

## **Additional explanations on the rights of shareholders pursuant to §§ 122 para. 2, 126 para. 1, 127, 137 and 131 para. 1 of the German Stock Corporation Act (AktG) and further rights in connection with the virtual Annual General Meeting**

### **1. Virtual general meeting pursuant to section 118a German Stock Corporation Act (AktG) and right to comment and speak at virtual general meetings pursuant to section 130a German Stock Corporation Act (AktG)**

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. 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 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.

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.

The relevant sections of the German Stock Corporation Act for a virtual general meeting are as follows:

#### *§ Section 118a (1) AktG Virtual general meeting*

- (1) The articles of association may provide or authorise the board to provide that the meeting shall be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the following requirements must be met:
  1. the entire meeting shall be broadcast by video and audio,
  2. the shareholders' voting rights may be exercised by means of electronic communication, namely by electronic participation or electronic postal voting, as well as by granting proxies,
  3. shareholders who are electronically connected to the meeting shall be granted the right to submit motions and election proposals by means of video communication at the meeting,
  4. shareholders shall be granted a right to information pursuant to § 131 by way of electronic communication,
  5. the shareholders shall be given access to the report of the executive board or its essential content no later than seven days before the meeting, provided that the executive board makes use of the option under section 131, paragraph 1a, sentence 1,
  6. the shareholders shall be granted the right to submit comments in accordance with § 130a paras. 1 to 4 by means of electronic communication,
  7. shareholders electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication in accordance with § 130a paragraphs 5 and 6,
  8. shareholders connected electronically to the meeting shall be granted the right to object to a resolution of the general meeting by means of electronic communication.

Section 121 (7) shall apply to the calculation of the time limit pursuant to sentence 2 number 5; in the case of listed companies, such access shall be made available via the company's website. § Section 118, paragraph 1, sentences 3 and 4 and section 67a, paragraph 2, sentence 1 and paragraph 3 shall apply accordingly.

### **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 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 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 AktG and the right to request information in accordance with Section 131 (1) 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 MeetingBase system from Better Orange IR & HV AG 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.

The relevant section of the Company's Articles of Association is as follows:

*Section 16 (2) of the Articles of Association of Heidelberg Pharma AG::*

- (2) The chairman shall chair the meeting and determine the order of the items on the agenda as well as the order and form of voting. The chairman may impose reasonable time limits on the shareholders' right to ask questions and to speak; in particular, he may determine a reasonable time frame for the course of the meeting, for the discussion of the individual items on the agenda and for the individual questions and speeches.

The relevant sections of the German Stock Corporation Act (AktG) are as follows:

*Section 130a of the German Stock Corporation Act: Right to comment and speak at virtual general meetings*

- (1) In the case of a virtual general meeting, shareholders shall have the right to submit comments on the items on the agenda before the meeting by means of electronic communication using the address provided for this purpose in the notice convening the meeting. The right may be restricted to shareholders duly registered for the meeting. The scope of the comments may be appropriately limited in the convening notice.
- (2) Comments shall be submitted no later than five days before the meeting.
- (3) The submitted statements shall be made available to all shareholders no later than four days before the meeting. The disclosure may be limited to shareholders duly registered for the meeting. In the case of listed companies, such disclosure shall be made on the website of the company; in the case of sentence 2, such disclosure may also be made on the website of a third party. § Section 126 (2) sentence 1 number 1, 3 and 6 shall apply accordingly.
- (4) Section 121 subsection (7) shall apply to the calculation of the periods referred to in subsections (2) and (3) sentence 1.
- (5) Shareholders who are electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for the speeches. Motions and election proposals according to § 118a paragraph 1 sentence 2 number 3, the request for information according to § 131 paragraph 1, follow-up questions according to § 131 paragraph 1d as well as further questions according to § 131 paragraph 1e may be part of the speech. § 131 paragraph 2 sentence 2 shall apply accordingly.
- (6) The company may reserve the right in the convening notice to check the functionality of the video communication between shareholder and company in the meeting and before the speech and to reject it if the functionality is not ensured.

