

Convenience Translation

The text decisive for the invitation to the Annual General Meeting (AGM) of Heidelberg Pharma AG is the one written in German language.

Heidelberg Pharma AG
Ladenburg, Germany
German Securities Identification Number: A11QVV
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Invitation to the virtual Annual General Meeting of Heidelberg Pharma AG

We hereby cordially invite our shareholders to the Annual General Meeting of Heidelberg Pharma AG, Ladenburg, Germany, which will take place on Thursday, 15 May 2025 at 09:00 am (CEST) as a virtual Annual General Meeting without the physical presence of the shareholders or their authorized representatives, with the exception of the proxies appointed by the Company.

The venue of the meeting as defined by German Stock Corporation Act is the Company's registered office at Gregor-Mendel-Str. 22, 68526 Ladenburg, Germany. The shareholders and their authorized representatives (with the exception of the Company's proxies) will have neither the right nor the option to be physically present at the meeting venue. An audio and video broadcast of the entire Annual General Meeting will be available on the Internet for duly registered shareholders or their authorized representatives via the Company's website at <https://heidelberg-pharma.com/en/agm> via the password-protected Internet service. Shareholders – or their authorized representatives – will exercise their right to vote exclusively by means of electronic communication, namely by electronic postal vote or by authorizing and instructing the proxies appointed by the Company. For further details, please refer to the additional information and notes at the end of the invitation following the agenda.

Agenda

- 1. Presentation of the adopted annual financial statements of Heidelberg Pharma AG and the approved consolidated financial statements and the combined management report for Heidelberg Pharma AG and the Heidelberg Pharma Group, including the explanatory report of the Executive Management Board regarding the disclosures pursuant to Section 289 and Section 315a of the German Commercial Code (Handelsgesetzbuch, HGB) as well as the report of the Supervisory Board – in each case for the 2023/2024 fiscal year ended 30 November 2024**

The documents mentioned in agenda item 1 are available on the Internet at <https://heidelberg-pharma.com/en/agm>. The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Management Board. Hence there is no need for the Annual General Meeting to adopt a resolution on this agenda item.

- 2. Resolution on the formal approval of the actions of the members of the Executive Management Board**

The Supervisory Board and the Executive Management Board propose formally approving the actions of the members of the Executive Management Board during the 2023/2024 fiscal year ended 30 November 2024.

- 3. Resolution on the formal approval of the actions of the members of the Supervisory Board**

The Executive Management Board and the Supervisory Board propose formally approving the actions of the members of the Supervisory Board during the 2023/2024 fiscal year ended 30 November 2024.

- 4. Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2024/2025 fiscal year**

The Supervisory Board proposes, based on the recommendation of its Audit Committee, that Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed as auditor and group auditor for the 2024/2025 financial year.

The Audit Committee has declared that its recommendation is free from any undue influence by a third party and that no clause of the kind referred to in Article 16 (6) of the EU Statutory Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014) has been imposed on it that restricts the choice.

5. Resolution on the approval of the remuneration system for members of the Executive Management Board

Pursuant to Section 120a, Paragraph 1 of the German Stock Corporation Act (AktG), the Annual General Meeting of a listed company resolves at least every four years and whenever there is a significant change to the remuneration system on the approval of the remuneration system for members of the Executive Board as presented by the Supervisory Board. The Annual General Meeting of Heidelberg Pharma AG last passed such a resolution on 18 May 2021 under agenda item 7 with an approval rate of 99.89 %, meaning that a new resolution is required at regular intervals. The Supervisory Board reviewed the remuneration system for the members of the Executive Management Board in connection with the regular presentation of the remuneration system to the Annual General Meeting in 2025. Since the remuneration system has proven effective in recent years, even in times of major challenges, no fundamental adjustments were required, only selective changes.

The remuneration system for members of the Executive Management Board is available for inspection by shareholders at the Company's offices as of the date of the convening of the Annual General Meeting and during the Annual General Meeting on the Company's website at <https://heidelberg-pharma.com/en/agm>.

The Supervisory Board proposes - based on the recommendation of its Personnel and Nomination Committee - that the remuneration system for the members of the Executive Management Board of Heidelberg Pharma, which was adopted by the Supervisory Board with effect from the end of this Annual General Meeting, be approved.

6. Resolution on the approval of the remuneration report

Pursuant to Section 162 (1) sentence 1 German Stock Corporation Act (AktG), the Executive Management Board and Supervisory Board of the listed company shall prepare a clear and comprehensible report each year on the compensation granted and owed to each individual current or former member of the Executive Management Board and Supervisory Board in the past financial year. Pursuant to Section 120a (4) German Stock Corporation Act (AktG), the Annual General Meeting of the listed company shall resolve on the approval of the compensation report.

The remuneration report of Heidelberg Pharma AG for the financial year 2023/2024, prepared in accordance with section 162 of the German Stock Corporation Act (AktG) and audited by the Company's auditor in accordance with section 162 (3) German Stock Corporation Act (AktG), together with the auditor's opinion, is available on the Company's website at <https://heidelberg-pharma.com/en/agm> from the time the Annual General Meeting is convened and also during the Annual General Meeting.

The Executive Management Board and the Supervisory Board propose that the remuneration report of Heidelberg Pharma AG for the 2023/2024 fiscal year, prepared and audited in accordance with section 162 German Stock Corporation Act (AktG), be approved.

7. Resolution on the election of Supervisory Board members

The term of office of all Supervisory Board members expires at the conclusion of the AGM on 15 May 2025. The AGM must therefore elect seven new Supervisory Board members. The AGM is not bound by nominations for the election of the Supervisory Board.

The Supervisory Board is constituted in accordance with Section 95 and Section 96 (1) German Stock Corporation Act as well as Article 10 (1) of the Company's Articles of Association and has seven members. Given that the Company is not subject to co-determination laws, its Supervisory Board comprises solely shareholder representatives. Pursuant to Section 102 (1) German Stock Corporation Act and Article 10 (2) of the Company's Articles of Association, the members of the Supervisory Board are appointed for a term ending no later than at the conclusion of the Annual General Meeting (AGM) at which the actions of the Supervisory Board members during the fourth fiscal year following the commencement of their term of office are formally approved, not counting the fiscal year during which the relevant Supervisory Board members were elected.

