

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
ISIN: DE000A11QVV0

Invitation to the virtual Annual General Meeting of Heidelberg Pharma AG

We hereby cordially invite our shareholders to the virtual Annual General Meeting of Heidelberg Pharma AG, Ladenburg, Germany, which will take place on Tuesday, 18 May 2021 at 11:00 a.m. (CEST) and due to the continued COVID-19 pandemic will again be held 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 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> in the password-protected Internet service. Shareholders – or their authorized representatives – will exercise their right to vote exclusively by means of electronic mail-in ballot or by authorizing and instructing the proxies appointed by the Company.

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 (1) and Section 315a (1) of the German Commercial Code as well as the report of the Supervisory Board – in each case for the 2019/2020 fiscal year ended 30 November 2020**

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 AGM 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 2019/2020 fiscal year ended 30 November 2020.

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 2019/2020 fiscal year ended 30 November 2020.

4. Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2020/2021 fiscal year

Following the recommendation of the Supervisory Board's Audit Committee, the Supervisory Board proposes adopting the following resolution:

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt, is elected to serve as the auditor of the annual financial statements and the consolidated financial statements for the 2020/2021 fiscal year ending 30 November 2021.

5. Resolution on the cancellation of Conditional Capital II; amendment to the Articles of Association

The Company has Conditional Capital II available, which is included in Article 5 (4) of the Articles of Association. The amount of Contingent Capital II currently available is EUR 59,994. As Conditional Capital II can no longer be exercised, Conditional Capital II is now no longer required and can be cancelled. There are no beneficiaries from Conditional Capital II.

The Executive Management Board and the Supervisory Board thus propose adopting the following resolution:

- a) Conditional Capital II included in Article 5 (4) of the Articles of Association shall be cancelled in full.
- b) Article 5 (4) of the Articles of Association shall be repealed without replacement.

6. Resolution on one further amendment to the Articles of Association

The Company regularly reviews its Articles of Association to determine whether individual provisions are still current and appropriate. In this process, the Company's governing bodies have identified the following provision of the Articles of Association that should be amended or repealed.

Article 14 (6) of the Company's Articles of Association still refers to old provisions of the German Stock Corporation Act which were amended or repealed by the German Act Transposing the Second Shareholder Rights Directive (ARUG II). Article 14 (6) of the Company's Articles of Association therefore should be repealed as well.

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

Article 14 (6) of the Articles of Association shall be repealed without replacement.

7. Resolution concerning the approval of the remuneration system for the members of the Executive Management Board

Section 120 (4) sentence 1 of the German Stock Corporation Act in its old version provided that resolutions concerning the approval of the remuneration system for the members of the management board may be adopted at the annual general meeting. The Company's Annual General Meeting last adopted such a resolution on 26 June 2018 as item no. 7 on the agenda. The Act Transposing the Second Shareholder Rights Directive (ARUG II) eliminated Section 120 (4) sentence 1 of the Stock Corporation Act and introduced a new Section 120a. Section 120a (1) of the Stock Corporation Act provides that a resolution concerning the approval of the remuneration system for the members of the management board as submitted by the supervisory board is to be adopted at the annual general meeting of listed companies in the event of any significant change, but at minimum once every four years.

The Company's Supervisory Board recommends that the remuneration system for the members of the Company's Executive Management Board adopted by resolution of the Supervisory Board on 6 April 2021 and described in Part I of this invitation be approved.

8. Resolution concerning the remuneration of the members of the Supervisory Board

Pursuant to Section 113 (3) of the Stock Corporation Act in the version amended by the Act Transposing the Second Shareholder Rights Directive (ARUG II), in the case of listed companies, a resolution concerning the remuneration of the members of the supervisory board is to be adopted at the annual general meeting at least once every four years. The first resolution must be adopted by the end of the first annual general meeting that is held after 31 December 2020. A resolution that confirms the remuneration is permitted.

The Company's Executive Management Board and Supervisory Board have reviewed the current remuneration of the members of the Supervisory Board and concluded that the current remuneration of the members of the Company's Supervisory Board is appropriate.

The Company's Executive Management Board and Supervisory Board therefore recommend that the existing remuneration of the members of the Supervisory Board be approved and that a resolution in favor of the remuneration system for the members of the Supervisory Board described in Part II of this invitation be adopted.

I.

