



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

Heidelberg

**German Securities Number (WKN) 731400
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We hereby invite the shareholders of our Company to the Annual General Meeting on Thursday, **July 24, 2025** at 10:00 (CEST). The Annual General Meeting will be held as a **virtual Annual General Meeting** without the physical presence of shareholders or their proxies (with the exception of the company-appointed voting representatives). The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG) is the Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim, Germany.

I. Agenda

- 1. Presentation of the adopted annual financial statements of the Company, the approved consolidated financial statements and the combined management report for the Company and the Group for financial year 2024/2025 with the report of the Supervisory Board and the explanatory report of the Management Board on matters relevant to acquisitions (section 289a, section 315a of the Handelsgesetzbuch (HGB – German Commercial Code))**

No resolution is planned for item 1 of the agenda because the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft has approved the annual financial statements and consolidated financial statements prepared by the Management Board. In accordance with section 172 of the Aktiengesetz (AktG – German Stock Corporation Act), the annual financial statements have therefore been adopted and a resolution by the Annual General Meeting has not been stipulated.

The above documents are available on the Company's website at www.heidelberg.com/hauptversammlung from the day the meeting is convened.

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

The Management Board and the Supervisory Board propose that the members of the Management Board in office in the 2024/2025 financial year be discharged for this period.

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

The Management Board and the Supervisory Board propose that the members of the Supervisory Board in office in the 2024/2025 financial year be discharged for this period.

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

4. Election of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor of the sustainability reporting for the 2025/2026 financial year.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes the following resolution:

1. KPMG AG, Wirtschaftsprüfungsgesellschaft, Mannheim, is elected as the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2025/2026 financial year.
2. KPMG AG, Wirtschaftsprüfungsgesellschaft, Mannheim, is elected as the auditor of the sustainability reporting for the 2025/2026 financial year.

The election as the auditor of the sustainability reporting is made on a precautionary basis in the event that the German legislator, in implementation of Article 37 of Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts, as amended by the Corporate Sustainability Reporting Directive (EU) 2022/2464 (CSRD) of December 14, 2022 should require an explicit election of the auditor of sustainability reporting by the Annual General Meeting, i.e. the audit of sustainability reporting would not be the responsibility of the auditor in any case under German implementation law.

In accordance with Article 16 (2) subsection 3 of the EU Audit Regulation, 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 to the Supervisory Board

The terms of office of the Supervisory Board members elected by the Annual General Meeting, Dr. Martin Sonnenschein and Ms. Ina Schlie, end as of the close of this year's Annual General Meeting on July 24, 2025.

The same applies to the term of office of Supervisory Board member Mr. Ola Elmqvist, whose court appointment as a member of the Supervisory Board was applied for after the Supervisory Board member elected by the Annual General Meeting, Ms. Karin Dohm, stepped down from office with effect from April 30, 2025.

Three new shareholder representatives are therefore to be elected to the Supervisory Board, each of whom is to be elected individually.

Based on the recommendation of the Nomination Committee, the Supervisory Board proposes that the following persons be elected to the Supervisory Board as shareholder representatives:

1. Dr. Martin Sonnenschein, resident in Berlin, Independent Consultant
2. Ms. Uta Anders, resident in Heidelberg, Chief Financial Officer (CFO), Kronos AG
3. Mr. Ola Elmqvist, resident in Pully, Switzerland, Executive Vice President Packaging Solutions, Tetra Pak Group, Tetra Pak International SA

The election respectively becomes effective from the close of the Annual General Meeting on July 24, 2025, and continues for a term in office until the close of the Annual General Meeting that resolves on the discharge for financial year 2028/2029.

The nomination takes into account the goals resolved by the Supervisory Board for its composition in accordance with item C.1 of the German Corporate Governance Code and the resolved diversity concept, and aims to further satisfy the skills profile for the Supervisory Board as a whole. Information on the skills profile and target composition of the Supervisory Board can be found in the corporate governance declaration in accordance with section 289f and section 315d HGB for financial year 2024/2025, which can be accessed on the Company's website at www.heidelberg.com >About us > Company > Corporate Governance > Corporate governance declaration. The qualification matrix for the entire Supervisory Board can also be found on the Company's website at www.heidelberg.com/hauptversammlung.