In line with the proposal by its Compensation and Nomination Committee, the Supervisory Board is proposing to elect the individuals named below under a) to g) as Supervisory Board members with effect from the conclusion of the AGM. The individuals named under a) to g) shall be appointed for the period up to the conclusion of the General Meeting which resolves on the formal approval of the actions of the Supervisory Board members for the fourth fiscal year after the commencement of their term of office (i.e. probably the 2030 AGM); the fiscal year in which the term of office begins is not counted in this respect.

a) Dr Karl Benedikt Biesinger

Place of residence: Heidelberg, Germany,

Occupation: lawyer and partner at biesinger diener Rechtsanwalts-gesellschaft mbH Heidelberg, Germany; as well as a member of other supervisory boards, as detailed below under "Mandates" a).

b) Dr Klaus Schollmeier

Place of residence: Hemsbach, Germany

Occupation: Advisor to the Pharma and Biotech industry and business Angel; as well as a member of other supervisory boards, as detailed below under "Mandates" b).

c) Dr Georg F. Baur

Place of residence: Hamburg, Germany

Occupation: Managing Director of Park & Garden Organisations GbR

d) Dr Birgit Kudlek

Place of residence: Bad Soden, Germany

Occupation: independent manager in the pharmaceutical industry; as well as a member of other supervisory boards, as detailed below under “Mandates” d).

e) Dr Mathias Hothum

Place of residence: Walldorf, Germany

Occupation: Managing Director of dievini Verwaltungs GmbH, the general partner of dievini Hopp BioTech holding GmbH & Co. KG, Walldorf, Germany; as well as a member of other supervisory boards, as detailed below under “Mandates” e).

f) Dr Dongzhou Jeffery Liu

Place of residence: Monroe, New York, USA

Occupation: CSO and President of Huadong Global Development, Huadong Medicine Co., Ltd., Hangzhou, China

g) Dr Yan Xia

Place of residence: Hangzhou, China

Occupation: Director of ADC Research Center, Huadong Medicine Co., Ltd, Hangzhou, China

Mandates:

The proposed candidates are listed under (i) as a member of a statutory Supervisory Board of the specified companies and/or under (ii) as a member of comparable national or foreign control committees of companies:

a) Dr Karl Benedikt Biesinger

(i) SNP Schneider-Neureither & Partner SE, Heidelberg (Chairman of the Supervisory Board)

(ii) None

b) Dr. Klaus Schollmeier

- (i) Tacalyx GmbH, Berlin, Germany (Member of the Supervisory Board)
Eternygen GmbH, Berlin, Germany (Member of the Supervisory Board)
Curevac AG, Tübingen, Germany (Member of the Supervisory Board)
Novaliq GmbH, Heidelberg, Germany (Member of the Supervisory Board)
- (ii) Anergis Pharma, Lausanne, Switzerland (Member of the Supervisory Board)
Affiris Pharma, Vienna, Austria (Member of the Supervisory Board)
Modra Pharmaceuticals, Amsterdam, Netherlands (Member of the Supervisory Board)

c) Dr Georg F. Baur

- (i) None
- (ii) None

d) Dr Birgit Kudlek

- (i) Rottendorf Pharma GmbH, Ennigerloh, Germany (Member of the Supervisory Board)
- (ii) Cidron Atrium SE (Alloheim Gruppe), Düsseldorf, Germany (Member of the Advisory Board)
Lohmann GmbH & Co KG, Neuwied, Germany (Member of the Advisory Board)
Pharmanovia Pharma Limited, London, United Kingdom (Member of the Advisory Committee)
Remedica Ltd., Limassol, Cyprus (Member of the Advisory Committee)

e) Dr Mathias Hothum

- (i) CureVac AG, Tübingen, Germany (Member of the Supervisory Board)
Molecular Health GmbH, Heidelberg, Germany (Member of the Supervisory Board)
Geuder AG, Heidelberg, Germany (Chairman of the Supervisory Board)
Immatics N.V., Tübingen, Germany (Member of the Supervisory Board)
- (ii) Apogenix GmbH, Heidelberg, Germany (Member of the Advisory Board)
Joimax GmbH, Karlsruhe, Germany (Chairman of the Advisory Board)
Novaliq GmbH, Heidelberg, Germany (Member of the Advisory Board)

f) Dr Dongzhou Jeffery Liu

- (i) None
- (ii) None

g) Dr Yan Xia

- (i) None
- (ii) None

Detailed CVs of the candidates proposed can be viewed online on the Company's website at <https://heidelberg-pharma.com/en/agm>. In accordance with the German Corporate Governance Code, the proposed candidates will ensure that they have sufficient time available to discharge their duties; furthermore, the Supervisory Board has satisfied itself that the proposed candidates are able to devote the expected amount of time required.

In the opinion of the Supervisory Board, none of the proposed candidates - with the exception of Dr Mathias Hothum - has a personal or business relationship with Heidelberg Pharma AG or its Group companies or the executive bodies of Heidelberg Pharma AG or with a shareholder holding a material interest in Heidelberg Pharma AG within the meaning of the German Corporate Governance Code that must be disclosed under the German Corporate Governance Code. However, Dr Mathias Hothum is the managing director of dievini Verwaltungs GmbH, which is the general partner of dievini Hopp BioTech Holding GmbH & Co. KG, which in turn holds a material interest in Heidelberg Pharma AG, Dr Mathias Hothum has a personal and business relationship with a shareholder holding a material interest in Heidelberg Pharma AG.

The candidates Dr Dongzhou Jeffery Liu and Dr Yan Xia are employed by Huadong Medicine Co, Ltd, Hangzhou, China (SZ 000963; Huadong), which holds 35% of the shares in the Company.

With the exception of Dr. Mathias Hothum, Dr. Georg F. Baur and Dr. Birgit Kudlek, none of the proposed candidates have served as members of the Supervisory Board for more than ten years.

The election proposals take into account the objectives resolved by the Supervisory Board for its composition and aim to fulfill the competence profile developed by the Supervisory Board for the entire Board. In particular, the Supervisory Board will continue to be composed of at least 50% members who are independent of the company within the meaning of the German Corporate Governance Code. The objectives and the profile of skills and expertise were last adopted by the Supervisory Board in November 2024 and are published in the Corporate Governance Report for the 2024 financial year, including the status of implementation. This is available on the Company's website.

The candidates proposed for election are all familiar with the sector in which the Company operates.

Supervisory Board member Dr Georg F. Baur has expertise in the field of auditing. Supervisory Board member Dr Mathias Hothum has expertise in the field of accounting. In addition, Dr Baur and Dr Hothum have expertise in the area of sustainability (ESG).

It is intended to have the Annual General Meeting decide on the elections of the Supervisory Board members by way of individual voting.

8. Resolution on the confirmation of remuneration and the remuneration system for Supervisory Board members

In accordance with Section 113 (3) German Stock Corporation Act (AktG), the Annual General Meeting of listed companies must pass a resolution on the remuneration of Supervisory Board members at least every four years. Most recently, the Annual General Meeting on 18 May 2021 passed a resolution on the remuneration of the Supervisory Board under agenda item 8 with an approval rate of 99.99%.

The Supervisory Board has reviewed the current remuneration system for the members of the Supervisory Board and has come to the conclusion that the current remuneration system for the members of the Supervisory Board, which was resolved by the Annual General Meeting on 18 May 2021 under agenda item 8, continues to be appropriate for the members of the Company's Supervisory Board. The Supervisory Board has shared the findings and conclusions reached with the Management Board, as the Management Board and Supervisory Board are obliged to submit a proposal for a resolution to the Annual General Meeting in accordance with Section 124 (3) sentence 1 German Stock Corporation Act (AktG).