Description of the remuneration system for the Members of the Executive Management Board

Setting the remuneration of the members of the Heidelberg Pharma AG Executive Management Board falls under the purview of a plenary meeting of the Supervisory Board and is reviewed on a regular basis in compliance with the stipulations in Section 87 (1) and (2) and Section 87a of the Stock Corporation Act as well as the recommendations of the German Corporate Governance Code.

At the Annual General Meeting held on 26 June 2018, the Executive Management Board and the Supervisory Board presented in item no. 7 of the agenda the current remuneration system of the members of the Executive Management Board, which was approved accordingly.

In view of the Act Transposing the Second Shareholder Rights Directive (ARUG II) that became effective on 1 January 2020, and the new version of the German Corporate Governance Code, which was enacted on 16 December 2019 and became effective via its publication 20 March 2020, the remuneration system for the Executive Management Board was revised and is being presented to the 2021 Annual General Meeting for approval.

The current remuneration system for the Executive Management Board is therefore presented below and will be taken into consideration by the Company when Executive Management Board members' contracts are renegotiated or renewed.

The Supervisory Board takes into account the following principles when designing the remuneration system and the amount and structure of the remuneration of the Executive Management Board:

- On the whole, the remuneration of the members of the Executive Management Board contributes significantly to achieving long-term corporate development and to furthering the Company's business strategy.

- The remuneration of the members of the Executive Management Board ensures that special accomplishments are rewarded appropriately, and that failure to meet targets results in a noticeable reduction in remuneration.
- Both the amount and the structure of the remuneration of the members of the Executive Management Board conform to industry standards and take into account the size, complexity and financial position of the Company.
- The remuneration takes into consideration the respective sphere of responsibility of each Executive Management Board member, the personal accomplishments of the individual members, and the achievements of the Executive Management Board as a whole.

A. Components of remuneration

The remuneration of the members of the Executive Management Board is comprised of both performance-related and non-performance-related components.

The non-performance-related components are:

- a) Fixed annual salary (fixed salary)
- b) Fringe benefits (e.g., company car, travel expense reimbursement, accident insurance, D&O insurance, retirement benefits)

The performance-related components are:

- a) Short-term variable remuneration (variable annual bonus)
- b) Long-term variable remuneration (stock options)

By combining non-performance-related and performance-related components of remuneration, the Company creates an attractive incentive for existing and potential Executive Management Board members to contribute to sustained and long-term corporate development. Variable remuneration components are the essential material incentive to pursue the Company's business policy objectives. They function as motivator and reward for specific actions, for operational achievements, for a strategic direction that promotes the long-term development of the Company, and for conduct rooted in a sense of responsibility.

1. Non-performance-related remuneration

a. Fixed annual salary (fixed salary)

Every Executive Management Board member receives non-performance-related, fixed remuneration, which is paid out in monthly installments. The

amount of the fixed remuneration is determined based on the principles set out above.

b. Fringe benefits

In addition to the base salary, members of the Executive Management Board are granted the following fringe benefits:

- (1) Provision of a company car or BahnCard 100 for 1st class travel, up to a maximum amount (for the company car lease installment) of EUR 1,000/month
- (2) Purchase of an accident insurance policy (death benefit EUR 100,000, disability benefit EUR 500,000, and payment of the insurance premiums in this regard
- (3) Contribution to health insurance and long-term care insurance: The amount of the individual contributions equates to half of the premiums paid by the Executive Management Board member, however no higher than that maximum amount legally owed for the employer's portion of the health and long-term care insurance taking into consideration the applicable thresholds and caps for contribution calculations
- (4) Purchase of a D&O insurance policy with a deductible corresponding to the minimum stipulated by law
- (5) Payment of an amount of no more than EUR 14,000 per year as retirement benefits
- (6) Reimbursement of business travel expenses

The other remuneration resulting from the fringe benefits listed above may differ from the amount of operating expenses (costs) recognized for the fringe benefits.

2. Performance-related remuneration

In addition to the fixed remuneration, the Executive Management Board members have a right to variable remuneration that depends on the achievement of multiple long-term, ongoing, strategic and financial corporate targets set in advance by the Supervisory Board.

Achievement of the targets is not absolutely required to be able to be measured precisely, however it must definitely be verifiable. The relationship between the achievement of targets and the variable remuneration is set in advance and may not

be changed at a later date. The degree of target achievement and the associated amount of variable remuneration are assessed and determined by the Supervisory Board.

a. Short-term variable remuneration

Short-term variable remuneration focuses primarily on operational metrics.

Setting short-term targets:

The Supervisory Board sets both annual as well as uniform short-term targets for all Executive Management Board members, and also sets individual short-term targets for each Executive Management Board member. The short-term targets are weighted against one another by the Supervisory Board.

