

- 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 China-Holding GmbH

Gutenbergring 19
69168 Wiesloch
(formerly: Kurfürsten-Anlage 52-60, 69115 Heidelberg)

- hereinafter referred to as the “controlled company” -

There is a control and profit transfer agreement between the parties dated March 29, 2000, which was approved by the shareholders' meeting of the controlled company on April 7, 2000 and the Annual General Meeting of the controlling company on September 8, 2000. The control and profit transfer agreement was entered in the commercial register of the controlled company on December 11, 2000.

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
Aktiengesellschaft**
Wiesloch, May 21, 2019

Heidelberg China-Holding GmbH
Wiesloch, May 21, 2019

Dirk Kaliebe (Member of the Management Board)

Dr. Constantin Bettermann (Managing Director)

Thomas Schrotz (Authorized Signatory)

Dr. Michael Löbig (Managing Director)