be as follows from 1 July 2026:

1st management level	2nd management level
3 C-level positions (non-executive board)	4 Vice Presidents
3 male	3 male
0 female	1 female
= 0%	= 25%

To date, the company's management positions have also been filled exclusively by individuals who possessed the necessary qualifications, regardless of their gender. The gender of

applicants should not be a primary consideration when filling management positions. When searching for candidates to fill vacant management positions, qualified women are included in the selection process and given appropriate consideration.

The company's Articles of Association stipulate that the Supervisory Board decides on the number of members of the Management Board. According to the German Stock Corporation Act, the Management Board must consist of at least one member. The term of office of a member of the Management Board is limited by law to a maximum of five years. At Heidelberg Pharma AG, however, it is common practice to limit the term of office to a maximum of three years. Members of the Management Board may be reappointed and dismissed prematurely for good cause. None of the service contracts with the members of the Management Board provide for severance payments of any kind in the event of termination of employment.

Both members of the Executive Board are also members of the management of the subsidiary Heidelberg Pharma Research GmbH. Prof. Dr. Andreas Pahl, who held the position of Spokesman of the Executive Board until 24 November 2025, also teaches at the University of Erlangen-Nuremberg. Dr. Liu is also Chief Scientific Officer (CSO) and President of Huadong Global Development at Huadong Medicine in Hangzhou, China.

The work of the Executive Board is governed by internal rules of procedure, which specify in particular the cooperation and decision-making processes within the Executive Board, the matters reserved for the full Executive Board and the transactions requiring the approval of the Supervisory Board. The areas of responsibility of the Executive Board members are set out in a schedule of responsibilities. Executive Board meetings are held at regular intervals, mainly as part of the Executive Management Team (EMT) meetings. The EMT consists of the Management Board and employees from the first and second management levels and, since the restructuring announced in September, has a total of six members. Each member of the Management Board may request that an extraordinary Management Board meeting be convened in addition to the regular Management Board meetings. People who are not members of the Executive Board may be consulted in an advisory capacity at an Executive Board meeting if this is necessary to deal with an item on the agenda. Minutes shall be taken of each meeting of the Executive Board, stating the place and date of the meeting, the participants, the agenda and the content of the resolutions passed by the Executive Board. The resolutions of the Executive Board are regularly passed at Executive Board meetings, although resolutions may also be passed outside of meetings in writing, by email or by telephone. The Executive Board has a quorum whether all members participate in the resolution. Unless otherwise agreed, the Executive Board passes resolutions unanimously.

The Executive Board reports to the Supervisory Board on an ongoing basis in writing and verbally in detail on the status of the company. In addition, the Executive Board submits the budget for the coming financial year to the Supervisory Board for approval. In addition, the Executive Board is required to inform the Supervisory Board of all transactions that could significantly affect the financial position of the company so that the Supervisory Board can comment on such transactions before they are implemented. In addition to the exchange of information and discussions between the Supervisory Board and the Management Board, the Chairman of the Supervisory Board and the Chairman of the Management Board, as well as other members of the Board, discuss current and ongoing issues in numerous conference calls whenever appropriate.

The Management Board has not established any committees.

Short CVs of the members of the Management Board can be found on the company's website at www.heidelberg-pharma.com under "Company > Management Team".

Supervisory Board

In accordance with the Articles of Association, the Supervisory Board currently consists of seven members who are selected in accordance with the recommendations of the Corporate Governance Code based on criteria of professional experience and qualifications as well as independence and diversity. The members of the Supervisory Board are elected for a maximum term of five years, although appointments for a shorter term are possible. Re-election is permitted, including multiple times. The Supervisory Board appoints a Chairman of the Supervisory Board and one or more deputies from among its own ranks. Former members of the Executive Board are not currently members of the Supervisory Board. Further details on the Supervisory Board can be found in the notes to the consolidated financial statements.

Five current members of the Supervisory Board were re-elected by the Annual General Meeting by a simple majority vote on 15 May 2025. The Chairman of the Supervisory Board, Dr Karl Benedikt Biesinger, and Dr Klaus Schollmeier were newly elected to the Supervisory Board. The term of office of all members ends at the close of the Annual General Meeting in 2030. Supervisory Board member Dr Liu was appointed to the Management Board with effect from 24 November 2025 in accordance with Section 105 (2) of the German Stock Corporation Act (AktG). In the course of his appointment to the Executive Management Board, Dr Liu resigned from his position as a member of the Supervisory Board on 24 November 2025 with effect from 23 December 2025. The Annual General Meeting in 2026 will decide on his succession.