The remuneration system for the members of the Supervisory Board is available from the time the Annual General Meeting is convened and also during the Annual General Meeting on the Company's website at <https://heidelberg-pharma.com/en/agm>.

The Management Board and Supervisory Board therefore propose that the existing remuneration for the members of the Supervisory Board be confirmed and the remuneration system for the members of the Supervisory Board be approved.

9. Resolution on the authorization of the Management Board to issue convertible bonds or bonds with warrants, cancellation of Contingent Capital 2020/I and creation of corresponding contingent capital (Contingent Capital 2025/I) as well as an amendment to the Articles of Association

The ability to raise equity is an essential basis for the positive development of the Company. One way of raising equity is to issue bonds with conversion or option rights to shares. The current version of the Company's Articles of Association includes Contingent Capital 2020/I in the amount of EUR 12,705,033.00 under Section 5 (8). Contingent Capital 2020/I serves the sole purpose of granting new shares to holders of

conversion or option rights that are granted by the Company or by companies in which the Company directly or indirectly holds a majority interest on the basis of the authorization of the Annual General Meeting on 22 July 2020 in accordance with the resolution on agenda item 6. The period during which the Management Board was authorized, with the approval of the Supervisory Board, to issue corresponding conversion or option rights ends on 21 July 2025 in accordance with the resolution of the Annual General Meeting on 22 July 2020 on agenda item 6 no. 1.

In order to be able to continue to use the possibility granted by law to issue bonds with conversion or option rights to shares, the Executive Management Board and Supervisory Board therefore propose the following resolution

1. Authorization to issue convertible bonds or bonds with warrants

a) Authorization period, nominal amount, term, number of shares

The Executive Management Board is authorized, with the approval of the Supervisory Board, to issue bearer or registered convertible bonds or bonds with warrants (collectively referred to as “**W/O bonds**”) with a total nominal value of up to EUR 50,000,000.00 with or without a limited term and to grant the holders of convertible or warrant bonds conversion or option rights to subscribe to a total of up to 23,302,488 no-par value bearer shares in the Company with a proportionate amount of the share capital totaling up to EUR 23,302,488.00 (“**new Shares**”) in accordance with the terms and conditions of the convertible bonds or warrant bonds. The authorization can be utilized in partial amounts.

The W/O bonds are to be issued against cash contributions and can be issued in the legal currency of an OECD country in addition to euros - limited to the corresponding euro equivalent of a maximum of EUR 50,000,000.00.

The W/O bonds may also be issued by companies in which the Company directly or indirectly holds a majority interest. In this case, the Executive Board is authorized, with the approval of the Supervisory Board, to assume the guarantee for the repayment of the W/O bonds on behalf of the Company and to grant the beneficiaries of the W/O bonds conversion or option rights to subscribe to new shares.

b) Subscription rights, exclusion of subscription rights

When W/O bonds are issued, shareholders must generally be granted subscription rights to the new W/O bonds. The W/O bonds should then generally be underwritten by at least one credit institution or at least one company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz, KWG) with the obligation to offer them to the shareholders for subscription. If the W/O bonds are issued by a company in which the Company directly or indirectly holds a majority interest, the company must ensure that subscription rights are granted to the Company's shareholders in accordance with the above sentences.

However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights when issuing W/O bonds,

- to exclude fractional amounts resulting from the subscription ratio from shareholders' subscription rights,
- insofar as this is necessary to protect against dilution, to grant holders of conversion or option rights issued by the Company or by companies in which the Company directly or indirectly holds a majority interest the right to subscribe, or companies in which the Company directly or indirectly holds a majority interest, a subscription right to new W/O bonds to the extent to which they would be entitled after exercising the conversion or option rights or after fulfilling the conversion obligations, or
- insofar as the new shares to be issued on the basis of the conversion or option rights do not exceed a total of 20% of the share capital, either at the time this authorization becomes effective or at the time it is exercised. This limit of 20% of the share capital must be taken into account:
 - Shares issued during the term of this authorization in accordance with or by analogous application of Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG), excluding shareholders' subscription rights, and
 - shares issued or to be issued to service bonds with conversion or option rights on the basis of other authorizations, if and to the extent that the bonds are issued during the term of this authorization in analogous application of Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG) with the exclusion of shareholders' subscription rights.

Furthermore, the exclusion of shareholders' subscription rights in accordance with this last bullet point is only permitted if the issue price of the convertible bonds is not significantly lower than their theoretical market value calculated using recognized financial mathematical methods.

c) Conversion right, conversion obligation

If convertible bonds are issued, their holders are entitled to convert their bonds into new shares in accordance with the convertible bond conditions to be determined by the Management Board with the approval of the Supervisory Board, taking into account the requirements of the Annual General Meeting, in particular with regard to the conversion price. The proportionate amount of the share capital of the New Shares to be issued upon conversion may not exceed the nominal amount of the convertible bonds.

The conversion ratio is calculated by dividing the nominal amount of a convertible bond by the conversion price for one new Share. The conversion

ratio can also be calculated by dividing the issue price of a convertible bond, which is lower than the nominal amount, by the fixed conversion price for one new share. This may be rounded up or down to a whole number.

The convertible bond conditions may provide for a conversion obligation.

d) Option right

If bonds with warrants are issued, one or more warrants shall be attached to each bond, which entitle the holder to subscribe to new Shares in accordance with the warrant conditions to be determined by the Management Board with the approval of the Supervisory Board, taking into account the requirements of the Annual General Meeting, in particular with regard to the warrant price. The pro rata amount of the share capital of the new Shares to be issued upon exercise of the options may not exceed the nominal amount of the bonds with warrants.

e) Conversion price, option price, dilution protection

The conversion or option price to be determined in each case for a new Share with a pro rata amount of the share capital of EUR 1.00 must be at least 80% of the Reference Price.

“Reference price” is

- if a bookbuilding procedure is carried out, the volume-weighted average of the prices of the Company's shares in Xetra trading (or a comparable successor system of the Frankfurt Stock Exchange) during the period of the bookbuilding procedure to be carried out by the credit institutions accompanying the issue, during which investors can submit purchase applications for the W/O bonds, or
- if no bookbuilding procedure is carried out:
 - if the W/O notes are offered to the shareholders for subscription, the higher of the following two amounts: unweighted average of the closing prices during the subscription period with the exception of the last four days of the subscription period and the closing price on the fifth last day of the subscription period, or
 - if the W/O bonds are not offered to the shareholders for subscription, the unweighted average of the closing prices on the ten stock exchange trading days prior to the day of the resolution by the Management Board on the issue price of the W/O bonds.