In accordance with section 96 (1), case 1 (2), section 101 (1) AktG and section 7 (1) sentence 1 no. 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 composed of at least 30 percent women and men, i.e. at least four men and four women (minimum ratio requirement). Accordingly, the Company's Supervisory Board must as a matter of principle be composed of at least four women and at least four men in order to fulfill the minimum ratio requirement.

However, the overall fulfillment was objected to by the shareholders, as a consequence of which the statutory requirements relating to the gender quota are to be met separately from both the shareholder side and the employee side. As a consequence, at least two seats on both the shareholder side and the employee side must be held by women and men.

If the persons proposed by the Supervisory Board were elected, the shareholder representatives would comprise four men and two women from the close of the Annual General Meeting onwards. This would fulfill the statutory gender quota on the shareholder side.

The same applies on the employee side, as the term of office of the Supervisory Board member representing the employees, Mr. Geiger, ends as of the close of this Annual General Meeting and a female successor has already been appointed by the court. As a consequence, the employee side will also consist of four men and two women from the close of the Annual General Meeting onwards.

The Supervisory Board has assured itself that the proposed persons are able to devote the expected amount of time required for the office.

It is intended that Dr. Sonnenschein be re-elected as Chairman of the Supervisory Board at the constituent meeting of the Supervisory Board to be held after this Annual General Meeting. Furthermore, Ms. Anders is to be elected Chairwoman of the Audit Committee.

From his many years as a managing director of various companies in dynamic industries, as a consultant and at the same time as a partner and managing director ("Director/Member of the Board") at A.T. Kearney and from his work as a member of the supervisory boards of other stock corporations in Germany and abroad, Dr. Sonnenschein possesses the specialist expertise and experience in financial accounting and auditing required by section 100 (5) AktG and recommendation D.3 of the German Corporate Governance Code (GCGC).

Over the course of her career, Ms. Anders has held management positions in controlling and as CFO of various companies in Germany and abroad, including major international corporations such as thyssenkrupp and currently Krones. As a consequence, she also possesses the specialist expertise and experience in financial accounting and auditing required pursuant to section 100 (5) AktG and recommendation D.3 GCGC.

Information on C.13 German Corporate Governance Code (GCGC):

In the opinion of the Supervisory Board, as of the time when this Annual General Meeting is convened, the nominated persons have no personal or business relationships with Heidelberger Druckmaschinen Aktiengesellschaft, its Group companies, the executive bodies of Heidelberger Druckmaschinen Aktiengesellschaft or a material shareholder of Heidelberger Druckmaschinen Aktiengesellschaft, whose disclosure is recommended in accordance with item C.13. GCGC.

The Supervisory Board considers the current shareholder representatives on the Supervisory Board, Dr. Sonnenschein, Ms. Schlie, Mr. Frandsen and Mr. Jung, to be independent within the meaning of item C.6 GCGC. This also applies to the candidates nominated for election at this Annual General Meeting.

Further information on the candidates, including in particular the information in accordance with section 125 (1) sentence 5 AktG and their résumés, can be found in section II under item II.1 of this invitation; this information can also be accessed on the Company's website at www.heidelberg.com/hauptversammlung.

6. Resolution on the approval of the remuneration report

In accordance with section 162 AktG, the Management Board and the Supervisory Board must prepare an annual remuneration report and submit it to the Annual General Meeting for approval in accordance with section 120a (4) AktG. For the financial year 2024/2025, the Management Board and the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft have prepared a remuneration report within the meaning of section 162 AktG.

In accordance with section 162 (3) AktG, the remuneration report was examined by the auditor as to whether the legally required disclosures in accordance with section 162 (1) and (2) AktG were made. In addition to the legal requirements, the audit also examined the contents. The opinion on the audit of the remuneration report is attached to the remuneration report.

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

The audited remuneration report in line with section 162 AktG prepared for the financial year 2024/2025 is approved.

The remuneration report (including the audit opinion) is available on our website at www.heidelberg.com/hauptversammlung from the day on which the Annual General Meeting is convened.