The Supervisory Board advises and monitors the Executive Board in the management of the company. It is involved in strategy and planning as well as in all matters of fundamental importance to the company through regular exchanges with the Executive Board. For significant business transactions – such as the strategic and operational orientation of the company, the determination of annual planning, major acquisitions, investments or license agreements, contracts outside the scope of normal business operations that deviate significantly from the usual risk structure, as well as the establishment of new business operations or significant changes to existing business operations – the Executive Board's rules of procedure contain approval reservations for the Supervisory Board.

The Chairman of the Supervisory Board coordinates the work of the Supervisory Board, convenes its meetings, which should take place at least twice per calendar half-year, chairs these meetings and represents the interests of the board externally. The Articles of Association stipulate that the resolutions of the Supervisory Board are generally passed at meetings. At the request of the Chairman of the Supervisory Board, resolutions may also be passed in writing, by email or by telephone, provided that no member immediately objects to this procedure. The Articles of Association further stipulate that the Supervisory Board has a quorum if at least four of its members participate in the resolution in person or by means of an admissible form of voting. Absent members may participate in the Supervisory Board's decision-making by casting their votes in writing. The Supervisory Board's resolutions are passed by a simple majority of the votes cast, unless otherwise stipulated by law. Abstentions are not counted as votes cast. In the event of a tie, the chairperson has the casting vote.

The Supervisory Board has adopted rules of procedure which, in addition to the decision-making process described above, also regulate general duties and tasks, the composition of the Supervisory Board, the duties of the Chairman and his deputies, the participation of third

parties in meetings, the convening of the Supervisory Board, and the composition, responsibilities and procedures of the Supervisory Board committees.

Efficiency review

The Supervisory Board conducts a regular efficiency review every two years in accordance with C.1 of the German Corporate Governance Code. The last review took place in November 2024 and confirmed that the Supervisory Board is efficiently organised and that the interaction between the Executive Board and the Supervisory Board works well. The next review is planned for autumn 2026.

An overview of its work is provided in the Supervisory Board report, which is published as part of the annual reports on the company's website at www.heidelberg-pharma.com under the heading "Press & Investors > Financial Reports".

The mandates of the Supervisory Board members, their length of service on the Supervisory Board and their business relationships with related parties are listed in the notes to the consolidated financial statements. Short CVs of the Supervisory Board members can be found on the website under "Company > Supervisory Board".

Work of the Supervisory Board in committees

An essential part of the Supervisory Board's activities is its work in committees. The Supervisory Board of Heidelberg Pharma AG has formed three committees: the Audit Committee, the Joint Personnel and Nomination Committee, and, since September 2025, the Research and Development Committee, which meet in their respective functions. All committees are preparatory in nature.

The composition of the Supervisory Board and the membership of the committees formed are shown in the following table:

Supervisory Board	Function	Affiliation since	Audit Committee	Personnel and Nomination Committee	Research and Development Committee
Dr Karl Benedikt Biesinger <i>Independent</i>	Chairman	2025		X (Chair)	
Dr Georg F. Baur <i>Independent</i>	Deputy Chairman	2000	X (Chair)	X	
Dr Mathias Hothum <i>Representative of the majority shareholder</i>	Deputy Chair	2015	X		
Dr Birgit Kudlek <i>Independent</i>	Member	2012	X		X
Dr Klaus Schollmeier <i>Independent</i>	Member	2025			X (Chair)

Dr Dongzhou Jeffery Liu <i>Representative of the second anchor shareholder (resigned on 24 November 2025, suspended until 23 December 2025)</i>	Member	2022		X	X
Dr Yan Xia <i>Representative of the second anchor shareholder</i>	Member	2023			

