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Ad Hoc Publication

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Heidelberger Druckmaschinen Aktiengesellschaft resolves the issuance of convertible bonds to improve its financing structure

- **Heidelberger Druckmaschinen Aktiengesellschaft plans the placement of convertible bonds in the amount of up to EUR 58.6 million**
- **Term of 7 years improves company's maturity profile**
- **Proceeds from the offering to be used to partially redeem an outstanding high yield bond**

The Management Board of Heidelberger Druckmaschinen Aktiengesellschaft (**Heidelberg**) resolved today, with the consent of the Supervisory Board, to launch the offering (the "**Offering**") of senior, unsecured convertible bonds, due March 2022, for an aggregate nominal amount of up to EUR 58.6 million (the "**Bonds**") and by excluding shareholders' pre-emptive rights.

With the planned issuance of the Bonds, Heidelberg intends to further improve its existing financing structure and will avail itself of the currently attractive capital market environment for a partial redemption of an outstanding high yield bond.

The Bonds will have a maturity of 7 years and will be issued and redeemed at 100 % of their principal amount. The Bonds will be offered with a coupon between 5.5 % and 6.5 % per annum, payable quarterly in arrear, and a conversion premium between 25 % – 30 % above the reference share price, being the volume-weighted average price of the Shares on XETRA between launch and pricing of the Offering.

Heidelberg will have the option to redeem all of the Bonds at their principal amount plus accrued interest on or after April 20, 2018, in accordance with the terms and conditions of the Bonds, if the value of the underlying Shares exceeds 130 % of the Bonds' principal amount over a specified period. Holders of the Bonds will have the option to require an early redemption of their Bonds on March 30, 2020 at their principal amount plus accrued interest.

Unless previously redeemed, or purchased and cancelled, the Bonds will be convertible at the option of the holder into Shares.

Pricing for the Bonds is expected to take place on March 25, 2015, following an accelerated bookbuilding process, with settlement on or around March 30, 2015.

Deutsche Bank, BNP Paribas, Commerzbank and LBBW are acting as Joint Bookrunners and Joint Lead Managers for the Offering of the Bonds. The Bonds will be offered only to institutional investors outside the United States, Canada, Japan, Australia or any other jurisdiction in which offers or sales of the securities would be prohibited by applicable law.

Heidelberg intends to apply for the inclusion of the Bonds to trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange.

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