7. Resolution on the remuneration of Supervisory Board members and amendment of Article 16 of the Articles of Association

Pursuant to section 113 (3) sentence 1 AktG, the Annual General Meeting must pass a resolution on the remuneration of Supervisory Board members at least every four years. In this context, a confirmatory resolution is permitted in accordance with section 113 (3) sentence 2 AktG.

The remuneration of the members of the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft is set out in Article 16 of the Articles of Association and was last approved – together with the remuneration system on which the remuneration is based – by the Annual General Meeting on July 23, 2021. This remuneration of the Supervisory Board members complies with recommendation G.17 and suggestion G.18 sentence 1 of the German Corporate Governance Code (GCGC) dated April 28, 2022. As a consequence, it comprises a fixed remuneration component and at the same time takes appropriate account of the higher time commitment on the part of the Chairman and Deputy Chairman of the Supervisory Board as well as of the chairpersons and members of committees. No provision exists for variable remuneration for Supervisory Board members that depends on the achievement of certain performance levels or targets.

Specifically, the members of the Supervisory Board receive fixed remuneration of € 40,000 p.a. for their activities in accordance with Article 16 of the Articles of Association, the Chairman of the Supervisory Board receives three times this amount and the Deputy Chairman twice this amount, plus reimbursement of any VAT incurred and reimbursement of expenses. In addition, the members of the Supervisory Board as well as the members and chairpersons of the Executive Committee, the Audit Committee and the Committee on Arranging Personnel Matters receive various remuneration payments per meeting, which increase their total remuneration appropriately in view of their greater time commitment. For the Chairman or Chairwoman of the Audit Committee, this remuneration currently amounts to € 4,500 per meeting of the Audit Committee.

The Management Board and the Supervisory Board are of the opinion that this remuneration system for the Supervisory Board remains structurally appropriate in light of the Supervisory Board members' tasks and the Company's situation. However, given the considerable increase in statutory requirements for this position, the greater time expenditure required of the Chairman or Chairwoman of the Audit Committee no longer appears to be adequately remunerated from today's perspective. This is also reflected in a comparison of the remuneration paid for this position at the Company in recent years compared to other companies. For this reason, the Chairman or Chairwoman of the Audit Committee is also to receive a higher remuneration for each Audit Committee meeting. Furthermore, the provision of the Articles of Association regarding Supervisory Board remuneration is to be amended in order to simplify the administrative handling of related payments.

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

- a) Article 16 of the Articles of Association of Heidelberger Druckmaschinen Aktiengesellschaft is revised as follows:

**“§16
Supervisory Board Remuneration**

- (1) Each member of the Supervisory Board receives a fixed remuneration of € 40,000.
- (2) The Chairman of the Supervisory Board receives three times the remuneration stated under (1), his deputy double the amount stated under (1).
- (3) The Company also grants each member of the Supervisory Board an attendance fee of € 500 for participation in a meeting of the Supervisory Board, a meeting of the committees stated in (4) and a preparatory separate shareholder or employee member meeting if these are held on a different day to the Supervisory Board meeting.
- (4) The members of the Executive Committee, the Audit Committee and the Committee on Arranging Personnel Matters of the Management Board receive additional remuneration for their work on these committees. Each committee member receives remuneration of € 1,500 per meeting for their participation in a meeting of one of these committees. The Chairman of the Audit Committee receives remuneration of € 7,000 per meeting, the Chairman of the Executive Committee and the Chairman of the Committee on Arranging Personnel Matters of the Management Board receive remuneration of € 2,500 per meeting.
- (5) Members of the Supervisory Board who are on the Supervisory Board for only part of the fiscal year receive reduced remuneration proportionate to the time served.
- (6) Fixed remuneration shall be payable after the end of the fiscal year, and remuneration for attending meetings pursuant to (3) as well as remuneration for attending committee meetings pursuant to (4) is payable after the end of each calendar quarter.
- (7) The Company reimburses each member of the Supervisory Board for their expenses incurred in the context of their work as a member of the Supervisory Board.