## **2. 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 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.

The relevant sections of the German Stock Corporation Act (AktG) upon which those shareholder rights are based are as follows:

### *Section 122 of the German Stock Corporation Act: Convening a meeting upon the request of a minority*

- (1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting is to depend on another form and on holding a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the managing board regarding their request is made. Section 121 para. 7 shall apply correspondingly.
- (2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than EUR 500,000, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the Company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.
- (3) If any such request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorization. An appeal may be made against the decision of the court. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.
- (4) The Company shall bear the costs of the general meeting and, in the case of paragraph (3), also the court costs if the court grants the application.

### *Section 124 (1) of the German Stock Corporation Act: Publication of requests for supplements; proposals for resolutions*

- (1) If the minority has requested pursuant to Section 122 para. 2 that items shall be added to the agenda, these items shall be published either upon convening the meeting or immediately following receipt of the request. Section 121 para. 4 shall apply analogously; moreover, Section 121 para. 4a shall apply analogously to public companies. Publication and submission shall be made in the same way as applicable for convening the meeting.

*Section 121 (4), (4a), (7) of the German Stock Corporation Act: General provisions*

- (4) The convening of the general meeting shall be published in the company's journals. If the shareholders of the Company are known by name, the shareholders' meeting may be convened by registered letter, unless the articles of association provide otherwise; the day of dispatch shall be considered the day of publication. A notification to those registered in the shareholders' register is sufficient.
- (4a) In case of public companies which have not exclusively issued registered shares or which do not send the convention directly to the shareholders pursuant to para. 4 sentence 2, the notice shall, at the latest on the date of announcement, be furnished to such suitable media as may be expected to disseminate the information throughout the European Union.
- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

*Section 70 of the German Stock Corporation Act: Computation of the period of shareholding*

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an enterprise operating pursuant to § 53 paragraph 1 sentence 1 or § 53b paragraph 1 sentence 1 or paragraph 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Savings Bank Act.

*§ Section 87 (4) of the German Stock Corporation Act: Principles for the remuneration of members of the executive board*

- (4) The general meeting may, upon motion pursuant to section 122, paragraph 2, sentence 1, reduce the maximum remuneration determined pursuant to section 87a, paragraph 1, sentence 2, number 1.

### 3. Counter-applications pursuant to Section 126 (1) and nominations pursuant to Section 127 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](mailto: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.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

#### *Section 126 of the German Stock Corporation Act: Propositions by shareholders*

- (1) Information on shareholders propositions, including the respective shareholder's name, as well as the underlying reasons for the proposition and statements, if any, by the Management need only be given to the beneficiaries pursuant to section 125 para. 1 through 3, if the shareholder submits to the company at the address specified his counter-application stating the reasons for it to a proposal of the executive management board and the supervisory board concerning a specific agenda item at the latest 14 days prior to the general meeting. The day of the receipt is not counted. Public companies have to publish the propositions on their webpage. Section 125 para. 3 applies accordingly.

- (2) Information on a counter-application and the reasons therefor need not be given, if:
1. the executive management board would by reason of giving such information become criminally liable;
  2. the counter-application would result in a resolution of the general meeting which would be unlawful or in breach of the articles;
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are defamatory;
  4. a counter-application of such shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to section 125;
  5. the same counter-application of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter-application;
  6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
  7. within the past two years at two general meetings the shareholder failed to move or cause to be moved on his behalf a counter-application communicated by him.

The statement of grounds need not be communicated if it exceeds 5,000 figures.

- (3) If several shareholder make counter-applications in respect of the same resolution, the management board may combine such counter-applications and their statements of grounds.
- (4) In the case of an virtual general meeting, propositions that are to be made accessible pursuant to paragraphs 1 to 3 shall be deemed to have been made at the time they are made accessible. The company shall enable the voting right on these propositions to be exercised as soon as the shareholders can prove the legal or statutory requirements for exercising the voting right. Unless the shareholder who made the proposal is duly legitimised and, if registration is required, duly registered for the general meeting, the proposal need not be dealt with at the meeting.

*Section 127 sentences 1 to 3 of the German Stock Corporation Act: Nominations by shareholders*

Section 126 shall apply analogously to nomination by a shareholder for election of supervisory board members or auditors. Such nomination need not be supported by statement of grounds. Nor need the executive management board give notice of such nomination if it fails to contain the particulars required by section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

*Section 124 (3) sentence 4 of the German Stock Corporation Act: Publication for requests for supplements; proposals for resolutions*

- (3) ...The nomination for the election of supervisory board members or auditors shall state their name, profession and domicile. ...