Calculation of the level of short-term variable remuneration:

As a rule, short-term targets can be achieved on a scale from 0-100%. The achievement of targets is calculated arithmetically, as applicable with a corresponding weighting of the targets (e.g., 4 out of 5 targets reached in their entirety = 80% target achievement).

The short-term variable remuneration of Executive Management Board member Dr. Schmidt-Brand is capped at EUR 100,000, the short-term variable remuneration of Executive Management Board member Professor Pahl is likewise capped at EUR 100,000.

In this regard, the short-term bonus has an upper limit ("short-term bonus cap").

b. Calculation of the level of annual performance-based remuneration (short-term bonus)

The level of the annual performance-based remuneration is calculated based on the degree to which targets are achieved relevant to the individual targets while taking into account the weighting assigned to this target.

In the event of 100% target achievement for the short-term variable remuneration, 100% of the annual performance-based remuneration will be paid out in cash after the formal approval Company's annual financial statements for the relevant fiscal year. The Executive Management Board member in question may immediately utilize the paid out amount of the short-term variable remuneration at the member's discretion.

c. Stock options (long-term variable remuneration)

Additionally, the Executive Management Board members may receive long-term variable remuneration by way of stock options on the basis of the Company's stock option plan in place at the time they are granted. The objective is to incentivize performance that focuses on achieving stable and long-lasting success for the Company.

In this case, the Executive Management Board members receive stock options that are granted either in one tranche or in multiple tranches.

The exercise price is equivalent to the average closing market price over the last 10 trading days prior to the granting of the stock options (grant date). The earliest that the Executive Management Board members can exercise the options is after the end of the vesting period of four years, which starts on the grant date of the respective subscription right. There are two other prerequisites:

- The average closing market price over the 10 trading days prior to the respective exercise must be 120% of the exercise price (absolute performance target).
- The reference price must exceed the exercise price by at least the same ratio by which the TecDAX (market index) on the last market trading day prior to the respective exercise period exceeds the TecDAX (market index) on the grant date.

The options have a ten-year contractual term, i.e., after the expiration of the required vesting period of four years, the stock options can be exercised during a six-year window provided the applicable conditions are satisfied.

The granting of stock options to the Executive Management Board is at the discretion of the Supervisory Board and is conducted in any given case on the basis of the stock option plans that are adopted by resolution of the Annual General Meeting. At the time of the Annual General Meeting, the Company is not authorized to issue stock options on the basis of a stock option plan resolved by the Annual General Meeting. The Company may still issue 149,050 stock options to members of the Executive Management Board under the 2018 Stock Option Plan.

The Supervisory Board grants stock options based on the tasks of the respective member of the Management Board, his/her personal performance, the economic situation, the performance and outlook of the enterprise as well as the common level of the remuneration taking into account the peer companies and the remuneration structure.

Furthermore, the Company's Supervisory Board can grant stock options to an Executive Management Board member as a special reward in recognition of additional, special, personal achievements by that member. In this case as well, the stock options are granted on the basis of the stock option plans that are adopted by resolution of the Annual General Meeting.

After the exercise of stock options following the expiration of the four-year vesting period, there is no requirement to hold on to the corresponding shares (no lock-up).

The way the stock options are structured – with a four-year vesting period prior to exercise – creates significant incentives for positive corporate development over the long term. On the whole, this achieves a balanced combination of short- and long-term remuneration components.

3. Maximum remuneration

The Supervisory Board sets a maximum annual level of remuneration for each Executive Management Board member.

The maximum remuneration depends on what is required in order to attract an Executive Management Board member in question and to retain that member's loyalty to the Company.

The maximum remuneration includes all remuneration components set out in items 1 and 2.

The maximum remuneration can be achieved if, in addition to payment of the fixed remuneration (fixed annual salary and retirement benefit commitments), the following conditions in relation to the variable remuneration components (short-term bonus and stock options) are met for the fiscal year:

- The Executive Management Board concerned has achieved 100% of the target in terms of short-term variable remuneration.
- The remaining stock options from the 2018 Stock Option Plan are issued to the members of the Executive Management Board.
- One Executive Management Board member receives 100% of the remaining stock options from the 2018 Stock Option Plan, i.e. 149,050 shares).
- The issue price of the stock options roughly corresponds to the current stock market price of the Company's shares, i.e. approximately EUR 7.60.
- The stock market price of the Company's shares increases by 100% during the four-year waiting period.