- (8) The Company reimburses each member of the Supervisory Board for the sales tax charged in the context of their work as a member of the Supervisory Board.
 - (9) The performance of duties by members of the Supervisory Board is covered by a D&O insurance policy taken out by the Company.”
- b) The remuneration system for the members of the Supervisory Board – as published on the Company’s website – is approved.
 - c) The new remuneration regulation is to be applied from July 25, 2025.

The remuneration system for the members of the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft, which contains the information pursuant to section 113 (3) sentence 3 AktG in conjunction with section 87a (2) sentence 2 AktG, is available from the day of the convening of the Annual General Meeting on our website at www.heidelberg.com/hauptversammlung.

8. Resolution on a new authorization to enable virtual Annual General Meetings and corresponding amendment to Article 17 (1a) of the Articles of Association

Pursuant to Article 17 (1a) of the Articles of Association, for a period of two years after the entry in the commercial register of the Company of the amendment to the Articles of Association resolved at the Annual General Meeting on July 26, 2023, the Management Board is authorized to stipulate that the General Meeting can be held without shareholders or their proxies attending in person at the location of the General Meeting (virtual General Meeting). This authorization expires shortly and is to be renewed as a consequence. As in 2023, the new authorization is to be granted for a limited period of around two years – in line with statutory requirements and the current expectations of various investors, shareholders’ associations and proxy advisors.

After the end of the coronavirus pandemic, the Company held its Annual General Meetings in 2023 and 2024 as physical meetings. The associated direct communication with shareholders and shareholder representatives is of great importance to the Company. This year, the Company will for the first time apply the new virtual format of section 118a AktG. The Management Board and the Supervisory Board are of the opinion that the virtual Annual General Meeting adequately safeguards shareholders’ rights and can consequently represent a practicable and shareholder-friendly alternative to the traditional Annual General Meeting.

The Management Board and the Supervisory Board consider it expedient not to directly order the holding of a virtual Annual General Meeting by means of a provision in the Articles of Association, but to authorize the Management Board

by means of a provision in the Articles of Association to decide on the appropriate format when convening an Annual General Meeting, taking into consideration the respective circumstances and the interests of the shareholders and the Company, whereby this decision is subject to Supervisory Board approval.

The proposed provision in the Articles of Association enables the Management Board to decide flexibly concerning the format of future Annual General Meetings, subject to Supervisory Board approval, and to respond to unforeseen events and statutory restrictions. The Management Board will consider each individual case at its own discretion and decide in the interests of the Company and its shareholders concerning the format in which the respective Annual General Meeting should be held. In making this decision, the Management Board will take into consideration, among other matters, the items on the agenda, the objective of the broadest possible and most flexible participation of shareholders as well as health protection and sustainability issues. In this context, the Management Board is not fixed in advance on the virtual format. For example, the Management Board decided to hold the Annual General Meetings in 2023 and 2024 as in-person Annual General Meetings. Regardless of the specific format of the Annual General Meeting, the Management Board will always ensure that the shareholders' rights are safeguarded. Taking into consideration the interests of shareholders when deciding on the format of the Annual General Meeting is also strengthened by a reservation of approval by the Supervisory Board in the Articles of Association.

In addition, in the event that an invitation to a virtual Annual General Meeting is issued, the Management Board will exercise its discretion with regard to the modalities in relation to the right to ask questions to the effect that shareholders will be granted the right to ask questions during the Annual General Meeting to the same extent as would be the case at an in-person Annual General Meeting. In particular, the Management Board does not currently expect to make use of the option to submit and answer questions in advance pursuant to section 131 (1a) and (1c) AktG. The requirements regarding the modalities of exercising the right to ask questions during the virtual Annual General Meeting remain unaffected by this.

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

Article 17 (1a) sentence 1 of the Articles of Association will be amended to read as follows:

“For a period of two years after the entry in the commercial register of the Company of the amendment to the Articles of Association resolved at the Annual General Meeting on July 24, 2025, of this paragraph (1a), the Management Board is authorized, with Supervisory Board approval, to stipulate that the General Meeting can be held without shareholders or their proxies attending in person at the location of the General Meeting (virtual General Meeting).”

