

# - Translation for Convenience -



## Invitation to the Annual General Meeting of Heidelberger Druckmaschinen Aktiengesellschaft

Heidelberg

German Securities Number (WKN) 731400  
ISIN DE0007314007

We hereby invite the shareholders of our Company to the Annual General Meeting to be held at 10:00 (CEST) on Thursday, July 23, 2020. The Annual General Meeting is to be held virtually without shareholders or their proxies attending in person.

Shareholders who register for the Annual General Meeting in due form and time and provide evidence of their shareholdings, or their proxies, will be able to watch an audio-visual broadcast of the Annual General Meeting, in full, using the online system at

[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung)

The access data for the online system will be sent to shareholders with their access card after they have registered in due form and time and provided evidence of their shareholdings.

The location of the Annual General Meeting for the purposes of the *Aktiengesetz* (AktG – German Stock Corporation Act) are the business premises of the Company, Gutenbergring, 69168 Wiesloch. Shareholders and their proxies (with the exception of voting representatives appointed by the Company) are not entitled to attend the Annual General Meeting in person. Shareholders and their proxies are asked to comply with the **special information** on participation in the virtual Annual General Meeting via the audio-visual broadcast and on exercising voting rights (no electronic participation) and shareholders' rights in section II.

### I. Agenda

1. **Presentation of the adopted annual financial statements of the Company, the approved consolidated financial statements and the management**

**reports for the Company and the Group for 2019/2020 financial year with the report of the Supervisory Board and the explanatory report of the Management Board on matters relevant to acquisitions (sections 289a (1), 315a (1) of the *Handelsgesetzbuch* (HGB – German Commercial Code))**

No resolution has been provided for agenda item 1 as the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft has adopted and approved the annual and consolidated financial statements prepared by the Management Board and the Management Board and Supervisory Board have not resolved to leave the approval of the annual financial statements to the Annual General Meeting. In accordance with section 172 AktG, the annual financial statements have therefore been adopted and a resolution of the Annual General Meeting has not been provided for.

The above documents are available on the Company's website at [www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung) from the day the meeting is convened and during the Annual General Meeting.

## **2. Resolution on the discharge of the members of the Management Board**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board in the 2019/2020 financial year for this period.

## **3. Resolution on the discharge of the members of the Supervisory Board**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board in the 2019/2020 financial year for this period.

It is intended to have the Annual General Meeting decide the discharge of the members of the Supervisory Board by individual votes.

## **4. Election of the auditor of the annual and consolidated financial statements for the 2020/2021 financial year**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to elect PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor and the Group auditor for the 2020/2021 financial year.

In accordance with Article 16 (2) and (3) of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014), the Audit Committee of the Supervisory Board has declared that its recommendation is free from any undue influence by third parties and that no restrictions were placed on it as regards the appointment of a particular statutory auditor or audit firm (Article 16 (6) of the EU Audit Regulation).

## 5. Elections for the Supervisory Board

The term in office of the member of the Supervisory Board elected by the Annual General Meeting, Ms. Kirsten Lange, ends at the end of the 2020 Annual General Meeting.

The same applies to the term in office of the member and Chairman of the Supervisory Board Dr. Martin Sonnenschein, who was court-appointed as a member of the Supervisory Board effective December 1, 2019 after the member of the Supervisory Board elected by the Annual General Meeting, Dr. Siegfried Jaschinski, resigned at the end of his term in office effective November 30, 2019.

The shareholders must therefore elect two members of the Supervisory Board. In accordance with Article 9 (2) sentence 3 of the Articles of Association of Heidelberger Druckmaschinen Aktiengesellschaft, the shareholder members of the Supervisory Board will be elected individually.

In accordance with section 102 (1) AktG and Article 9 (1) and (2) of the Articles of Association of Heidelberger Druckmaschinen Aktiengesellschaft and based on the proposals of the Nomination Committee, the Supervisory Board proposes the election of the following persons to the Supervisory Board as shareholder representatives:

- a) Dr. Martin Sonnenschein, residing in Berlin, partner at A.T. Kearney
- b) Ms. Ina Schlie, residing in Heidelberg, graduate economist and member of the Supervisory Board

Their election becomes effective in each case from the end of this Annual General Meeting and continues for a term in office until the end of the Annual General Meeting that resolves their discharge for the 2024/2025 financial year.

The nomination takes into account the goals resolved by the Supervisory Board for its composition in accordance with item 5.4.1 (2) of the German Corporate Governance Code as amended February 7, 2017 and C.13 as amended December 16, 2019 and the resolved diversity concept, and is consistent with the skills profile developed for the Supervisory Board as a whole.

In the opinion of the Supervisory Board, as of the time of this Annual General Meeting being convened, the proposed candidates have no personal or business relationships, as referred to by items 5.4.1(6) to (8) of the German Corporate Governance Code as amended February 7, 2017 and C.13 as amended December 16, 2019, with Heidelberger Druckmaschinen Aktiengesellschaft, its Group companies, the executive bodies of Heidelberger Druckmaschinen Aktiengesellschaft or a material shareholder in Heidelberger Druckmaschinen Aktiengesellschaft.

In accordance with section 96 (1), case 1 (2), section 101 (1) AktG and section 7 (1) sentence 1 number 1 of the *Mitbestimmungsgesetz* (MitbestG – German Co-determination Act), the Supervisory Board consists of six shareholder members and six employee members, and it must be at least 30 percent women and 30 percent men, i.e. at least four men and four women (minimum ratio requirement). The minimum ratio requirement must be fulfilled by the Supervisory Board as a whole as neither the shareholder representatives nor the employee representatives on the Supervisory Board have objected to this. As of the time of this Annual General Meeting being convened, the Supervisory Board consists of five women and seven men, whereby the term in office of one of the women members ends at the end of this Annual General Meeting. The minimum ratio requirement is therefore achieved regardless of the gender of the Supervisory Board members to be elected by this Annual General Meeting.