“Closing price” is, with regard to each individual stock exchange trading day, the closing price determined in Xetra trading (or a comparable successor system of the Frankfurt Stock Exchange) in the closing auction or, if such a closing price is not determined on the trading day in question, the last price of the Company's share determined in continuous Xetra trading (or a comparable successor system of the Frankfurt Stock Exchange).

In any case, however, at least the lowest issue price within the meaning of Section 9 (1) German Stock Corporation Act (AktG) must be paid as the conversion or option price.

The conversion or option price may, notwithstanding Section 9 para. 1 German Stock Corporation Act (AktG), the conversion or option price may be reduced on the basis of an anti-dilution clause in accordance with the more detailed provisions of the convertible bond or option conditions if the Company increases the share capital during the conversion or option period by granting its shareholders an exclusive subscription right or issues or guarantees further convertible bonds or bonds with warrants and does not grant the holders of existing conversion or option rights a subscription right to which they would be entitled after exercising the conversion or option right or fulfilling the conversion obligation.

The terms and conditions of the W/O bonds may also provide for an adjustment of the option and conversion obligations or rights in the event of a capital reduction or other extraordinary measures or events (e.g. unusually high dividends, acquisition of control by third parties).

The reduction of the conversion or option price can also be effected by a cash payment by the Company and by an increase in the number of new shares to be granted upon conversion or exercise of the option.

§ Section 9 (1) German Stock Corporation Act (AktG) and Section 199 German Stock Corporation Act (AktG) remain unaffected.

f) Further structuring options

The convertible bond or option conditions may stipulate that the Company does not have to grant the holders of the conversion or option rights shares in the Company, but must pay the equivalent value in cash.

If there is a subscription right to fractions of new Shares, it can be stipulated that these fractions can be added to the subscription of whole new Shares in accordance with the convertible bond or option conditions. Furthermore, an additional payment to be made in cash or a cash settlement for non-convertible fractions may be determined.

g) Details

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the convertible bond or option conditions, in particular the interest rate, issue amount of the convertible bonds or bonds with warrants, conversion or option price, term and denomination and the conversion or option period.

2. Cancellation of the Contingent Capital 2020/I

The Contingent Capital 2020/I of the Company is canceled.

3. Creation of Contingent Capital 2025/I

The Company's share capital is conditionally increased by up to EUR 23,302,488.00 by issuing up to 23,302,488 no-par value bearer shares (Contingent Capital 2025/I). The contingent capital increase serves exclusively to grant new shares to holders of conversion or option rights that are granted by the Company or by companies in which the Company holds a direct or indirect majority interest on the basis of the authorization of the Annual General Meeting on 15 May 2025 in accordance with the resolution on agenda item 9. The shares will be issued at the conversion or option price to be determined in accordance with the aforementioned resolution. The contingent capital increase will only be implemented if the holders of the conversion or option rights exercise their conversion or option rights or fulfill conversion obligations arising from such bonds. The new shares shall participate in profits from the beginning of the financial year for which no resolution on the appropriation of profits has yet been passed at the time of their issue.

4. Amendment to the Articles of Association regarding the Contingent Capital 2025/I

§ Section 5 (8) of the Articles of Association is amended as follows:

“(8) The Company’s share capital is contingently increased by up to EUR 23,302,488.00 through the issue of up to 23,302,488 no par value bearer shares (Contingent Capital 2025/I). The contingent capital increase is exclusively for the purpose of granting new shares to holders of conversion rights or options granted on the basis of the authorization by the Annual General Meeting on 15 May 2025, resolved in respect of Agenda Item 9, by the Company or by companies in which the Company holds either a direct or indirect majority interest. The shares shall be issued at the conversion or option price to be determined pursuant to the aforementioned resolution. The contingent capital increase will only be implemented to the extent that the holders of conversion rights or options make use of their conversion rights or options or fulfill conversion obligations arising from such bonds. The new shares participate in profits from the start of the fiscal year for which, at the time they are issued, a resolution regarding the appropriation of net profits has not yet been adopted.”

10. Resolution on a new authorization of the Management Board to provide for the holding of a virtual Annual General Meeting and corresponding amendment to the Articles of Association

The Annual General Meeting on 25 May 2023 authorized the Management Board to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting).

The corresponding provision in Section 15 (7) of the Company's Articles of Association was entered in the company's commercial register on 28 August 2023. The

authorization applies to Annual General Meetings held within two years of this entry. It therefore expires on 28 August 2025.

The Management Board and Supervisory Board are of the opinion that the virtual Annual General Meeting format has proven itself as such in recent years since its comprehensive statutory revision in 2022 and that the possibility of holding virtual Annual General Meetings in the future should be retained in principle.

The virtual Annual General Meeting in the format provided for by the corresponding provisions in the German Stock Corporation Act adequately safeguards the rights of shareholders and provides for direct interaction between shareholders and management during the meeting via video communication and electronic communication channels.

It seems sensible to continue to authorize the Executive Management Board to decide in advance of each Annual General Meeting whether the meeting should be held as a virtual or face-to-face meeting; the Chairman of the Supervisory Board should be involved in this decision.

In addition, the holding of the Annual General Meeting in the event of a renewed pandemic with possible sovereign contact restrictions can be ensured at any time on the basis of a corresponding Executive Board authorization.

A new authorization of the Executive Management Board is therefore to be resolved, subject to the approval of the Supervisory Board, and Section 15 (7) of the Company's Articles of Association is to be amended accordingly. The new authorization shall not exhaust the maximum possible term of five years provided for by law for the holding of virtual Annual General Meetings, but shall only apply for a period of two years after registration of the amendment to the Articles of Association.

When deciding on the format of future Annual General Meetings, the Executive Management Board, in consultation with the Supervisory Board, should take into account the circumstances of each individual case and the interests of the Company and its shareholders. In particular, it should continue to take into account the protection of shareholder rights as well as assessments from the shareholder base, the specific agenda of the respective Annual General Meeting, expenses, costs, sustainability considerations and, if necessary, other aspects, such as the health protection of those involved. The economic situation of the Company and the upcoming agenda items can also be taken into account when deciding on the format of the Annual General Meeting.

It will also take into account the fact that there may be Annual General Meetings with agenda items for which the personal presence of shareholders and their proxies may be more suitable than a virtual format.

Should the Executive Management Board decide to hold a virtual Annual General Meeting, it will ensure that shareholders' rights, in particular the right of shareholders to ask questions, can be exercised to at least the same extent as in face-to-face meetings, in particular without an obligation to submit questions in advance.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

§ Section 15 (7) of the Company's Articles of Association shall be reworded as follows:

"(7) The Executive Management Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their representatives at the location of the Annual General Meeting (virtual Annual General Meeting) (Authorization 2025). The authorization shall apply to the holding of virtual Annual General Meetings in a period of two years after entry of this provision of the Articles of Association in the commercial register of the Company."