*Section 125 (1) sentence 5 of the German Stock Corporation Act: Communications to shareholders and Members of the Supervisory Board*

- (1) ...In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises shall be added.

*Section 137 of the German Stock Corporation Act: Voting on nomination made by shareholders*

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

#### 4. 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.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions the Executive Management Board can refuse to answer are as follows:

##### *Section 131 of the German Stock Corporation Act: Shareholders right to information*

- (1) Each shareholder shall upon request be provided with information at a general meeting by the executive management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any connected enterprise. If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. The disclosure obligation of the executive management board of the parent company (section 290 para. 1 sentence 2 of the German Commercial Code) in the general meeting, to which the consolidated financial statements and the consolidated management report is presented, also extends to the situation of the consolidated group of companies and of the enterprises included in the consolidated financial statements.
- (1a) In the case of a virtual general meeting, paragraph 1 sentence 1 shall apply with the proviso that the executive board may stipulate that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. For the calculation of the deadline, § 121 paragraph 7 shall apply. Questions not submitted in due time need not be considered.
- (1b) The scope of the submission of questions may be reasonably limited in the convening notice. The right to submit questions may be restricted to shareholders duly registered for the meeting.
- (1c) The company shall make duly submitted questions available to all shareholders before the meeting and answer them no later than one day before the meeting; § 121 paragraph 7 shall apply to the calculation of the time limit. In the case of listed companies, the questions shall be made available and answered via the company's website. § Section 126 subsection 2 sentence 1 number 1, 3 and 6 shall apply mutatis mutandis to the making available of the questions. If the answers are continuously accessible one day before the beginning and at the meeting, the executive board may refuse to provide information on these questions at the meeting.
- (1d) Each shareholder who is electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the executive board before and at the meeting. Paragraph 2 sentence 2 shall also apply to the right to ask questions.



- (1e) In addition, every shareholder who is electronically connected to the meeting shall be granted the right at the meeting by means of electronic communication to ask questions on matters that have only arisen after the expiry of the period pursuant to paragraph 1a sentence 1. Paragraph 2 sentence 2 shall also apply to this right to ask questions.
- (1f) The chairman of the meeting may determine that the right to information pursuant to paragraph 1, the right to ask questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e may be exercised in the general meeting exclusively by means of video communication.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the by-laws according to section 129 can authorize the chairperson to set appropriate time limits in regards to shareholders' right to ask questions and speak and to make other determinations in this matter.
- (3) The executive management board may refuse to provide information:
1. to the extent that providing such information is, according to sound business judgement, likely to cause not insignificant damage to the company or a connected enterprise;
  2. to the extent that such information relates to tax valuations or the amount of individual taxes;
  3. on the difference between the value at which items are shown in the annual balance sheet and the higher value of such items, unless the general meeting is to determine the annual financial statements;
  4. on methods of arriving at balances and valuation, if disclosure of such methods in the notes suffices to provide a factually accurate picture of the condition of the company's assets, financial position and profitability within the meaning of section 264 para. 2 of the German Commercial Code; this shall not apply if the general meeting is to determine the annual financial statements;
  5. insofar as provision of the information would render the executive management board criminally liable;
  6. insofar as, in the case of a bank or a financial services institution, information on methods adopted of arriving at balances, valuation and does not require to be given in the annual financial statements, management report, consolidated financial statements or consolidated management report;
  7. insofar as such information is available on the webpage of the company at least for a period of seven days prior to the general meeting and throughout the general meeting.

Provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder, by reason of his status as a shareholder, outside the general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication. The executive management board may not refuse to provide such information on the grounds of paragraph (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) an enterprise with common management (section 310 paragraph (1) of the German Commercial Code) or an associated enterprise (section 311 paragraph (1) of the German Commercial Code) discloses the information to a parent enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) for the purposes of inclusion of the information in the consolidated financial statements of the parent enterprise and the information is necessary for that purpose.
- (5) A shareholder who has been denied information may request that his question, and the reason for which the information was denied, be recorded in the minutes of the meeting. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication.

Ladenburg, April 2025

Heidelberg Pharma AG

The Executive Management Board