Further information on the candidates, including in particular the information in accordance with section 125 (1) sentence 5 AktG (as applicable until September 3, 2020) and their résumés, can be found after the further information on the invitation; this information can also be accessed on the Company's website at [www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung).

In the event of his election by the Annual General Meeting, Dr. Sonnenschein will stand for the office of Chairman of the Supervisory Board.

**6. Resolution on the amendment of the Articles of Association to adapt them in line with the German Act Implementing the Second Shareholders' Rights Directive of December 12, 2019 (ARUG II) and updating the Articles of Association**

The Articles of Association of the Company are to be amended in line with the changes due to the German Act Implementing the Second Shareholders' Rights Directive (**ARUG II**) of December 12, 2019 (Federal Law Gazette 2019 Part I no. 50 of December 19, 2019) and otherwise updated.

To the extent that changes due to ARUG II do not become effective until September 3, 2020, an instruction to the Management Board will ensure that the related amendments to the Articles of Association are not reported for entry in the commercial register until after September 3, 2020.

The Management Board and the Supervisory Board propose the following resolution:

**a) Amendment of Article 5 of the Articles of Association (Notices / Forum)**

Article 5 (1) of the Articles of Association will be supplemented by the following sentence 2:

“The Company is authorized to send shareholders and bearers of registered securities information by way of data transmission.”

Article 5 of the Articles of Association will otherwise be unaltered.

**b) Amendment of Article 9 of the Articles of Association (B. The Supervisory Board / Number and Election)**

Article 9 (2) and 3 of the Articles of Association will be repealed and Article 9 (2) will be revised as follows:

“(2) Subject to the stipulation of a shorter term in office, members of the Supervisory Board will be elected until the end of the Annual General Meeting that adopts a resolution on the discharge of the members for the fourth financial year after the start of their term in office. This does not include the financial year in which the term in office begins. Re-election is possible. Shareholder members of the Supervisory Board are elected individually.”

Article 9 of the Articles of Association will otherwise be unaltered.

**c) Amendment of Article 11 of the Articles of Association (Supervisory Board Meetings, Adoption of Resolutions)**

Article 11 of the Articles of Association will be repealed and entirely revised as follows:

**“Article 11  
Supervisory Board Meetings, Adoption of Resolutions**

(1) The Chairman of the Supervisory Board or, if he is unavailable, the Deputy Chairman or the Management Board on behalf of the Chairman of the Supervisory Board, convenes the meetings of the Supervisory Board. Meetings can be convened in writing, by fax or using other conventional means of communication (e.g. e-mail or by phone).

(2) Resolutions of the Supervisory Board are generally adopted at meetings. Outside meetings, resolutions are permitted in writing, by phone, fax, e-mail or other conventional means of telecommunication, including in particular video conference, if the Chairman of the Supervisory Board or, if he is unavailable, his Deputy decides this in the individual case. The other members of the Supervisory Board do not have a right to object to this.

(3) The Supervisory Board is quorate if at least half its members take part in the resolution. A member also takes part in the resolution if he/she abstains.

(4) Absent members of the Supervisory Board can participate in resolutions of the Supervisory Board by having their written votes (including faxes) submitted by other members of the Supervisory Board. Furthermore, absent members of the Supervisory Board can cast their votes by phone, fax, e-mail or other conventional means of telecommunication, including in particular video conference, during the meeting or afterwards, if the Chairman of the Supervisory Board or, if he is unavailable, his Deputy stipulates this for the individual instance before the passing of the resolution begins, and setting an appropriate period of time. The other members of the Supervisory Board do not have a right to object to this.

(5) If requested by two members of the Supervisory Board, the resolution on individual or all items of the agenda must be postponed if there would not be an equal number of shareholder and employee members of the Supervisory Board participating. Postponements of more than two months are not permitted. A further postponement of the resolution on the same item of the agenda is not permitted.

(6) Resolutions of the Supervisory Board are adopted with a simple majority of votes cast, unless other majorities are required by law. If a vote by the Supervisory Board is tied, at the request of one of its members, the Supervisory Board must vote on the same resolution again in the same meeting. If this vote is also tied, the Chairman's vote will count twice. The same applies if the Chairman of the Supervisory Board has written votes submitted in accordance with section 108 (3) AktG. The Deputy Chairman does not have a second vote.

(7) Minutes must be produced of the meetings of the Supervisory Board and signed by the chairperson of the respective meeting. The minutes must record the location and date of the meeting, the participants, the items on the agenda, the key content of discussions and the resolutions of the Supervisory Board. The same applies to resolutions adopted outside meetings, the minutes of which must be signed by the Chairman of the Supervisory Board.

(8) Unless required otherwise by statutory provisions, these regulations apply with the corresponding changes to resolutions by committees, with the Chairman of the Supervisory Board and his deputy replaced by the chairman of the committee and his deputy."

**d) Amendment of Article 13 of the Articles of Association (Resignation from Office)**

Article 13 of the Articles of Association will be repealed and revised as follows:

**"Article 13  
Resignation from Office**

Each member of the Supervisory Board can resign from office, even without good cause, by issuing a declaration in written or electronic form to the Chairman of the Supervisory Board or to the Management Board, effective from the end of the calendar month after the month in which resignation was declared. This period can be shortened by mutual arrangement. This does not affect the right to resign from office for good cause."

**e) Amendment of Article 14 of the Articles of Association (Transactions Requiring Consent)**

Article 14 (1) of the Articles of Association will be repealed and revised as follows:

"(1) The Management Board requires the approval of the Supervisory Board:

- a) to acquire, sell or encumber property and hereditary building rights, to acquire and sell shares in companies, to issue warranties or guarantees or to assume similar liabilities if the value of any one of these transactions exceeds € 20 million, to issue warranties or guarantees or to assume similar liabilities only if this occurs outside the normal course of business; and
- b) to take out loans.”