Written report of the Executive Management Board on agenda item 9 pursuant to Sections 186 para. 4 sentence 2, 221 para. 4 German Stock Corporation Act (AktG) on the reasons for the authorization of the Management Board to exclude subscription rights:

With the authorization proposed under agenda item 9, the Management Board and Supervisory Board would like to make use of the opportunity granted by law to create equity by issuing bonds that are linked to conversion or option rights to shares in the Company (W/O bonds). An adequate equity base is an essential foundation for the further development of the Company. By issuing W/O bonds, the Company also initially receives low-interest debt capital.

In principle, the Company's shareholders have a subscription right to new W/O bonds to be issued in a number corresponding to their previous shareholding in the Company's share capital.

The W/O bonds should generally be underwritten by at least one credit institution or at least one company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) with the obligation to offer them to shareholders for subscription. This serves to facilitate settlement and is not to be regarded as an exclusion of subscription rights, as the shareholders are thus granted an indirect subscription right to the bonds.

The proposed resolution provides for an authorization to exclude this subscription right, which generally exists when W/O bonds are issued, for certain purposes specified in detail in the proposed resolution in accordance with the relevant statutory provisions. In the opinion of the Management Board and the Supervisory Board, this authorization to exclude shareholders' subscription rights is objectively justified and appropriate for the shareholders, taking into account all circumstances for the reasons explained below.

The proposed authorization to exclude subscription rights for the sale of fractional shares makes it possible to present a practicable subscription ratio. Otherwise, the processing of the capital measure would be more difficult, particularly when issuing convertible bonds with round amounts. Fractions arise if, as a result of the subscription ratio and the amount of an issue, not all new W/O bonds can be issued equally to the shareholders. The costs of trading in subscription rights for fractional amounts are disproportionate to the benefit for shareholders. The W/O bonds without subscription rights resulting from the exclusion of subscription rights for free fractions will be sold on the stock exchange (if possible) or otherwise disposed of in the best possible way for the Company. The potential dilution effect is low due to the restriction to fractional amounts.

The authorization to exclude subscription rights in favour of the holders of conversion or option rights serves the purpose of not having to reduce the option or conversion price for the option or conversion rights already issued or to make an additional cash payment. Instead, the holders of such rights are to be granted a subscription right to the new bonds to the extent to which they would be entitled after exercising their rights in order to ensure their protection against dilution.

Furthermore, the Management Board and Supervisory Board are to be authorized to issue convertible bonds or bonds with warrants to the exclusion of shareholders' subscription rights, provided that the new shares to be issued on the basis of the conversion or option rights do not exceed a total of 20% of the Company's share capital, either at the time this authorization becomes effective or at the time it is exercised. This allows the Company to take advantage of favorable stock market situations at short notice and to achieve the best possible conditions for the issue of the bond by setting the conditions close to the market.

This is not possible if the subscription right is maintained because the length of the subscription period restricts the ability to react to market conditions at short notice. The uncertainty regarding the exercise of subscription rights can also impair the successful placement of the W/O bonds with third parties. In addition, the exclusion of subscription rights gives the Company the opportunity to further broaden its shareholder base by including international investors.

Sections 221 para. 4 sentence 2 and 186 para. 3 sentence 4 German Stock Corporation Act (AktG) form the legal basis for the exclusion of subscription rights. The purpose of these standards is to protect shareholders against dilution with regard to their shareholdings. It is possible to calculate whether such a dilution effect occurs. Using the Black/Scholes model or other recognized financial mathematical methods, the hypothetical stock exchange price of the bond can be determined, whereby a comparison with the issue price also determines any dilution effect. According to the authorization, the issue price may not be significantly lower than the theoretical market value determined using recognized financial mathematical methods. Nothing else applies than in the case of a capital increase with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG).

The Executive Management Board and Supervisory Board will examine in each case whether protection against dilution is guaranteed. This can be done by obtaining an expert opinion from an investment bank or auditing firm on the question of the dilution effect.

The Management Board and Supervisory Board will count the following shares towards the limit of 20% of the share capital provided for in the authorization:

- Shares issued during the term of this authorization in accordance with or by analogous application of Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG), excluding shareholders' subscription rights, and
- shares issued or to be issued to service bonds with conversion or option rights on the basis of other authorizations, if and to the extent that the bonds are issued during the term of these authorizations in analogous application of Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG) with the exclusion of shareholders' subscription rights.

The contingent capital is required to service the conversion and option rights associated with the convertible bonds.

The conversion or option price for a new share will be determined by the Executive Management Board with the approval of the Supervisory Board, taking into account the

market conditions at the time of issue of the W/O bonds, and may not fall below 80% of the reference price defined in the authorization (see above, agenda item 9 no. 1 lit. e).

The Company's website and the documents and information available there

This invitation to the virtual Annual General Meeting, the documents to be made available to the Annual General Meeting, the other information specified in Section 124a German Stock Corporation Act (AktG) and other information in connection with the Annual General Meeting will be available on the Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/agm> from the date on which the Annual General Meeting is convened.

Any shareholder counter-applications, shareholder nominations, and/or amendment proposals from shareholders received by Heidelberg Pharma AG that are required to be made public will likewise be made available at the website stated above. The final voting results will also be published there following the Annual General Meeting.

The website will also allow duly registered shareholders or their authorized representatives, among others, access to the password-protected Internet service for the virtual Annual General Meeting; this service will allow them to exercise their voting rights either by electronic mail-in ballot or while the Annual General Meeting is underway. Duly registered shareholders or their authorized representatives will be able to follow a live audio and video feed of the Annual General Meeting online in its entirety via the password-protected Internet service on 15 May 2025 starting at 09:00 am (CEST) via electronic media.

Total number of shares and voting rights at the time this Annual General Meeting is convened

The Company's share capital of EUR 46,604,977 is divided into 46,604,977 no par value bearer shares at the time the Annual General Meeting is convened. Each no par value share grants one vote. Consequently, there are 46,604,977 voting shares at the time the Annual General Meeting is convened. The Company does not hold any treasury shares at the time this Annual General Meeting is convened.

Holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders and their authorized representatives; audio and video feed

The Management Board has decided that the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, with the exception of the proxies appointed by the Company, in accordance with Section 15 (7) of the Company's Articles of Association.

Shareholders and their representatives (with the exception of the Company's proxies pursuant to Section 118a (2) sentence 4 in conjunction with Section 134 (3) sentence 5 German Stock Corporation Act (AktG) may therefore not physically attend the Annual General Meeting. For shareholders who have duly registered for the Annual General Meeting or their representatives, the entire Annual General Meeting will be broadcast by

video and audio transmission on the website of Heidelberg Pharma AG at <https://heidelberg-pharma.com/en/agm> via the password-protected Internet service. Instead of the conventional admission ticket, shareholders who have duly registered for the Annual General Meeting will be sent individual access data (access code and password) for the password-protected Internet service, which they or their representatives can use to access the password-protected Internet service available on the website of Heidelberg Pharma AG at <https://heidelberg-pharma.com/en/agm>. The password-protected Internet service will also be available to shareholders who have duly registered for the Annual General Meeting.

