

- 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 “HDM” -

and

Heidelberg Postpress Deutschland GmbH
Gutenbergring 19
69168 Wiesloch
(formerly: Kurfürsten-Anlage 52-60, 69115 Heidelberg)
(formerly: Heidelberger Druckmaschinen Vertrieb Frankfurt GmbH)

- hereinafter referred to as “HDVF” -

There is a control and profit transfer agreement between the parties dated March 31, 1998, which was approved by the shareholders' meeting of HDVF on September 30, 1998 and the Annual General Meeting of HDM on October 21, 1998. When the agreement was concluded, Heidelberg Postpress Deutschland GmbH was still called “Heidelberger Druckmaschinen Vertrieb Frankfurt GmbH”. The control and profit transfer agreement was entered in the commercial register of HDVF on March 31, 1999.

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 HDM and the shareholders' meeting of HDVF and applies with retrospective effect from the start of the financial year of HDVF in which this amendment is entered in the commercial register of HDVF.

**Heidelberger Druckmaschinen
Aktiengesellschaft**

Wiesloch, May 21, 2019

Heidelberg Postpress Deutschland GmbH

Wiesloch, May 21, 2019

Dirk Kaliebe (Member of the Management Board)

Michael Neugart (Managing Director)

Thomas Schrotz (Authorized Signatory)

Marcus Römermann (Managing Director)