Article 14 of the Articles of Association will otherwise be unaltered.

**f) Amendment of Article 17 of the Articles of Association (C. The Annual General Meeting / Location, Convening and Conduct of the Annual General Meeting) and Article 18 of the Articles of Association (Chair of the Annual General Meeting)**

- aa) Article 17 (3) to (7) of the Articles of Association will be repealed and revised as follows and Article 17 will be supplemented by (8) to (11):

“(3) The Annual General Meeting must be convened with at least the amount of notice specified by law.

(4) Only the shareholders who have registered for the Annual General Meeting and provided evidence of their shareholdings are entitled to attend the Annual General Meeting and to exercise their voting rights. Registration must be in written or electronic form in German or English. Evidence of shareholdings must be in written or electronic form and issued by the last intermediary in accordance with section 67c (3) AktG, which can also be sent directly to the Company by the last intermediary, and must refer to the start of the 21st day before the Annual General Meeting. The Company must receive shareholders’ registration and evidence of shareholdings at the address specified for this purpose in the invitation at least six days before the Annual General Meeting. The day of the Annual General Meeting and the day of receipt are not counted. The invitation to the Annual General Meeting can stipulate a shorter period, to be measured in days, for registration and receiving evidence of shareholdings.

(5) If there is any doubt as to the authenticity or accuracy of the evidence of shareholdings in accordance with (4), the Company can demand further suitable evidence from the shareholder.

(6) Each shareholder can choose to be represented by a proxy at the Annual General Meeting. Unless stipulated otherwise by law or in the invitation to the Annual General Meeting, written or electronic form is required to grant or revoke power of attorney, and to provide evidence of authorization to the Company. This does not affect the regulations of section 135 AktG.

(7) The Management Board can allow shareholders to cast their votes in writing or by means of electronic communication even if they do not attend the Annual General Meeting (postal voting). The Management Board can regulate the details of the scope and procedure for postal voting.

(8) The Management Board can allow shareholders to participate in the Annual General Meeting without being present at its venue and without a proxy, and to exercise all or some of their rights in full or in part by means of electronic communication (online participation). The Management Board can regulate the details of the scope and procedure for online participation.

(9) The Management Board can allow an audio-visual broadcast of the Annual General Meeting by electronic media, to the extent permitted by law, and regulate the details.

(10) If the Management Board exercises one or more authorizations in accordance with (7) to (9), the provisions made on the basis of the authorizations must be announced in the invitation to the Annual General Meeting.

(11) The members of the Management Board and Supervisory Board should attend the Annual General Meeting in person. Members of the Supervisory Board who are not chairing the Annual General Meeting can also participate in the Annual General Meeting by means of audio-visual transmission if advisable for health reasons, or if a member of the Supervisory Board resident in a non-European country would incur disproportionately high travel expenses or risks due to the crisis-related uncertainty of travel. At the request of the Supervisory Board member concerned, the Chairman of the Supervisory Board will make a final and binding assessment of whether the corresponding requirements for participation by audio-visual transmission are met. If the Chairman of the Supervisory Board himself is affected, this will be decided by the Deputy Chairman of the Supervisory Board.”

Article 17 (1) and 2 of the Articles of Association remain unaltered.

bb) Article 18 (1) of the Articles of Association will be repealed and revised as follows:

“(1) The Annual General Meeting is chaired by the Chairman of the Supervisory Board or, if he is unavailable, by another shareholder member of the Supervisory Board to be determined by him. In the event that neither the Chairman of the Supervisory Board nor another member of the Supervisory Board determined by him chairs the meeting, the person chairing the meeting will be elected by the shareholder members of the Supervisory Board present at the Annual General Meeting by a simple majority of the votes cast.”

Article 18 of the Articles of Association will otherwise be unaltered.

cc) The Management Board is instructed not to submit the amendments to the Articles of Association in accordance with aa) and bb) above for entry in the commercial register until after September 3, 2020.

A synoptic comparison of the current version of the above provisions of the Articles of Association and the intended amendment of these provisions of the Articles of Association will be available on the Company’s website at



[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung) from the time the Annual General Meeting is convened.

## **II. Further information on the invitation**

In accordance with the decision by the Management Board, with the approval of the Supervisory Board, on the basis of section 1 (2) of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (the **German COVID-19 Act**) that became effective on March 28, 2020, the Annual General Meeting will be held as a virtual Annual General Meeting without shareholders or their proxies attending in person. Shareholders and their proxies can exercise their voting rights at the virtual Annual General Meeting exclusively by way of postal voting (no electronic participation) or by granting power of attorney and issuing instructions to the voting representatives appointed by the Company in accordance with the following provisions.

### **AUDIO-VISUAL BROADCAST OF THE ENTIRE ANNUAL GENERAL MEETING ON THE INTERNET**

Shareholders who have registered for the Annual General Meeting in due form and time in accordance with the following provisions and provided evidence of their shareholdings can watch an audio-visual broadcast of the entire Annual General Meeting from 10:00 (CEST) on July 23, 2020 using an online system at

[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung)

The access data for the online system will be sent to shareholders with the access card sent to them after registering and providing evidence of shareholdings in due form and time.

Using the access data sent with the access card, authorized intermediaries (e.g. banks), persons or institutions treated as such in accordance with section 135 (8) AktG (voting right consultants, shareholder associations or persons acting in a business capacity) and other authorized representatives can also watch the entire Annual General Meeting using the online system instead of the shareholder.

In addition, the speech by the Management Board will be available to all shareholders and interested members of the public after the Annual General Meeting

as a recording on the Company's website at [www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung).

