

**Annual General Meeting of  
Heidelberger Druckmaschinen Aktiengesellschaft  
on July 26, 2023**

**Information on shareholder rights in accordance with section 121  
(3) sentence 3 number 3 AktG**

Information on shareholders' rights in accordance with sections 122 (2), 126 (1), 127 and 131 (1) AktG can already be found in the invitation to the Annual General Meeting. The information below is intended to further explain these rights.

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

In accordance with section 122 (2) AktG, shareholders whose combined shareholdings amount to a 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 published. 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), June 25, 2023.

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, whereby section 70 AktG applies in calculating the length of share ownership. Section 121 (7) AktG applies analogously 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

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

and communicated in accordance with section 125 AktG.

**The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:**

**Section 122 AktG – Calling of a meeting at the request of a minority (excerpt)**

- “(1) The annual general meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, request such meeting in writing, stating the purpose and the grounds for such meeting; such request shall be addressed to the management board. The articles may provide that the right to request an annual general meeting shall require another form or the holding of a lower proportion of the share capital. 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) applies analogously.
- (2) In the same manner, shareholders whose combined shareholdings amount to one-twentieth of the share capital or a pro rata share of € 500,000 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 in the sense of sentence 1 shall be provided to the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.”
- [...]

#### Section 121 AktG – General (excerpt)

[...]

“(7) In respect to periods of time and fixed dates which are counted back from the meeting, the day of the meeting is not to be included. The resulting date may not be shifted from a Sunday, a Saturday or a public holiday to the next preceding or subsequent work day. Sections 187 to 193 of the *Bürgerliches Gesetzbuch* (BGB – German Civil Code) do not apply accordingly. For non-listed companies, the articles of association may determine a different calculation of the periods of time.”

#### Section 70 AktG

“If the exercise of rights arising from a share requires that the shareholder has been the holder of the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or an enterprise operating in accordance with section 53(1) sentence 1 or section 53b(1) sentence 1 or (7) of the *Kreditwesengesetz* (KWG – German Banking Act) shall be deemed equivalent to ownership. The length of share ownership of a legal predecessor is attributed to a shareholder if he or she has received the shares at no charge from a trustee, as a full legal succession, in the case of the liquidation of a community, or the transfer of portfolios in accordance with section 13 of the *Versicherungsaufsichtsgesetz* (German Insurance Supervision Act) or section 14 of the *Gesetz über Bausparkassen* (Law on German Building Societies)”.

### **Counter-motions and nominations by shareholders in accordance with sections 126 (1) and 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 section 126 (1) AktG and section 127 AktG must be sent exclusively to the following address:

Heidelberger Druckmaschinen Aktiengesellschaft  
HV-Büro (LD-CG)  
Gutenbergring  
69168 Wiesloch  
e-mail: hv2023@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), July 11, 2023,

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 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.

Please note that counter-motions and nominations will be addressed at the Annual General Meeting only, even if the Company has received them in advance, if they are verbally made or put forward at the Annual General Meeting itself. The right of any shareholder to make counter-motions regarding the various items on the agenda or nominations during the Annual General Meeting (including without previous transmission to the company in accordance with the above deadline) is not affected.

Shareholders are requested to provide proof of their shareholder status when sending their counter-motion and/or nomination.

Unless otherwise prescribed by law, the right of the person chairing the meeting to have a vote taken on management proposals first is unaffected by this.

**The statutory regulations on which these shareholder rights are based are as follows:**

Section 126 AktG – Motions by shareholders

- “(1) Motions by shareholders together with the shareholder’s name, the grounds, and any position taken by the management shall be made available to the persons entitled pursuant to section 125 (1) to (3) under the conditions stated therein if at least 14 days before the company meeting the shareholder sends to the address indicated in the notice convening the meeting a counter-motion with grounds counter to a proposal of the management board and supervisory board as to an item on the agenda. The date on which the counter-motion is received shall not be included in calculating the period. In the case of listed companies, access shall be provided via the company’s Internet page. Section 125 (3) applies with the corresponding changes.
- (2) A counter-motion and the grounds for this need not be made available, if
1. the management board would by reason of such communication become criminally liable
  2. the counter-motion would result in a resolution of the shareholders’ meeting which would be illegal or would violate the articles of association
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous
  4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders’ meeting of the company pursuant to section 125
  5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two shareholders’ meetings of the company within the past five years and at such shareholders’ meetings less than one-twentieth of the share capital represented has voted in favor of such counter-motion
  6. the shareholder indicates that he or she will neither attend nor be represented at the shareholders’ meeting, or
  7. within the past two years at two shareholders’ meetings the shareholder has failed to make or cause to be made on his or her behalf a counter-motion communicated by him or her.
- The statement of the grounds need not be communicated if it exceeds 5,000 characters.
- (3) If several shareholders make counter-motions for resolution in respect of the same subject matter, the management board may combine such counter-motions and the respective statements of the grounds.”

#### Section 127 AktG – Nominations by shareholders

“Section 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or auditors of the annual accounts.