- All of the various performance targets of the stock option plan have been met and remuneration is not capped.

If the requirements listed above are met, the maximum remuneration for the Executive Board member in question is EUR 1,514,780 per annum.

If the requirements listed above are met and the target achievement is 100%, the percentage of the maximum remuneration comprised of fixed remuneration (fixed annual salary and retirement benefit commitments) is roughly 19%.

If the requirements listed above are met and the target achievement is 100%, the percentage of the maximum remuneration comprised of short-term variable remuneration (short-term bonus) is roughly 6%.

If the requirements listed above are met and the target achievement is 100%, the percentage of the maximum remuneration comprised of long-term variable remuneration (stock options) is roughly 75%.

The maximum remuneration shown here is not the annual remuneration level intended or deemed appropriate by the Supervisory Board; instead, it merely indicates the maximum level that can be achieved if all targets are met and the share price of the Company's stock increases significantly in the year in which a member of the Executive Management Board exercises and realizes stock options.

If no stock options are issued or the conditions for exercising them are not met, the long-term variable remuneration will not apply and the maximum remuneration per annum for a member of the Executive Management Board is EUR 382,000.

In this case, the ratio of fixed remuneration including fringe benefits to short-term variable remuneration is around 74% to 26%, in each case assuming full target achievement.

B. Terms and termination options in Executive Management Board employment contracts

Each Executive Management Board employment contract has a term of a maximum of three years. Routine termination of Executive Management Board contracts is barred. Termination for cause is possible, whereby the stipulations set down in Section 84 (3) of the Stock Corporation Act regarding removal of an Executive Management Board member for cause apply. In the event of a change of control, in certain circumstances there are special termination rights both for the Company as well as for the Executive Management Board member in question. For purposes of the Executive Management Board employment contracts, a change of control occurs

where at least 30% of the Company's voting shares are acquired directly or indirectly by a third party.

C. Severance benefits in the event of early termination of employment and setoffs

The Executive Management Board employment contracts do not contain any special termination rights or any severance benefit entitlements in the event of a change of control.

D. Procedure for setting, implementing and reviewing the remuneration system

The remuneration system for members of the Heidelberg Pharma AG Executive Management Board is adopted by the entire Supervisory Board, with the Supervisory Board's Nomination and Remuneration Committee having a preparatory role. The Nomination and Remuneration Committee formulates the details of the remuneration system and submits a motion to a plenary meeting of the Supervisory Board comprising a draft resolution. The remuneration and employment terms and conditions for employees are not taken into consideration in the determination of the remuneration system.

The remuneration system for Heidelberg Pharma AG Executive Management Board members is to be incorporated when new Executive Management Board employment contracts are to be signed or in the event of any renewals of or amendments to existing Executive Management Board employment contracts. In the case of negotiations for or the signing of new Executive Management Board employment contracts being entered into, or renewals or amendments, the Supervisory Board is to adhere to the specifications of this remuneration system; this applies in particular to the Supervisory Board Chairman, who is authorized to sign Executive Management Board employment contracts on behalf of the Company, provided the Supervisory Board has granted such authority to the Chairman.

The remuneration system for members of the Heidelberg Pharma AG Executive Management Board is reviewed on an ongoing basis by the Supervisory Board's Nomination and Remuneration Committee, in particular in the context of contract negotiations with existing or future members of the Executive Management Board. However, no formal review at specific calendar intervals is undertaken.

Where conflicts of interest on the part of members of the Supervisory Board or members of the Executive Management Board exist or are at risk of occurring, they are to be disclosed to the Supervisory Board in accordance with the Internal Rules of Procedure for the Supervisory Board and the Executive Management Board. The entire Supervisory Board will then meet to make a decision on a case-by-case basis as to how the specific conflict of interest is to be handled.

II.

Remuneration system for the members of the Supervisory Board

In accordance with the Company's Articles of Association, the members of the Supervisory Board receive a fixed remuneration of EUR 15,000 for each full fiscal year of service on the Supervisory Board. The Chairman of the Supervisory Board receives a fixed remuneration of EUR 35,000 and the Deputy Chairman receives EUR 25,000. Supervisory Board remuneration is paid in four equal installments on the last day of February and on 31 May, 31 August and 30 November of each fiscal year.