## **REQUIREMENTS FOR PARTICIPATION IN THE VIRTUAL ANNUAL GENERAL MEETING BY WATCHING THE AUDIO-VISUAL BROADCAST OF THE ENTIRE ANNUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS**

Shareholders and their proxies (with the exception of voting representatives appointed by the Company) are not entitled to attend the virtual Annual General Meeting in person. The shareholders who have registered at the following address at least six days before the Annual General Meeting, i.e. no later than 24:00 (CEST) July 16, 2020, and who have provided evidence of their shareholdings are entitled to participate in the virtual Annual General Meeting by watching the audio-visual broadcast and to exercise their voting rights by way of postal voting (no electronic participation) or by granting power of attorney and issuing instructions to the voting representatives appointed by the Company:

Heidelberger Druckmaschinen Aktiengesellschaft  
c/o Commerzbank AG  
GS-BM General Meetings  
60261 Frankfurt/Main  
Fax: +49 (0) 69 136 26351  
e-mail: [generalmeetings@commerzbank.com](mailto:generalmeetings@commerzbank.com)

Shareholdings must be evidenced by a written certification from the custodian bank in German or English. The evidence must refer to the start of the 21st day before the Annual General Meeting i.e. 00.00 (CEST) July 2, 2020 (record date). As with the registration, the evidence of shareholdings must also be received by the Company at the above address by 24:00 (CEST) on July 16, 2020.

## **SIGNIFICANCE OF THE RECORD DATE**

The record date is the crucial date for entitlement to participate in the virtual Annual General Meeting by watching the audio-visual broadcast of the entire Annual General Meeting and exercising voting rights. Only the shareholders who have provided evidence of their shareholdings as of the record date are considered shareholders entitled to participate in the virtual Annual General Meeting by watching the audio-visual broadcast of the entire Annual General Meeting and exercising voting rights. Authorization to watch the audio-visual broadcast of the entire Annual General Meeting and the scope of the voting right – in addition to the necessity of registration – are determined by shareholdings as of the record date.

Persons who do not yet own shares as of the record date and acquire Company shares only after that date are shareholders but are not entitled to participate in the virtual Annual General Meeting or exercise their voting rights to the extent that they have not been authorized to act as a proxy or authorized to exercise rights. Accordingly, the acquisition of additional shares by shareholders after the record date has no influence on the extent of their voting rights. The key factor is the shareholder's holdings at the record date. Conversely, shareholders who have duly registered and provided evidence of their shareholdings by the record

date are also entitled to watch the audio-visual broadcast of the Annual General Meeting as a whole and exercise their voting rights to the same extent even if they have sold all or some of the shares after the record date. Therefore the record date has no effect on the salability of the shares. The record date is also irrelevant for possible dividend rights.

## **PROCEDURE FOR VOTING BY WAY OF POSTAL VOTING**

Shareholders can submit their votes on the published proposed resolutions by means of a written or electronic postal vote without attending the Annual General Meeting. This also requires timely shareholder registration and timely evidence of shareholdings by the shareholder by the record date in line with the above provisions. Postal votes that cannot be matched with a proper registration are invalid.

Postal votes can be submitted electronically via an online system provided by the Company at

[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung).

Timely registration and evidence of shareholdings notwithstanding, postal votes can be cast using the online system until immediately before the start of voting in the virtual Annual General Meeting on July 23, 2020 (this point in time will be announced by the person chairing the meeting).

Shareholders will also receive a postal vote form with further instructions after proper registration. Shareholders who do not cast their postal votes using the online system must submit them to the Company (timely registration and evidence of shareholdings notwithstanding) by

24:00 (CEST) on July 21, 2020,

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

Heidelberger Druckmaschinen Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 (0) 89 30903 74675  
e-mail: Heidelberg-HV2020@computershare.de

If multiple declarations are received, the last declaration made will take precedence (date on which declaration was made). If differing declarations are received by different channels and it is not possible to determine which declaration was made last, they will be considered in the following order: 1. online system, 2. e-mail, 3. fax and 4. paper form.

Postal votes already submitted in written or electronic form can be revoked or amended using the methods described above until the respective times stated.

Further details on postal voting will be provided in the form sent by post with the access card.

Authorized intermediaries (e.g. banks), persons or institutions treated as such in accordance with section 135 (8) AktG (voting right consultants, shareholder associations or persons acting in a business capacity) and other authorized representatives can also use postal voting.

## **PROCEDURE FOR CASTING VOTES AND WATCHING THE AUDIO-VISUAL BROADCAST OF THE ENTIRE ANNUAL GENERAL MEETING BY A PROXY**

### **Authorizing a company-appointed voting representative**

Shareholders can also be represented at the Annual General Meeting by voting representatives who are appointed by the Company and who are bound by the shareholders' instructions. Authorization of company-appointed voting representatives also requires timely shareholder registration and timely evidence of shareholdings by the shareholder in line with the above provisions.

The voting representatives appointed by the Company are required to exercise the voting rights of the shareholders according to the instructions they are given and not at their own discretion. Voting representatives cannot exercise voting rights if the power of attorney granted to that voting representative does not contain explicit instructions or if the instructions for the individual agenda items are not specific for each agenda item.

Issuing a power of attorney, granting and changing instructions, revoking a power of attorney and providing evidence of and revoking an authorization in respect of the Company require written form.

Voting representatives appointed by the Company can be authorized using the online system at

[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung)

until immediately before the start of voting in the virtual Annual General Meeting on July 23, 2020 (this point in time will be announced by the person chairing the meeting). The access data for the online system will be sent to shareholders with the access card.

The form sent to shareholders together with the ticket following proper registration can also be used for authorization and instructions. Granting a power of attorney and issuing instructions, revoking a power of attorney and altering instructions to company-appointed voting representatives, unless submitted using the Company's online system, must be received by the Company at the address below in written or electronic form by no later than

24:00 (CEST) on July 21, 2020,

Heidelberger Druckmaschinen Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 (0) 89 30903 74675  
e-mail: Heidelberg-HV2020@computershare.de

If multiple declarations are received, the last declaration made will take precedence (date on which declaration was made). If differing declarations are received by different channels and it is not possible to determine which declaration was made last, they will be considered in the following order: 1. online system, 2. e-mail, 3. fax and 4. paper form.