Password-protected Internet service for the Annual General Meeting

A password-protected Internet service will be available on Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/agm> starting 24 April 2025. Following the procedures intended for that purpose, duly registered shareholders (and their authorized representatives, as applicable) will be able to use this area, among other things, to follow the audio and video feed of the Annual General Meeting, to exercise their voting rights, to authorize representatives, to submit questions, ask questions, propose motions and nominations, exercise their right to information pursuant to Section 131 German Stock Corporation Act (AktG), submit comments pursuant to Section 130a (1) to (4), exercise their right to speak or declare an objection to a resolution of the Annual General Meeting for the record or have their objections recorded in the minutes. In order to be able to use the password-protected Internet service, they will need to log in using the unique access information that they receive after successfully registering and verifying their shareholdings.

The unique access information required for use of the password-protected Internet service at <https://heidelberg-pharma.com/en/agm> will be sent out once registration is completed prior to the deadline; completed registration includes the Company's receipt of verification of shareholdings (see the following section "Conditions for participating in the Annual General Meeting and exercising shareholder rights, in particular voting rights") ("**AGM ticket**").

The use of the password-protected Internet service by a proxy requires that the proxy receives the corresponding access data. Authorized intermediaries, shareholders' associations, proxy advisors and other persons treated as such by Section 135 (8) German Stock Corporation Act (AktG) may also use the password-protected Internet service. The Company will provide them with electronic access upon request.

By using the password-protected internet service and clicking on the "Enter the Annual General Meeting" button during the Annual General Meeting on 15 May 2025, shareholders or their proxies will be connected electronically to the virtual Annual General Meeting. However, the electronic connection does not enable participation in the meeting within the meaning of Section 118 (1) sentence 2 German Stock Corporation Act (AktG) or the exercise of voting rights by way of electronic participation within the meaning of Section 118a (1) sentence 2 no. 2 German Stock Corporation Act (AktG).

**Requirements for connecting to the Annual General Meeting
and exercising shareholder rights, in particular voting rights**

Pursuant to Article 15 (1) of the Articles of Association, those shareholders who register for the Annual General Meeting and provide proof of their shareholdings to the Company (**duly registered shareholders**) have the right to connect to the Annual General Meeting and to exercise their shareholder rights, in particular their voting rights, by means of electronic media. The registration and verification of shareholdings must be received by the Company by no later than the end of the day on

8 May 2025

(24:00 hours CEST)

at the following address, fax number, or e-mail address (e.g., as a scanned file in .pdf format):

Heidelberg Pharma AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 / 889 690 633
E-mail: anmeldung@linkmarketservices.eu

Verification of shareholdings prepared in text form by the last intermediary in the chain pursuant to Section 67c (3) of the German Stock Corporation Act shall suffice to demonstrate authorization. Such document must confirm share ownership as of the end of the 22nd day prior to the Annual General Meeting, i.e., by

23 April 2025

(24:00 hours CEST) (record date)

Link Market Services GmbH is the Company's agent authorized to receive both the registrations and the evidence of shareholdings.

Upon timely receipt of the registration, including the verification of shareholdings, the relevant shareholders will be sent an AGM ticket with their personalized access details for using the password-protected Internet service. We ask shareholders to register and submit their verification of shareholdings to the Company as early as possible.

Significance of the Record Date

The Record Date is the date that governs both the scope and the exercise of a shareholder's right to connect to and vote at the Annual General Meeting. Relative to the Company, a person shall only be considered a shareholder for the purpose of connecting to or exercising the voting right at the Annual General Meeting if they have verified their shareholdings by the Record Date. Persons who do not yet own any shares on the Record Date and only

become shareholders after that date are not entitled to connect to the Annual General Meeting or vote, unless they hold a power of attorney or an authorization to exercise a right (see the section below entitled "Authorizing a third party to exercise voting and other rights"). Shareholders who have duly registered and verified their shareholdings may even connect to the Annual General Meeting and exercise their voting right if they sell their shares after the Record Date. The record date is not associated with a ban on selling the shares. The Record Date is not relevant to any right to participate in any dividends.

Exercising voting rights by electronic mail-in ballot

Duly registered shareholders may also cast their votes without participating in the Annual General Meeting by means of electronic communications (**mail-in ballot**).

Mail-in ballots can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> following the procedures intended for that purpose.

This option of electronic mail-in voting will be available from 24 April 2025 until the time of closing of voting by the chairman of the meeting at the virtual Annual General Meeting on 15 May 2025. The same applies to a revocation or a change of the vote by electronic mail-in ballot.

Exercising voting rights by authorizing and instructing the proxies designated by the Company

The Company offers duly registered shareholders the option of authorizing proxies designated by the Company, who are then obligated to follow the shareholder's instructions.

A form for granting authorizations and issuing instructions will be sent to those shareholders together with the access information for the password-protected Internet service accessible online at <https://heidelberg-pharma.com/en/agm>, and will also be available there for download.

Authorizations with instructions for the Company's designated proxies can be sent, changed or revoked by sending these by

14 May 2025

(24:00 hours CEST, (date of receipt))

to the following address, fax number, or e-mail address:

Heidelberg Pharma AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Fax: +49 (0)89 / 889 690 655

E-mail: hdpharma@linkmarketservices.eu

or can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> from 24 April 2025 following the

procedures intended for that purpose. The date of receipt by the Company will be used to make any relevant determinations.

On the day of the virtual Annual General Meeting, authorizations with instructions for the Company's designated proxies can still be submitted, changed or revoked via the password-protected Internet service at <https://heidelberg-pharma.com/en/agm> following the procedures intended for that purpose until the time when the chairman of the meeting closes the voting at the Annual General Meeting on 15 May 2025.

Where the Company's designated proxies have been authorized, instructions absolutely must be issued to them in order for voting rights to be exercised. The proxies are obligated to vote in accordance with their instructions. Without such express instructions, the proxies will not exercise the shareholder's voting rights.

Authorizing a third party to exercise voting and other rights

Shareholders may also have their voting rights and other rights exercised at the Annual General Meeting by duly appointed authorized representatives, e.g., by an intermediary, a shareholders' association, a voting rights advisor, or other individual of their choosing. This method also requires registration and the corresponding proof of ownership of the respective shares prior to the deadline. Appointed third parties can in turn exercise the voting rights by electronic mail-in ballot or by authorizing and instructing the Company's designated proxies (see above). Where the shareholder authorizes more than one individual, pursuant to Section 134 (3) sentence 2 German Stock Corporation Act, the Company may turn away one or more such appointees. This does not affect the option of appointing a separate proxy for shares in the Company held by a shareholder in different securities accounts.