The Audit Committee supports the Supervisory Board in its independent supervision of the company's financial reporting and, in particular, reviews the financial statements and risk management. This also includes discussing the half-yearly reports with the Management Board prior to publication. In addition, as part of the audit mandate given by the Supervisory Board to the independent auditors, the Audit Committee discusses individual sections of the audit with the auditors and proposes that the Supervisory Board approves the annual financial statements and the consolidated financial statements. In addition to this supervisory responsibility, the committee reviews the company's control systems established as part of risk management, as well as the company's most significant risk potential and the countermeasures taken by the Executive Board. The Chairman of the Audit Committee is Dr Georg F Baur. He is independent of the majority shareholder and, thanks to his many years of professional experience as an entrepreneur and his supervisory board mandates, has special knowledge and experience in the field of accounting. This includes, in particular, knowledge and experience in the application of accounting principles and internal control and risk management systems. Another member of the Audit Committee, Dr Klaus Schollmeier, has special knowledge in the field of auditing due to his many years of professional experience as an entrepreneur. Resolutions on the above-mentioned topics are passed by the full Supervisory Board in accordance with Section 107 (3) of the German Stock Corporation Act (AktG) and the German Corporate Governance Code.

As a matter of principle, neither the Chairman of the Supervisory Board nor a former member of the Management Board may chair the Audit Committee.

The joint Personnel and Nomination Committee prepares personnel matters relating to the Management Board in its function as a personnel committee. In particular, it is responsible for preparing, amending and terminating the service contracts of the Management Board, for preparing any pension or other commitments, and for preparing the granting, withdrawal or amendment of stock option rights, convertible bonds or similar rights to members of the Management Board. In its function as the Nomination Committee, the Joint Personnel and Nomination Committee proposes suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting and prepares the appointment of new members of the Executive Board. Dr Karl Benedikt Biesinger is Chairman of the Joint Personnel and Nomination Committee.

The Research and Development Committee was formed at the beginning of September. It deals with topics in the field of research and development and prepares these for the Supervisory Board. These include, in particular, the Amanitin-based ADC technology of Heidelberg Pharma Research GmbH and its strategic further development/partnering. In addition, the R&D Committee deals with the clinical development strategy for product candidates. The Chairman is Dr Klaus Schollmeier.

As part of its long-term succession planning, the Supervisory Board reviews the existing Management Board structure at least once a year and coordinates any structural changes with the Management Board. If it becomes apparent that new appointments to the Management Board may be necessary or that new Management Board departments are to be created, the Supervisory Board discusses the requirements regarding the characteristics and qualifications of potential new Management Board members with the Management Board.

Targets for composition

Target for the proportion of women

In accordance with Section C.1 of the German Corporate Governance Code, the Supervisory Board has set the following target for its composition: The proportion of women on the Supervisory Board should be at least 14% by 31 December 2028.

Competence profile

The Supervisory Board of Heidelberg Pharma AG should be composed in such a way that it can perform its duties properly as a whole. The necessary knowledge, skills and experience have been defined and a competence profile has been drawn up accordingly.

The required competencies of the entire committee or a certain number of members have been defined in the following areas and are fulfilled by the Supervisory Board members listed below:

Competence	Dr Biesinger	Dr Baur	Dr Hothum	Dr Kudlek	Dr Schollmeier	Dr. Liu (until 24 November 2025)	Dr Xia
Corporate Management	X	X	X	X	X	X	
Personnel management	X		X		X	X	
Accounting	X	X	X				
Final examination	X	X	X	X	X		
Capital market/financing	X	X	X	X	X		
Pharmaceutical/biotech industry			X	X	X	X	X
Research & Development				X	X	X	X
Drug development				X	X	X	X
M&A transactions	X	X	X		X		
Innovation/digitalisation			X		X		X
Crisis management	X		X	X	X	X	

Internationality	X	X	X	X	X	X	X
Sustainability	X	X	X		X		

Remuneration report for the Executive Board and Supervisory Board

The remuneration report for the last financial year and the auditor's note, as well as the applicable remuneration system and the last remuneration resolution, are publicly available at www.heidelberg-pharma.com under the heading "Press & Investors > Corporate Governance" in accordance with Section 289f II No. 1a of the German Commercial Code (HGB).

Corporate Governance

Heidelberg Pharma AG has attached the greatest importance to responsible corporate management in the pursuit of shareholder value. Given its listing on Deutsche Börse's Prime Standard segment of the Frankfurt/Main Stock Exchange, the Company is committed with a few exceptions to the national rules and regulations of the German Corporate Governance Code and also fulfills most of its non-mandatory recommendations. The Executive Management Board and the Supervisory Board of Heidelberg Pharma AG are convinced that compliance with high standards in corporate governance is central to the Company's success.