Please note that the voting representatives appointed by the Company will not accept instructions to speak, to object to resolutions, to ask questions or to propose motions from shareholders.

### **Authorization of a third party**

Shareholders can also have their voting rights and their right to attend the virtual Annual General Meeting by watching the audio-visual broadcast of the entire Annual General Meeting exercised through another proxy, e.g. through an intermediary (e.g. a bank), an association of shareholders, a voting right consultant or another person of their choice; this also applies to the possibility of asking questions and objecting to a resolution of the Annual General Meeting electronically. This also requires timely registration and timely evidence of shareholdings in line with the above provisions.

In turn, to the extent permitted by law, the proxy can exercise the voting right only by way of postal voting or by (sub)authorizing and instructing the voting representatives appointed by the Company. If the proxy wishes to vote using the online system, he or she requires the access data sent with the access card and which the proxy may receive from the person granting the power of attorney.

Written or electronic form is required for granting power of attorney, retracting it and providing evidence of authorization to the Company. When authorizing an intermediary (including a bank in particular), a shareholder association, a voting consultant or any other person or institution covered by section 135 AktG, special considerations about which the proxy should be asked generally have to be taken into account. If using a proxy, we therefore ask that our shareholders coordinate the form of authorization and the procedure for granting power of attorney with their proxy.

Shareholders will receive a power of attorney form after having duly registered and provided evidence of their shareholdings. Use of the power of attorney form is not mandatory. There are also other correct forms of authorization and demonstrating authorization.

Power of attorney can be granted and revoked in respect of the proxy, or this can be declared to the Company at the following address:

Heidelberger Druckmaschinen Aktiengesellschaft

c/o Computershare Operations Center  
80249 Munich  
Fax: +49 (0) 89 30903 74675  
e-mail: Heidelberg-HV2020@computershare.de

The above channels are also available if evidence of authorization is to be sent to the Company. In addition, at

[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung)

the Company offers an online system for granting power of attorney, sending evidence of power of attorney or for amending or revoking it. Shareholders can find details in the information given there.

Banks, shareholder associations, voting right consultants and other intermediaries covered by section 135 AktG and persons treated as such in accordance with section 135 AktG who represent multiple shareholders are recommended to contact the following address prior to the Annual General Meeting with regard to exercising voting rights:

Heidelberger Druckmaschinen Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 (0) 89 30903 74675  
e-mail: Heidelberg-HV2020@computershare.de

If a shareholder authorizes more than one person, the Company can reject one or more of them.

**FURTHER INFORMATION, IN PARTICULAR WITH REGARD TO EXERCISING VOTING RIGHTS BY WAY OF POSTAL VOTING AND POWER OF ATTORNEY AND INSTRUCTIONS FOR VOTING REPRESENTATIVES APPOINTED BY THE COMPANY**

Voting by postal vote and the granting of power of attorney and issuing instructions to the voting representatives appointed by the Company are limited to voting on the proposed resolutions of the Management Board and/or the Supervisory Board announced in the invitation or prior to the Annual General Meeting or any counter motions and/or nominations by shareholders published in accordance with sections 126, 127 AktG.

If an individual vote is held on an item of the agenda without this having been announced prior to the virtual Annual General Meeting, a vote by postal vote or instructions issued to the voting representatives appointed by the Company on this item of the agenda apply accordingly to the individual votes.

Please note that shareholders and their proxies in the virtual Annual General Meeting cannot exercise their right to speak and ask questions at the Annual General Meeting in accordance with section 131 AktG (see below for more information) or their rights to make motions at the Annual General Meeting as they are deemed postal voters because they are not attending in person and cannot

participate in the Annual General Meeting, and the voting representatives appointed by the Company can exercise only voting rights and not other shareholder rights. Further information can be found below under “Shareholder rights” and at [www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung).

## **SHAREHOLDER RIGHTS**

### **Application for additions to the agenda in accordance with section 122 (2) AktG**

Shareholders whose combined shareholdings amount to one-twentieth of the share capital, i.e. 15,223,963 shares (rounded), or a pro rata share of € 500,000, i.e. 195,313 shares (rounded), can request that items be added to the agenda and announced. Each new item must be accompanied by grounds or a draft proposal. The request must be submitted to the Management Board in writing and must be received by the Company at least thirty days before the Annual General Meeting (not counting the day of receipt or the day of the Annual General Meeting), therefore by no later than

24:00 (CEST) on June 22, 2020,

Shareholders are requested to send any requests for additions to the following address:

Heidelberger Druckmaschinen Aktiengesellschaft  
Management Board  
HV-Büro (LD-CG)  
Gutenbergring  
69168 Wiesloch

The petitioners must furnish evidence that they have been the holders of the shares for at least 90 days prior to the date of receipt of the request and will continue to hold the shares until a decision on the petition is rendered by the Management Board. Section 121 (7) AktG applies with the corresponding changes to the calculation of the time period.

Immediately after the request has been received, additions to the agenda requiring announcement are published in the German Federal Gazette and supplied to other such media that may be assumed to distribute the information across the entire European Union. They will also be announced on the Internet at the following address [www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung).

