

## - Translation for convenience -

### Agreement on the amendment of the control and profit transfer agreement

between

**Heidelberger Druckmaschinen Aktiengesellschaft**

Kurfürsten-Anlage 52-60  
69115 Heidelberg  
Germany

- hereinafter referred to as the “controlling company” -

and

**Heidelberg Boxmeer Beteiligungs-GmbH**

Gutenbergring 19  
69168 Wiesloch  
*(formerly: Kurfürsten-Anlage 52-60, 69115 Heidelberg)*  
*(formerly: Heidelberg Software Gesellschaft mit beschränkter Haftung, Heidelberg)*

- hereinafter referred to as the “controlled company” -

There is a control and profit transfer agreement between the parties dated January 25, 2002, which was approved by the shareholders’ meeting of the controlled company on January 25, 2002 and the Annual General Meeting of the controlling company on September 11, 2002. The control and profit transfer agreement was entered in the commercial register of the controlled company on October 23, 2002.

Section 3 of the control and profit transfer agreement is amended as follows:

1. Section 3 (4) is amended to read:

“The provisions of section 302 AktG apply accordingly as currently amended.”

2. Section 3 (5) is deleted, meaning that the previous section 3 (6) becomes section 3 (5).

The other provisions of the control and profit transfer agreement remain unchanged.

The amendment described in 1. and 2. above is subject to the approval of the Annual General Meeting of the controlling company and the shareholders' meeting of the controlled company and applies with retrospective effect from the start of the financial year of the controlled company in which this amendment is entered in the commercial register of the controlled company.

**Heidelberger Druckmaschinen AG**

Wiesloch, May 21, 2019

**Heidelberg Boxmeer Beteiligungs-GmbH**

Wiesloch, May 21, 2019

---

Dirk Kaliebe (Member of the Management Board)

---

Dr. Constantin Bettermann (Managing Director)

---

Thomas Schrotz (Authorized Signatory)

---

Helge Werner (Managing Director)