If an authorization is not granted as set out in Section 135 German Stock Corporation Act, the appointment of an authorized representative or revocation of appointment as well as the proof of the appointment for the Company must be declared in "text form" (Section 126b German Civil Code).

A proxy form will be sent to duly registered shareholders together with the access information for the password-protected Internet service accessible online at <https://heidelberg-pharma.com/en/agm>, and will also be available there for download.

Where intermediaries, shareholders' associations, voting rights advisors, or individuals or institutions deemed to have equivalent status as per Section 135 (8) German Stock Corporation Act are appointed as authorized representatives, the specific provisions of Section 135 apply, including the requirement that the authorization be retained in such a way that it can be verified. Consequently, exceptions to the general requirement of "text form" may apply. In certain circumstances, however, the respective appointees may stipulate specific rules for their own authorization. Shareholders are therefore urged to coordinate with the respective appointees in a timely manner, as applicable, regarding the particular form and procedure to be followed for their authorization.

The authorization can be declared directly to the appointee or to the Company. Proof of the authorization can be sent, changed or revoked by sending these by

14 May 2025

(24:00 hours CEST, (date of receipt))

to the following address, fax number, or e-mail address:

Heidelberg Pharma AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Fax: +49 (0)89 / 889 690 655

E-mail: hdpharma@linkmarketservices.eu

or can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> from 24 April 2025 following the procedures intended for that purpose. The date of receipt by the Company will be used to make any relevant determinations.

On the day of the virtual Annual General Meeting, proxy appointments can only be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/agm> by following the procedures intended for that purpose.

In order for a proxy to use the password-protected Internet service, the proxy must receive the relevant access details.

Submission of comments

Shareholders or their representatives have the right pursuant to Art. 118a par. 1 sentence 2 no. 6 in conjunction with Art. 130a par. 1 to par. 4 German Stock Corporation Act (AktG) to make comments on the items on the agenda no later than five days before the virtual Annual General Meeting, i.e. by

9 May 2025

(24:00 hours CEST)

by means of electronic communication, via the password-protected Internet service accessible at the Internet address <https://heidelberg-pharma.com/en/agm>, in accordance with the procedure provided for this purpose.

Comments are to be submitted in accordance with the procedure provided for this purpose in the password-protected Internet service in text form in the file format PDF with a recommended file size of no more than 50 MB.

The comments submitted will be sent to all shareholders duly registered for the Annual General Meeting or their representatives, stating the name and place of residence or registered office of the shareholder or proxy submitting the comments, no later than four days before the meeting, i.e. by

10 May 2025

(24:00 hours CEST)

made available on the Company's website, unless this is permitted as an exception pursuant to Section 130a (3) sentence 4 German Stock Corporation Act (AktG). By submitting the statement, the shareholder or his proxy declares his consent to such disclosure.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting in the context of comments submitted in text form will not be considered at the Annual General Meeting; the submission of motions or election proposals, the exercise of the right to information and the lodging of objections to resolutions of the Annual General Meeting is only possible via the channels described separately in this invitation.

Right to speak

Shareholders or their representatives who are connected electronically to the Annual General Meeting have the right to speak at the Annual General Meeting by way of video communication. From approx. 1 hour before the start of the Annual General Meeting, a virtual table for requests to speak will be available via the password-protected internet service on the Company's website at <https://heidelberg-pharma.com/en/agm>, where shareholders or their representatives can register to speak. The right to speak also includes in particular the right to submit motions and election proposals in accordance with Section 118a (1) sentence 2 no. 3 German Stock Corporation Act (AktG) and the right to request information in accordance with Section 131 (1) German Stock Corporation Act (AktG).

Pursuant to Art. 16 par. 2 of the Company's Articles of Association, the Chairman of the Annual General Meeting may impose reasonable time limits on the shareholder's right to speak and ask questions and make more detailed provisions. In particular, the Chairman of the Annual General Meeting may set speaking and questioning times for the entire course of the Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning of or during the course of the Annual General Meeting and, if necessary for the proper conduct of the Annual General Meeting, order the end of the debate.

The entire virtual Annual General Meeting, including video communication, is handled via the Meeting Base system from Link Market Services GmbH using a password-protected Internet service. Shareholders or their representatives who wish to register their speech via the virtual registration table require either a non-mobile device (PC, notebook, laptop) with Chrome browser version 89 or higher, Edge browser version 88 or higher, or Safari browser version 13.1 or higher, or a mobile device (e.g. smartphone or tablet). Mobile devices with ANDROID operating system require Chrome (from version 89) as installed browser; mobile devices with iOS operating system require Safari (from version 13.1) as installed browser. A camera and microphone that can be accessed from the browser must be available on the end devices for speaking. No further installation of software components or apps on the end devices is required. Persons who have registered for a speech via the virtual registration table will be activated for their speech in the password-protected Internet service. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and before the speech and to reject the speech if the functionality is not ensured.

Right to information Section 131 (1) German Stock Corporation Act

Pursuant to Section 131 (1) German Stock Corporation Act (AktG), each shareholder shall be provided with information by the Executive Board on the Company's affairs upon request at the Annual General Meeting to the extent that such information is necessary for a proper evaluation of the item on the agenda and no right to refuse information exists (right to information). The right to information is granted to shareholders in the virtual Annual General Meeting by means of electronic communication.

Section 131 (4) sentence 1 German Stock Corporation Act (AktG) stipulates that if a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at his request in the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda.

In addition, Section 131 (5) sentence 1 German Stock Corporation Act (AktG) stipulates that if a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting.

Within the framework of the virtual Annual General Meeting, it is ensured that every shareholder who is electronically connected to the Annual General Meeting can submit the request pursuant to Section 131 (4) sentence 1 German Stock Corporation Act (AktG) and the request pursuant to Section 131 (5) sentence 1 German Stock Corporation Act (AktG) not only by way of video communication, i.e. within the framework of the right to speak and the procedure provided for this purpose (above "Right to speak"), but also by way of electronic communication via the password-protected Internet service on the Company's website at <https://heidelberg-pharma.com/en/agm> in accordance with the procedures provided for this purpose with the corresponding access data in the Annual General Meeting.

Statement of objections on record

Properly registered shareholders or their representatives who are electronically connected to the Annual General Meeting may, from the beginning to the end of the Annual General Meeting, electronically file objections to resolutions of the Annual General Meeting for the record of the notary public via the password-protected Internet service accessible at the Internet address <https://heidelberg-pharma.com/en/agm> in accordance with the procedure provided for this purpose. In addition, they also have the opportunity, within the scope of their right to speak, to declare an objection for the notary's minutes. The Company would like to point out once again that the proxies appointed by the Company do not accept instructions to file objections.