### **Counter-motions and nominations by shareholders in accordance with sections 126 (1), 127 AktG**

Shareholders can send the Company counter-motions against proposals by the Management Board and/or the Supervisory Board regarding a certain item of business set out in the agenda and nominations of candidates for the Supervisory Board and/or for auditors of the annual accounts. Counter-motions and

nominations by shareholders in accordance with sections 126 (1), 127 AktG must be sent exclusively to the following address:

Heidelberger Druckmaschinen Aktiengesellschaft  
HV-Büro (LD-CG)  
Gutenbergring  
69168 Wiesloch  
Fax: +49 (0) 62 22 / 82 9967102  
e-mail: [hv2020@heidelberg.com](mailto:hv2020@heidelberg.com)

The Company will publish counter-motions in accordance with section 126 (1) AktG, including the name of the shareholder, any grounds and any position taken by the management, on the Company's website at

[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung)

if the countermotions are received, with grounds, at least 14 days before the Annual General Meeting (not counting the day of the Annual General Meeting or the day of receipt), therefore by no later than

24:00 (CEST) on July 8, 2020,

at the address stated above. Motions submitted to any other address will not be taken into account. The Company can choose not to publish a counter-motion under the conditions set out in section 126 (2) AktG. The statement of grounds for a counter-motion does not have to be published if it exceeds 5,000 characters. The Company will not exercise its right under section 126 (2) sentence 1 no. 6 AktG in this regard. The above sentences in accordance with section 127 AktG apply accordingly to nominations by shareholders of candidates for the Supervisory Board and/or for auditors of the annual accounts. Except in the cases specified in section 126 (2) AktG, nominations by shareholders also do not have to be published if the nomination does not contain the name, occupation and place of residence of the proposed candidate. Nominations for the election of Supervisory Board members also do not have to be published if the nomination does not contain information on their membership in other statutory supervisory boards.

Shareholders and their proxies cannot propose counter-motions and/or nominations in the virtual Annual General Meeting, as they are deemed postal voters because they are not attending in person and cannot participate in the Annual General Meeting, and the voting representatives appointed by the Company are not available to exercise motions. Counter-motions and/or nominations submitted in due form and time in accordance with the above provisions of sections 126, 127 AktG and published by the Company will nevertheless be treated at the virtual Annual General Meeting as if they had been submitted at the Annual General Meeting, provided that the shareholder submitting the proposal has registered for the Annual General Meeting in due form and time and has provided evidence of his or her shareholdings.



**The right of shareholders to receive information under section 131 Abs. 1 AktG and to ask questions in accordance with section 1 (2) sentence 1 no. 3, sentence 2 of the German COVID-19 Act**

Shareholders do not have a right to request information from the Management Board of the Company orally at the virtual Annual General Meeting in accordance with section 131 (1) and (4) AktG as they are deemed postal voters because they are not attending in person and cannot participate in the Annual General Meeting, and the Company's voting representatives are not available to exercise rights to information.

However, shareholders or their proxies who have registered for the Annual General Meeting in due form and time in accordance with the above provisions and have provided evidence of their shareholdings have the option of asking questions by means of electronic communications in accordance with section 1 (2) sentence 1 no. 3 of the COVID-19 Act. This does not entail a right to an answer. The Management Board will decide at its due discretion which questions to answer in the audio-visual broadcast of the Annual General Meeting as a whole and how to answer them. Questions in foreign languages will be disregarded.

With the approval of the Supervisory Board, the Management Board has resolved, in accordance with section 1 (2) sentence 2 of the German COVID-19 Act that any questions submitted using the online system at

[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung)

must be received by the Company not later than two days before the Annual General Meeting (not counting the day of the Annual General Meeting), i.e. by no later than

24:00 (CEST) on Monday, July 20, 2020.

Questions received later than this will not be considered. The access data for the online system will be sent with the access card.

Questions will be answered in the audio-visual broadcast of the virtual Annual General Meeting. When answering questions during the virtual Annual General Meeting, the name of the person asking the question will be disclosed (to the extent that questions are answered individually) only if this person consents to their name being disclosed when sending the question. The Company reserves the right to answer frequently asked questions on its website.

**Option to object to a resolution of the Annual General Meeting electronically in accordance with section 1 (2) sentence 1 no. 4 of the German COVID-19 Act**

Waiving the requirement of attendance at the Annual General Meeting, shareholders or their proxies who have exercised their voting right on one or more resolutions of the Annual General Meeting are granted the option of declaring an objection to a resolution of the Annual General Meeting to be entered in the minutes of the notary by means of electronic communication. Such declarations

are possible from the start of the Annual General Meeting until it is closed by the person chairing the meeting, exclusively using the online system at

[www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung)

### **Further information**

Further information on shareholders' rights in accordance with sections 122 (2), 126 (1), 127, and 131 (1) AktG and section 1 (2) sentence 1 no. 3 and no. 4, sentence 2 of the German COVID-19 Act can be found at [www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung) under "Information on the rights of shareholders".

### **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

As of the time of this Annual General Meeting being convened, the share capital of Heidelberger Druckmaschinen Aktiengesellschaft amounts to € 779,466,887.68 and is divided into 304,479,253 shares. Each share grants one vote at the Annual General Meeting. The total number of voting rights at the time of the Annual General Meeting being convened is therefore 304,479,253. On the day of this Annual General Meeting being convened, the Company holds 142,919 treasury shares, from which the Company has no rights in accordance with section 71b AktG.

### **INFORMATION ON THE COMPANY'S WEBSITE**

Information and documents in accordance with 124a AktG can be accessed from the time the Annual General Meeting is convened onwards at [www.heidelberg.com/hauptversammlung](http://www.heidelberg.com/hauptversammlung).

Heidelberg, June 2020

Heidelberger Druckmaschinen Aktiengesellschaft

**The Management Board**

**Further information on item 5 (Elections to the Supervisory Board), in particular information in accordance with section 125 (1) sentence 5 AktG (as applicable until September 3, 2020)**

**Dr. Martin Sonnenschein**

**Personal data:**

Date of birth:	October 25, 1964
Place of residence:	Berlin
Nationality:	German

**Previous membership in the Supervisory Board of the Company:**

First appointment:	December 1, 2019
Chairman of the Supervisory Board since:	December 1, 2019

Chairmanship of committees:	Executive Committee, Human Resources Committee, Nomination Committee, Strategy Committee
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Membership of committees:	Mediation Committee, Audit Committee
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**Details of relevant knowledge, skills and experience:**

Dr. Sonnenschein is a modern manager with many years of P&L responsibility as a managing director of major companies in dynamic industries. He successfully performs Supervisory Board activities in digital platform transactions and complex, global structures, and possesses excellent analytical and problem-solving capabilities in addition to the transformation expertise of a top management consultant. He can also draw on deep, innovative knowledge and experience of very different industries and disruptive business models.