Members of a Supervisory Board committee are paid a flat fee of EUR 3,000, while chairpersons of such committees are paid EUR 7,000 per fiscal year and committee. In each case, remuneration is limited to activities on a maximum of two committees. Over and above this individual limit, the maximum amount paid by Heidelberg Pharma AG for committee activities of all Supervisory Board members combined is capped at EUR 39,000 per fiscal year. If this cap is not sufficient to cover all memberships and chairmanships of Supervisory Board committees, it is distributed proportionally among all committee members and chairpersons in line with the above provisions, unless the Supervisory Board unanimously resolves a different regulation.

An additional allowance is paid for attendance at a maximum of six Supervisory Board meetings in each fiscal year. Meeting chairpersons are paid a flat fee of EUR 3,000 and all other members EUR 1,500 each per meeting. Supervisory Board members who attend meetings by telephone or virtually receive only half of the allowance. This allowance must be paid with the Supervisory Board member's fixed remuneration. Members of Supervisory Board committees do not receive an attendance allowance for committee meetings.

The remuneration paid to Supervisory Board members who were not in service for a full fiscal year is pro rated in accordance with the duration of their membership on the Supervisory Board.

The Supervisory Board members do not receive variable remuneration, nor are they granted options or similar rights. Supervisory Board members are not entitled to a settlement if their membership ends.

In the 2020 fiscal year, the members of the Supervisory Board were paid remuneration of EUR 166,500 (previous year: EUR 175,500) plus reimbursement of travel expenses.

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

This invitation to the virtual Annual General Meeting as well as the documents and additional information to be made available to Annual General Meeting participants in connection with the Annual General Meeting can be viewed at the Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/AGM> starting from the date of this invitation.

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 18 May 2021 starting at 11:00 a.m. (CEST) via electronic media (this is not electronic participation).

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

The Company's share capital of EUR 31,066,372.00 is divided into 31,066,372 no par value bearer shares at the time the AGM is convened. Each no par value share grants one vote. Consequently, there are 31,066,372 voting shares at the time the AGM is convened. The Company does not hold any treasury shares at the time this AGM 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

In light of the ongoing COVID-19 pandemic, the Annual General Meeting on 18 May 2021 will be held as a virtual Annual General Meeting on the basis of the German Act on Measures in Corporate Law, the Law Governing Cooperatives, Associations, and Foundations, and Residential Property Law to Combat the Effects of the COVID-19 Pandemic dated 27 March 2020 (Federal Gazette I no. 14 2020, p. 570) as amended (hereinafter COVID-19 Act) without the physical presence of the shareholders and their authorized representatives; however, they will be able to participate by joining the meeting via electronic media (**connection**).

Consequently, the shareholders and their authorized representatives (with the exception of the proxies designated by the Company) will not be able to physically attend the Annual General Meeting. However, they will be able to follow the entire Annual General Meeting online via audio and video feed on the Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/AGM> via the password-protected Internet service. This audio and video feed will not allow for participation in the Annual General Meeting as within the meaning of Section 118 (1) sentence 2 German Stock Corporation Act, or for electronic participation as within the meaning of Section 1 (2) sentence 1, no. 2 (option 2) of the COVID-19 Act. In lieu of the usual admission ticket, duly registered shareholders will be sent unique access information for the password-protected Internet service ("AGM ticket"), which they will be able to use to access the password-protected Internet service made available on the Heidelberg Pharma AG website at <https://heidelberg-pharma.com/en/AGM>.

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 27 April 2021 at 00:00 hours (CEST). 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 authorize representatives, to submit questions, 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").

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

11 May 2021
(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 Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 633
E-mail: anmeldung@better-orange.de

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 start of the 21st day prior to the Annual General Meeting, i.e., by

27 April 2021
(00:00 hours CEST) (record date)

Better Orange IR & HV AG 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 their personalized access details for using the password-protected Internet service ("AGM ticket"). 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 AGM. 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 AGM 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 AGM 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 AGM 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 27 April 2021, 0:00 hours (CEST) until the start of voting at the virtual Annual General Meeting on 18 May 2021. 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

17 May 2021

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

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

Heidelberg Pharma AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-mail: hdpharma@better-orange.de

or can be submitted, changed or revoked by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/AGM> from 27 April 2021, 00:00 hours (CEST) 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 online until the start of voting via the password-protected Internet service at <https://heidelberg-pharma.com/en/AGM> following the procedures intended for that purpose.

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.