Heidelberg Pharma AG and its subsidiary Heidelberg Pharma Research GmbH are conducting business in a highly regulated field and strive to act credibly, respectably and reliably, and to project these values. To this end, the Company reviews and refines its corporate governance policies on a regular basis. There are clear goals, and the extent to which they have been accomplished is reviewed on a regular basis. These performance targets are a material element of the Company's management philosophy and an integral part of its remuneration system.

Transparent Communication

Heidelberg Pharma AG provides shareholders and analysts, the media and the interested public with information simultaneously and regularly. It does so in compliance with all requirements of the German Corporate Governance Code in terms of transparency, timeliness, openness and equal treatment. All Company publications are provided in the form of a media package and published on the www.heidelberg-pharma.com website under "Press & Investors". This section includes information such as press releases, ad-hoc announcements, financial reports, the financial and conference calendars as well as reportable events such as voting rights announcements and directors' dealings. Corporate governance documents such as the Articles of Association, Statement on corporate governance, declarations of the shareholdings of corporate bodies or the Whistleblower system are also published here.

Due to its listing on the Prime Standard, Heidelberg Pharma AG publishes all releases in German and English.

Insider Trading

Important and share price-relevant information ("insider information") are treated with particular care at Heidelberg Pharma. The Company attaches great importance to the statutory regulations prohibiting insider trading. Employees and consultants involved in insider trading projects are informed in advance of their rights and obligations and, if necessary, included in insider lists. This information is also provided to the executive bodies, which are also informed about directors' dealings.

Compliance

Heidelberg Pharma has issued corporate guidelines and Standard Operating Procedures in many areas of the Company that must be observed by its employees; compliance is monitored by the relevant compliance officers. The Company's internal requirements comply with statutory provisions. Employees can report violations of these requirements to the Company anonymously using a web-based system ("Whistleblower system").

Whistleblower System

Employees and external persons can use a web-based system (Integrity Line) to report suspected or observed violations of the law, misconduct, violations of the Heidelberg Pharma Code of Conduct or deviations from guidelines to Heidelberg Pharma while maintaining their anonymity. The Integrity Line is hosted outside the Heidelberg Pharma network. The aim is to ensure trustworthy and anonymous communication that protects the identity of both the whistleblower and the person against whom the report is directed.

Risk and quality management

Heidelberg Pharma's business risks predominantly relate to the development of compounds, protection of intellectual property, collaboration with partners, capital recovery and sustainable financing of the Group in the medium to long term. Managing and controlling risk is important to the management of Heidelberg Pharma. Potential risks with significant ramifications and a reasonable probability of occurrence are recorded, assessed and closely monitored on a regular basis. This system is an important part of corporate control and monitoring. Information on current corporate risks and details on risk management are presented annually in the risk report of the annual report.

Accounting and auditing

Heidelberg Pharma maintains an effective internal control system designed to ensure reliable financial reporting. The Company's internal control system (ICS) is an integral part of its risk management system and serves primarily to ensure that its financial statements comply with all rules and regulations. It comprises all principles, methods and actions aimed at ensuring the effectiveness, economy and propriety of the Company's accounting system as well as ensuring compliance with material legal requirements. The ICS is reviewed by the auditors as part of the audit of the financial statements.

The corporate bodies of Heidelberg Pharma AG receive a report from this audit on the effectiveness of the internal control system to ensure reliable financial reporting. In particular, reports on this system are submitted to the Audit Committee of the Supervisory Board, which discusses the results of the audit.

Heidelberg Pharma AG complies with IFRS accounting standards and HGB reporting to ensure reliable financial reporting. The ICS is based on the "Internal Control - Overarching Framework" of the Committee of Sponsoring Organizations of the Treadway Commission (COSO Framework).

Sustainable corporate governance / CSR (Corporate Social Responsibility)

Sustainability is particularly important at Heidelberg Pharma. The Company is keen to exercise its economic, ecological and social responsibility in a conscientious manner.

The business model is oriented towards sustainable growth in a forward-looking industry. One of the company's goals is to develop targeted, highly effective therapies for cancer patients that are as well-tolerated as possible. The Company thereby creates value that benefits patients, employees and shareholders alike.

Heidelberg Pharma meets all legal requirements relating to environmental protection and animal welfare as well as occupational safety.

The company also takes a holistic approach to its responsibility towards its employees. Heidelberg Pharma offers various support options for employee development and work-life balance. In addition, the company attaches great importance to health care and retirement provisions for employees in order to provide them with additional protection in the event of illness and in old age.