**Professional career and current activity:**

Since 2020	A.T. Kearney, Partner
2000-2020	A.T. Kearney, Partner and Managing Director
2011-2017	Member of the Global Board of Directors of A.T. Kearney
2009-2016	Management Chairman of A.T. Kearney in Germany and overall responsibility for Central Europe
1998-1999	DaimlerChrysler Services (debis), Senior Executive Vice President of Telecommunications and Media Services,

- Managing Director and member of the Board of Directors of various investment companies
- 1994-1998 E-Plus Mobilfunk, Managing Director
- 1992-1993 Spaceline Communication Services, Managing Director
- 1990-1993 Thyssen, Assistant to the Management Board and Managing Director for Telecommunications
- 1989 Institute for Applied Business Management and Corporate Governance at the University of Karlsruhe (TH), scientific employee under Prof. Hans Georg Gemünden

**Education:**

- 1993-2000 Dr.rer.oec., Gerhard-Mercator-Universität Duisburg
- 1990 Heinz C. Schade prizewinner of the University of Karlsruhe (TH) for best scientific diploma thesis with practical application
- 1983-1989 Studied industrial engineering at the Department of Computer Science/Operations Research, Digital Technology, University of Karlsruhe (TH), diploma thesis in cooperation with Heidelberger Druckmaschinen Aktiengesellschaft
- 1983 Post-secondary school diploma

**Membership in other statutory supervisory boards:**

Member of the Supervisory Board of SupplyOn AG (unlisted)

**Membership in comparable German or foreign control bodies of business enterprises:**

None

**Other key activities in addition to Supervisory Board seat:**

Member of the Board of Directors of RWI Leibniz-Institut für Wirtschaftsforschung

## **Ms. Ina Schlie**

### **Personal data:**

Date of birth: November 2, 1967  
Place of residence: Heidelberg  
Nationality: German

Standing for the Supervisory Board of the Company for the first time

### **Details of relevant knowledge, skills and experience:**

Ms. Schlie is an experienced senior executive in the field of finance, digitization and M&A. She was a member of the Global Leadership Team at SAP SE and held various key positions from 2001. She performs Supervisory Board functions and is the Chairwoman of the Audit Committee. She is also a lecturer at Ludwig Maximilian University of Munich and chairs events on transformation, digitization, artificial intelligence and the future of labor.

### **Professional career and current activity:**

2017-2019 Senior Vice President Digital Government – Government Relations MEE, SAP SE, Walldorf  
2001-2016 Head of Group Tax Department, Senior Vice President Global Tax, SAP SE, Walldorf  
1997-2001 Tax consultant, SAP AG, Walldorf  
1995-1997 Consultant, KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main

### **Education:**

1989-1994 Studied economics at Ruprecht Karl University of Heidelberg (Degree Diploma Economist)  
1986-1989 Trained as an industrial clerk (Degree Industrial Clerk)

### **Membership in statutory German supervisory boards:**

Member of the Supervisory Board of QSC AG (listed)

### **Membership in comparable German or foreign control bodies of business enterprises:**

Member of the Advisory Board of the Würth Group (unlisted)

### **Other key activities in addition to Supervisory Board seat:**

## **DATA PROTECTION**

In connection with holding the virtual Annual General Meeting, Heidelberger Druckmaschinen Aktiengesellschaft will process the personal data (i.e. first name, last name, address, possibly e-mail address, access card number and data, number of shares, type of share possession) of participating shareholders and voting right representatives on the basis of the *Bundesdatenschutzgesetz* (BDSG – German Federal Data Protection Act), the EU General Data Protection Regulation (GDPR), the German Stock Corporation Act and all other relevant legal provisions.

### **1. Who is responsible for data processing?**

The processing controller is Heidelberger Druckmaschinen Aktiengesellschaft, Kurfürsten-Anlage 52-60, 69115 Heidelberg.

### **2. For what purposes and on what legal basis will your data be processed?**

The Company processes data provided by shareholders when registering for the virtual Annual General Meeting or sent to the Company by their custodian banks for this purpose. In accordance with section 135 (5) sentence 2 AktG, shareholders can authorize an intermediary (including a bank in particular) or shareholder associations or persons treated as such in accordance with section 135 (8) AktG, who offer to exercise voting rights for shareholders at the virtual Annual General Meeting on a commercial basis, to represent them watching the audio-visual broadcast of the entire virtual Annual General Meeting and to have their voting rights exercised in their name. In such cases, only the personal data of the representative are processed.

The processing of the personal data described serves the purpose of enabling the data subjects to register for the virtual Annual General Meeting, to satisfy requirements under stock corporation law (e.g. with regard to checking authorization to watch the audio-visual broadcast of the entire virtual Annual General Meeting) and to exercise shareholders' rights (e.g. watching the audio-visual broadcast of the entire virtual Annual General Meeting, asking questions electronically, voting, granting, revoking and evidencing powers of attorney and instructions, objections to resolutions of the Annual General Meeting). It is not possible for you to participate in the virtual Annual General Meeting or exercise your voting rights and other associated rights without providing the data in question.

Processing includes procedures in connection with a shareholder's registration for the virtual Annual General Meeting, the shareholder or a proxy watching the audio-visual broadcast of the entire virtual Annual General Meeting, or participation in the virtual Annual General Meeting by the voting representatives

appointed by the Company, the list of participants, requests for additions to the agenda and counter-motions or nominations, as well as the electronic submission of questions before the virtual Annual General Meeting or the electronic declaration of an objection to resolutions by the virtual Annual General Meeting in accordance with section 1 (2) of the German COVID-19 Act in conjunction with the requirements in the invitation to the Annual General Meeting.