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

17 May 2021
(24:00 hours CEST, (date of receipt))

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

Heidelberg Pharma AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-mail: hdpharma@better-orange.de

or can be submitted, changed or revoked from 27 April 2021, 00:00 hours (CEST) by using the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/AGM> 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:

Shareholders' right to information pursuant to Section 131 (1) German Stock Corporation Act and Section 1 (2) COVID-19 Act / shareholders' right to ask questions

When a virtual Annual General Meeting is held pursuant to Section 1 (2) COVID-19 Act, the shareholders' right to receive information as set out in Section 131 (1) of the German Stock Corporation Act narrows. Under the COVID-19 Act, the only right available to shareholders is to raise questions via electronic communications (Section 1 (2) sentence 1, no. 3). Additionally, the Executive Management Board may stipulate that questions be submitted no later than one day before the meeting (Section 1 (2) sentence 2 (second half) COVID-19 Act). With the approval of the Supervisory Board, the Heidelberg Pharma AG Executive Management Board has availed itself of this option as follows:

Duly registered shareholders will have the opportunity to ask questions via electronic communications from 27 April 2021, 00:00 hours CEST (see Section 1 (2) sentence 1, no. 3 COVID-19 Act). Questions are to be submitted no later than 24 hours before the Annual General Meeting, i.e. no later than

17 May 2021, 11:00 a.m. CEST

via the password-protected area accessible at <https://heidelberg-pharma.com/en/AGM> by following the procedures intended for that purpose.

Questions submitted after the above-mentioned deadline has passed or submitted in a language other than German will not be considered. As a rule, it is possible for the party raising the question to be identified by name during the question-and-answer period.

The Executive Management Board will decide, at its discretion and in keeping with its obligations under Section 1 (2) sentence 2 (first half) COVID-19 Act, how it will respond to questions.

Having objections recorded in the minutes

From the start of the Annual General Meeting until its end, duly registered shareholders who have exercised their voting rights by electronic mail-in ballot or by granting authorizations can, by means of electronic media, i.e., via the password-protected Internet service accessible at <https://heidelberg-pharma.com/en/AGM>, have their objections to proposed Annual General Meeting resolutions recorded in the minutes by the officiating notary by following the procedures intended for that purpose.

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

Shareholders whose total shareholdings are equivalent to 1/20th of the Company's share capital (i.e. 1,553,319 no par value shares) or the notional amount of EUR 500,000 (i.e. 500,000 no par value shares) 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 shall be sent to the Executive Management Board of Heidelberg Pharma AG, in writing, and the Company must receive it no later than 30 days before the Annual General Meeting, i.e. no later than by the end of

17 April 2021
(24:00 hours CEST)

at the following address:

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

The submitter of the application must provide evidence of having held the shares for at least 90 days prior to the date of receipt of the application and of holding the shares until a decision is made on the application by the Executive Management Board; Section 70 German Stock Corporation Act is applicable to the calculation of holding period of the shares. The day the application is received is not counted. If a deadline falls on a Saturday, Sunday or holiday, it shall not be advanced to a preceding or postponed to a subsequent business day. Sections 187 to 193 of the German Civil Code shall not be applicable mutatis mutandis.

Any supplements to the agenda that must be published – provided they were not already made public at the time the AGM was convened – shall be published in the Federal Gazette immediately after the request has been received and shall also be furnished to such suitable media as may be expected to disseminate the information throughout the European Union. They shall also be published on the Internet and communicated to the shareholders at <https://heidelberg-pharma.com/en/AGM>.

**Counter-applications pursuant to Section 126 (1)
and nominations pursuant to Section 127 German Stock Corporation Act and
Section 1 (2) sentence 3 COVID-19 Act**

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 Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-mail: antraege@better-orange.de

Counter-applications and nominations that are sent to any other address shall not be considered. Better Orange IR & HV AG 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

3 May 2021
(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 3 May 2021 (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 a nomination 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 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 Annual General Meeting in accordance with Section 1 (2) sentence 3 COVID-19 Act, if the shareholder submitting the application or nomination is duly authorized and has duly registered for the Annual General Meeting.

More information regarding shareholders' rights under Section 122 (2), Section 126 (1), Section 127, and Section 131 (1) German Stock Corporation Act in conjunction with Section 1 (2) COVID-19 Act 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, including the provisions of the COVID-19 Act on holding a virtual 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 AGM, 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 2021

Heidelberg Pharma AG
The Executive Management Board

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

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	HPHA052021HV
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	18.05.2021 [format pursuant to Implementing Regulation (EU) 2018/1212: 20210518]
2. Time of the General Meeting	11:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 09:00 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	27.04.2021 (00:00 hrs. CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20210426]
6. Uniform Resource Locator (URL)	https://heidelberg-pharma.com/en/AGM