Such nomination need not be supported by a statement of the grounds for this. The management board is also not required to communicate such nomination if it fails to contain the particulars required by section 124 (3) sentence 4 and section 125 (1) sentence 5. The management board shall supplement the nomination of a shareholder for the election of supervisory board members of listed companies which are subject to the *Mitbestimmungsgesetz* (German Co-determination Act), the *Montan-Mitbestimmungsgesetz* (German Coal and Steel Co-determination Act) or the *Mitbestimmungsergänzungsgesetz* (German Supplemental Co-determination Act) with the following information:

1. reference to the requirements of section 96 (2),
2. an indication of whether an objection against overall compliance in accordance with section 96 (2) sentence 3 was raised, and
3. information about the number of seats in the supervisory board that must be held by woman and men respectively in order to comply with the minimum participation requirement in accordance with section 96 (2) sentence 1.”

Section 124 AktG – Publication of requests for additions, resolution proposals  
(excerpt)

“(3) [...] The nomination of members of the supervisory board or auditors shall state their name, occupation, and place of residence. [...]”

Section 125 – Notifications for shareholders and to supervisory board members  
(excerpt)

“(1) [...] For companies whose shares are listed on a stock exchange, the nomination of members to the supervisory board shall include information on the membership of such nominees in other statutory supervisory boards, as well as their membership in comparable governing bodies of domestic and foreign companies. [...]”

## **The right of shareholders to receive information under section 131 (1) AktG**

Each shareholder has to be provided with information by the Management Board at the Annual General Meeting on matters relating to the Company in response to a verbal request made at the Annual General Meeting, to the extent that such information is required for a proper assessment of the item on the agenda. The duty to provide information also extends to the company’s legal and business relations with any affiliated enterprise and the outlook of the Group and the enterprises included in the consolidated financial statements (section 131 (1) sentence 2 and sentence 4 AktG). The information provided shall comply with the principles of

conscientious and accurate accounting. The right to information can be exercised at the Annual General Meeting without prior announcement or notification. The Management Board is permitted to refuse information under the conditions stated in section 131 (3) AktG if, according to sound business judgment, issuing the information would have the potential to cause a considerable disadvantage to the Company or an affiliated company.

If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to every other shareholder at the Annual General Meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In such event, the Management Board is not permitted to refuse the information in accordance with section 131 (3) sentence 1 no. 1 to 4 AktG.

A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the notarial minutes of the Annual General Meeting.

In accordance with the Articles of Association of the company, the chairperson of the meeting may also take various management and organizational measures at the shareholders' meeting. This also includes an appropriate time limit on the right to speak and ask questions in accordance with Article 18 (2) of the Articles of Association. In particular, at the start of or during the Annual General Meeting, he can set appropriate time limits for the entire duration of the Annual General Meeting, for the discussion of individual items of the agenda and for individual questions and speeches.

The right to information can be exercised at the Annual General Meeting without prior announcement or other notification.

**The statutory regulations on which these shareholder rights are based are as follows:**

Section 131 Right of shareholders to information (excerpt)

- “(1) Upon request, each shareholder shall be provided with information at the shareholders' meeting by the Management Board regarding the company's affairs, to the extent that such information is necessary for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German



Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used if this simplified procedure were not applied. A parent enterprise's (section 290 (1) and (2) of the German Commercial Code) management board's duty to inform in the shareholders' meeting that is presented the consolidated financial statements and consolidated management report shall extend to the outlook of the Group and the enterprises included in the consolidated financial statements.

[...]

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The Articles of Association or the rules of procedure pursuant to section 129 may authorize the chairperson of the meeting to put adequate time limits on the right to speak and ask questions of shareholders as appropriate and to lay down general rules thereon.

(3) The Management Board may refuse to provide information,

1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise
2. to the extent that such information relates to tax valuations or the amount of certain taxes
3. with regard to the difference between the value at which items are shown in the annual statement of financial position and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements
4. with regard to the accounting policies, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's net assets, financial position, and results of operations within the meaning of section 264 (2) of the German Commercial Code; this shall not apply if the shareholders' meeting is to approve the annual financial statements
5. if provision thereof would render the Management Board criminally liable
6. if, in the case of a credit institution, financial services institution or a securities institution, information on the accounting policies or calculations performed in the annual financial statements, the management report, the consolidated financial statements, or the Group's management report need not be given;
7. if the information is continuously available on the company's Internet page seven or more days prior to the shareholders' meeting as well as during the meeting.

The provision of information may not be denied for other reasons.



- (4) If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to every other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In the event of a virtual annual general meeting, it must be ensured that each shareholder participating electronically can send their request in accordance with sentence 1 by way of electronic communication. In line with paragraph 3 (1) no. 1 to 4, the Management Board may not refuse to provide information. Sentences 1 to 3 do not apply if a subsidiary (section 290 (1, 2) of the German Commercial Code), a joint venture (section 310 (1) of the German Commercial Code) or an associated company (section 311 (1) of the German Commercial Code) provides information to a parent company (section 290 (1, 2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.
- (5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting. In the event of a virtual annual general meeting, it must be ensured that each shareholder participating electronically can send their request in accordance with sentence 1 by way of electronic communication."

Article 18 (2) of the Articles of Association reads as follows:

"The chairman shall head the meeting and shall determine the sequence of the items for discussion as well as the type and form of any votes. He may reasonably restrict the time in which the shareholder may speak and ask questions. Above all, he may at the commencement or during the course of the General Shareholders' Meeting set reasonable time limits for the entire General Shareholders' Meeting, for the period of discussion on any individual agenda items, and for presenting any individual questions and speeches."

Heidelberg, June 2023

Heidelberger Druckmaschinen Aktiengesellschaft  
The Management Board