Code of Conduct of Heidelberg Pharma AG and its subsidiary Heidelberg Pharma Research GmbH

The Heidelberg Pharma Code of Conduct provides employees with orientation and refers to guidelines regarding the fundamental ethical and social standards within the company. It is intended to regulate both dealings with each other and external behavior. All people working in the company, including the Management Board and Supervisory Board, should observe the Code of Conduct and act accordingly. It is not only business success that counts, but also the way we behave and treat each other.

Drug development: Heidelberg Pharma's activities in the field of drug development are subject to extensive governmental regulations, installed to protect patients and enhance the standards in healthcare. Heidelberg Pharma's policy is to adhere to the letter and the spirit of the laws and guidelines in this area. Any employee who notes a deviation from this policy in this area is encouraged to alert his supervisor and the responsible member of the Executive Management Board immediately. A report can also be made anonymously via a web-based system ("whistleblower system").

Protection of employee safety and welfare: In view of safety and a healthy work environment the law and any internal rules of Heidelberg Pharma regarding safety and hygiene must be complied with.

Environment: All rules and regulations regarding the handling of chemicals, organisms and waste products have to be observed. In general, the Company expects its employees to act responsibly towards the environment, also where no mandatory rules apply.

Political and religious activities: Although Heidelberg Pharma respects the political or religious opinions of its employees, promotion of political or religious views is not allowed, by any means, on the Company's premises. Nor is the support of political parties or religious denominations with financial means from the Company allowed.

Discrimination: It is forbidden to distribute, promote or duplicate racist, sexual or discriminatory opinions and materials of any kind within Heidelberg Pharma or through the use of the Company's infrastructure like email or copiers.

Behavior of employees within Heidelberg Pharma: Employees of Group shall at all times treat their colleagues with appropriate respect and shall not discriminate any of their colleagues in writing, verbally or any other form with regard to sex, race, handicap, political or religious opinions. The requirements of the German General Equal Treatment Act (Allgemeines Gleichbehandlungsgesetz) dated 24 December 2022 must be observed.

Protection of confidentiality: The Group respects any confidential information received from third parties in the conduct of its business. Such information will be protected as Heidelberg Pharma's own confidential information will be. The employees of Heidelberg Pharma are only allowed to use information rightfully obtained and are not allowed to use confidential information received in other ways than for the intended purpose.

Insider trading: Important and share price-relevant information ("insider information") is treated with particular care at Heidelberg Pharma. As long as this type of information is not published, all employees who are aware of it must treat it confidentially and may not use it for their personal benefit. No share transactions involving Heidelberg Pharma shares may be carried out on the basis of insider information and this information may not be passed on to third parties. Upon signing the employment contract, each employee receives an information memorandum on insider trading law.

Information policy: Any information regarding financial conditions, progress in clinical or product development, patent situations etc., provided by the Company's management or employees to third parties must be consistent with the actual situation. The disclosure of information to third parties by individual employees may only take place within the scope of the respective area of activity of the employees concerned and must always be coordinated with the respective superiors or with the management. Heidelberg Pharma AG's management is responsible for providing updates on a regular basis to entitled parties within the Group.

Conflict of interest: The employees of Heidelberg Pharma must avoid situations of conflict between company and personal interests. Where such situations exist or may occur the employee is responsible for immediately disclosing such conflicts of interest to a member of the Executive Management Board. Examples of situations to be avoided are: acceptance of presents, payments, loans or services of any kind by suppliers, customers, organizations, service providers or competitors in excess of what is customary in such cases, e.g. a customary business meal or a small present at the end of the year (less than € 25). Employees should also avoid doing business with former colleagues except when only Heidelberg Pharma business reasons are involved. In no case are the Company's employees allowed to use information obtained at Heidelberg Pharma for personal financial gain or for the benefit of family relations and friends.

Doing business: Interactions between Heidelberg Pharma and third parties will take place only according to legal and lawful practice. In case of major transactions multiple quotations will be compared to obtain the best possible deal for the Company. In no case will Heidelberg Pharma accept payments that have been made to illegally avoid taxation. The Company will not make any payments that are not legally due or that contradict existing law or the intention of the law. Equally, no payments will be made for a purpose that is different from that stated on the invoice.

With the rules and guidelines described here, Heidelberg Pharma aims to contribute to being a reliable, responsible and respectful partner to its employees as well as to all those who are in business contact with the company.

Ladenburg, 3 February 2026

On behalf of the Executive 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