If shareholders or their representatives contact us (“inquiry”), we also process the personal data provided in the inquiry and necessary to respond to it (e.g. the contact details provided by the shareholder or representative).

The legal basis for the processing of personal data is formed by the provisions of German stock corporation law (in particular sections 118 et seq. AktG) in conjunction with Article 6 (1) sentence 1 (c) GDPR.

We also process personal data to satisfy legal obligations, including those arising from regulatory, tax and commercial law. The legal basis for this is also formed by Article 6 (1) sentence 1 (c) GDPR.

In addition, we process personal data on the basis of our legitimate interests, such as in preparing the virtual Annual General Meeting and ensuring the smooth running of the virtual Annual General Meeting or to satisfy the securities trading regulations of non-European countries. The legal basis for data processing in such cases is Article 6 (1) (f) GDPR.

If you submit questions electronically before the Annual General Meeting in accordance with section 1 (2) of the COVID-19 Act in conjunction with the requirements in the invitation to the Annual General Meeting, or declare an objection to resolutions of the Annual General Meeting electronically during the Annual General Meeting, we will process your personal data (name, address and access card number and data) on the basis of our legitimate interest in being able to process your question or objection.

If you, as a shareholder, take advantage of the opportunity to submit questions prior to the virtual Annual General Meeting and your questions are discussed there, your name will only be used if you consent to the disclosure of your name when submitting the questions (Article 6 (1) (a) GDPR). This consent is voluntary and can be revoked at any time with future effect. Please use the contact details provided above to revoke your consent.

### **3. Which categories of recipients might your data be shared with?**

Below, we have provided information on the categories of recipients with which we will share your personal data:

In line with the legally prescribed right to view the list of participants in the Annual General Meeting, shareholders can request to view the data in the list of participants for up to two years after the Annual General Meeting. The list of participants will also be made available to participants present at the Annual General Meeting. In the context of requests for additions to the agenda, counter-motions

or nominations that must be disclosed, your personal data will be published in line with the statutory provisions.

At times, Heidelberger Druckmaschinen Aktiengesellschaft works with various external service providers in the EU to hold the virtual Annual General Meeting (e.g. an annual general meeting provider, bank, notary, lawyers). If necessary, these service providers have a data protection obligation to Heidelberger Druckmaschinen Aktiengesellschaft under processing contracts in accordance with Article 28 GDPR. Such external service providers receive only such personal data from Heidelberger Druckmaschinen Aktiengesellschaft that are necessary for the performance of the commissioned service, and process that data exclusively as instructed by Heidelberger Druckmaschinen Aktiengesellschaft. Furthermore, Heidelberger Druckmaschinen Aktiengesellschaft can be required to send personal data to other recipients who process personal data on their own responsibility (Article 4 no. 7 GDPR), including in particular public bodies and the competent supervisory authority.

In line with the statutory provisions, we may be required to share your personal data with other recipients, such as official authorities and courts.

It is not intended to transfer personal data to a recipient in a third country (countries outside the European Union and the European Economic Area).

#### **4. For how long will your personal data be stored?**

The personal data are processed, stored and erased in line with legal requirements. The following also applies to erasure: The storage period for personal data processed in connection with the virtual Annual General Meeting is typically up to three years. Heidelberger Druckmaschinen Aktiengesellschaft erases or anonymizes personal data as soon as they are no longer required for the purposes stated in this section. This does not apply if and to the extent that there are statutory duties to retain records (e.g. in the German Stock Corporation Act, the German Commercial Code or the German Fiscal Code) that require Heidelberger Druckmaschinen Aktiengesellschaft to store personal data for longer, or if the data are relevant for court or out-of-court procedures, for instance in the event of actions for annulment. In such cases, Heidelberger Druckmaschinen Aktiengesellschaft will store the personal data concerned for as long as the corresponding duties to retain records apply or until a legally binding or otherwise final conclusion of said procedures, including any enforcement proceedings.

#### **5. What rights do you have?**

With regard to the processing of personal data, under the statutory conditions, shareholders, shareholder representatives and any guests enjoy the following rights in particular at any time:

- the right to information on the data stored by Heidelberger Druckmaschinen AG about you (Article 15 GDPR);



- the right to the rectification of inaccurate data stored concerning you (Article 16 GDPR);
- the right to the erasure of your data, in particular where they are no longer necessary in relation to the purposes for which they were originally collected (Article 17 GDPR);
- the right to the restriction of processing (blocking), in particular if the processing of your data is unlawful or if you dispute the accuracy of your data (Article 18 GDPR).

If the processing of your personal data is based on our legitimate interests in accordance with Article 6 (1) (f) GDPR, you have the right to **object** to the processing of your personal data for reasons arising from your particular situation.

These rights can be claimed in relation to Heidelberger Druckmaschinen Aktiengesellschaft free of charge at the e-mail address of the company's data protection officer ([datenschutzbeauftragter@heidelberg.com](mailto:datenschutzbeauftragter@heidelberg.com)) or using the following contact details:

Heidelberger Druckmaschinen Aktiengesellschaft  
Data Protection Officer  
Gutenbergring  
69168 Wiesloch  
Germany

You also have a right to complain to the data protection supervisory authority in accordance with Article 77 of the General Data Protection Regulation. The competent supervisory authority for Heidelberger Druckmaschinen Aktiengesellschaft is:

The State Representative for Data Protection and Freedom of Information of Baden-Württemberg  
Postfach 10 29 32, 70025 Stuttgart  
Königstrasse 10a, 70173 Stuttgart  
Tel.: 0711/61 55 41 – 0  
Fax: 0711/61 55 41 – 15  
e-mail: [poststelle@lfdi.bwl.de](mailto:poststelle@lfdi.bwl.de)  
Internet: <https://www.baden-wuerttemberg.datenschutz.de>