Motions to add items to the agenda submitted by a minority pursuant to Section 122 (2) German Stock Corporation Act

Shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000 of the Company's share capital (corresponding to 500,000 no-par value shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Executive Board of the Company and must be received by the Company at least 30 days prior to the Annual General Meeting, i.e. by the end of the

14 April 2025
(24:00 hours CEST)

at the following address:

Management Board of Heidelberg Pharma AG
Gregor-Mendel-Str. 22
68526 Ladenburg
Germany

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Management Board's decision on the request, with Section 70 German Stock Corporation Act (AktG) applying when calculating the period of share ownership. The day of receipt of the request shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis.

Additions to the agenda which are to be announced - insofar as they have not already been announced with the convening notice - will be published in the Federal Gazette without delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be published on the internet at <https://heidelberg-pharma.com/en/agm> and communicated to the shareholders.

**Counter-applications pursuant to Section 126 (1)
and nominations pursuant to Section 127 German Stock Corporation Act (AktG)**

In addition, the Company's shareholders may send counter-applications to proposals of the Executive Management Board and/or the Supervisory Board concerning specific agenda items as well as nominations in connection with the election of Supervisory Board members or auditors. Counter-applications (including any supporting statement), shareholder nominations, and other shareholder requests regarding the Annual General Meeting are to be sent exclusively to the following address:

Heidelberg Pharma AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-mail: antraege@linkmarketservices.eu

Counter-applications and nominations that are sent to any other address shall not be considered. Link Market Services GmbH has been officially designated to receive counter-applications and nominations on behalf of the Company.

All counter-applications and nominations received up to 14 days prior to the day of the Annual General Meeting, i.e., no later than by the end of the day on

30 April 2025
(24:00 hours CEST)

at the above-stated address, fax number, or e-mail address with proof of share ownership, including the name of the shareholder and any supporting statements to be made available, will be made available online to the other shareholders after their receipt at <https://heidelberg-pharma.com/en/agm>, provided the other conditions underlying the publication requirement under Section 126 German Stock Corporation Act have been met. Statements, if any, by the Company's management will also be posted at the aforementioned Internet address. Only counter-applications and nominations received by the end of the day on 30 April 2025 (24:00 hours CEST) will be deemed duly submitted for purposes of the virtual Annual General Meeting; counter-applications and nominations received after that point will be disregarded.

Aside from the reasons set forth in Section 126 (2) of the German Stock Corporation Act, the Executive Management Board also need not make an election proposal available if the proposal does not contain the candidate's name, profession and domicile. Proposals concerning the election of Supervisory Board members need not even be made available if they are not accompanied by information on the proposed candidate's appointments to other statutory supervisory boards as defined in Section 125 (1) sentence 5 of the German Stock Corporation Act.

Counter-applications or nominations for election submitted by shareholders or their authorized representatives which must be made available pursuant to Section 126 or Section 127 German Stock Corporation Act shall be deemed to have been made at the time they are made accessible. The Company allows the right to vote on these motions or

election proposals to be exercised from this point in time. Motions from shareholders who have not duly registered or are not duly authorized do not have to be dealt with at the Annual General Meeting. Shareholders or their representatives who are connected to the Annual General Meeting also have the right to submit counter-applications or nominations in the meeting by way of video communication as part of their right to speak.

More information regarding shareholders' rights is available on the Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/agm>.

Data protection information for shareholders

Heidelberg Pharma AG processes personal information (name, address, e-mail address, number of shares, class of shares, how the shares are held, and number and access data of the AGM ticket; name, address, and e-mail address and number and access data of the AGM ticket of the shareholder representative designated by the respective shareholder, if applicable) on the basis of the applicable data privacy and protection laws so as to allow the shareholders to exercise their rights in connection with the virtual Annual General Meeting, and to comply with the provisions of law concerning an annual general meeting.

The processing of personal data of shareholders is absolutely necessary for them to connect to the virtual Annual General Meeting. Heidelberg Pharma AG is the data controller responsible for processing. Article 6 (1) c) of the General Data Protection Regulation (GDPR) is the legal basis for processing the data.

The service providers of Heidelberg Pharma AG that are commissioned for the purpose of organizing the virtual Annual General Meeting (particularly Annual General Meeting, IT, printing and shipping service providers) will receive only personal data from Heidelberg Pharma AG that is necessary for providing the commissioned service and process the data exclusively in accordance with the instructions of Heidelberg Pharma AG. In addition, the shareholders' data may be transmitted to authorities entitled to receive information. Your data will not be transferred to a country outside the EU.

Insofar as shareholders take advantage of the opportunity to submit questions in advance of the virtual Annual General Meeting and their questions are addressed there, they may be identified by name in this connection. Other participants of the virtual Annual General Meeting may learn this information. This data processing involving the identification of the respective shareholder by name is required in pursuit of our legitimate interests in creating a virtual Annual General Meeting that most closely approximates a physical annual general meeting. The legal basis for this processing is Article 6 (1) (f) GDPR.

As a rule, shareholders' personal data is deleted or anonymized as soon as it is no longer required for the aforementioned purpose and we are no longer obliged to retain it further in accordance with statutory documentation and retention requirements.

Shareholders have the right at any time to require information, the right to require the correction and restriction of data, the right to object to the use of data and the right to require the erasure of data in connection with the processing of your personal data, and a right to

data transfer in accordance with Article 15 GDPR. You can exercise these rights vis-à-vis Heidelberg Pharma AG at no cost by sending an e-mail to

datenschutz@hdpharma.com

or by using the following contact information:

Heidelberg Pharma AG
Gregor-Mendel-Str. 22
68526 Ladenburg, Germany

You also have the right to lodge a complaint with the data protection supervisory authorities pursuant to Art. 77 of the General Data Protection Regulation.

You can contact our Company's Data Protection Officer at:

Heidelberg Pharma AG
Data Protection Officer
Gregor-Mendel-Str. 22
68526 Ladenburg, Germany
Fax: +49 6203 1009 19
E-mail: datenschutz@hdpharma.com

More information on data protection is available on the website of Heidelberg Pharma AG at <https://heidelberg-pharma.com/en/privacy-policy>.

Ladenburg, April 2025

Heidelberg Pharma AG
The Executive Management Board

Minimum information pursuant to Section 125 (1) German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 blocks A to C of the Annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	HPHA052025HV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE000A11QVV0
2. Name of issuer	Heidelberg Pharma AG
C. Specification of the meeting	
1. Date of the General Meeting	15.05.2025 [format pursuant to Implementing Regulation (EU) 2018/1212: 20250515]
2. Time of the General Meeting	09:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 07:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: https://heidelberg-pharma.com/en/agm In accordance with the German Stock Corporation Act: Heidelberg Pharma AG, Gregor-Mendel-Str. 22, 68526 Ladenburg, Germany
5. Record Date	23.04.2025, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20250423]
6. Uniform Resource Locator (URL)	https://heidelberg-pharma.com/en/agm