Article 17 of the Articles of Association will otherwise be unaltered.

II. Further information on the agenda

1. Further information on agenda item 5 (Elections to the Supervisory Board), in particular information in accordance with section 125 (1) sentence 5 AktG

Dr. Martin Sonnenschein

Personal data:

Born: October 25, 1964
Place of residence: Berlin
Nationality: German

Details of relevant knowledge, skills and experience:

Dr. Sonnenschein has been a member and Chairman of the Company's Supervisory Board since December 1, 2019. Accordingly, he is very familiar with the Company and with the sector in which it operates. Dr. Sonnenschein himself has held managing director positions with P&L responsibility in companies from various dynamic industries. In addition, he can draw on a wide range of experience from his many years as a consultant and at the same time as a partner and managing director at international management consultancy A.T. Kearney as well as from his work as a member of the supervisory boards of other stock corporations both in Germany and abroad. As a consequence, Dr. Sonnenschein possesses the expertise and experience in financial accounting and auditing required by section 100 (5) AktG and recommendation D.3 of the GCGC.

Education:

2000	Dr.rer.oec., Gerhard Mercator University Duisburg (environmental management / circular economy)
1990	Heinz C. Schade Prizewinner of the KIT Karlsruhe Institute of Technology
1983–1989	Degree in industrial engineering, specializing in computer science / operations research and digital technology at the KIT Karlsruhe Institute of Technology, Diploma thesis in cooperation with Heidelberger Druckmaschinen Aktiengesellschaft
1983	Post-secondary school diploma

Professional career and current activity:

- Since 2021 Independent consultant and entrepreneur
- 2000–2021 A.T. Kearney, Partner, Managing Director and Shareholder
Numerous management positions including:

Member of the Global Board of Directors (6 years)

Chairman of the Management Board in Germany and overall responsibility for Central Europe (7 years)

Global Leader Communications & High Tech (7 years)
- 1998–1999 DaimlerChrysler Services (debis), Senior Executive Vice President Telecommunications and Media Services, Managing director and member of the administrative board of several equity investment companies
- 1994–1998 E-Plus, Managing Director
- 1992–1993 Spaceline Communication Services, Managing Director
- 1990–1993 Thyssen, Assistant to the Management Board and Managing Director Telecommunications
- 1989 Institute for Applied Business Administration and Corporate Management at KIT Karlsruhe Institute of Technology, research assistant

Membership of other statutory German supervisory boards:

Member of the Supervisory Board of SupplyOn AG (not listed on the stock exchange)

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

Member of the Supervisory Board of Futurice Oy, Helsinki, Finland (not listed on the stock exchange)

Material other activities in addition to the above memberships and Supervisory Board membership:

None

Uta Anders

Personal data:

Born: July 5, 1970
Place of residence: Heidelberg
Nationality: German

Member of the Management Board and CFO of Kronos AG

Details of relevant knowledge, skills and experience:

Ms. Anders possesses knowledge in various commercial areas, understands plant and mechanical engineering, has international experience and brings knowledge from the management of a listed company. Ms. Anders has extensive experience with commercial issues, including risk management, from her graduate and post-graduate studies as well as her career with functions in the production controlling, operational and strategic controlling areas and, since 2006, as CFO. She is also familiar with all relevant issues in mechanical and plant engineering, which gives her a high affinity for the business of HEIDELBERG. Thanks to the shared ecosystem with the packaging industry, Ms. Anders is familiar with key overarching market trends in this important market for HEIDELBERG.

Due to her activities in controlling and as CFO, Ms. Anders possesses the specialist expertise in financial accounting and auditing required by section 100 (5) AktG and recommendation D.3 of the GCGC.

Education:

- | | |
|-----------|--|
| 2008–2010 | Executive MBA, ESMT Berlin and São Paulo, Brazil, part-time Master's degree in Business Administration with a focus on M&A |
| 1990–1994 | Studied business administration with a focus on corporate accounting and controlling at the Technical University Berlin |

Professional career and current activity:

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|------------|--|
| 2020–today | Kronos AG, since 2020 Head of Controlling, Accounting & Taxes, since 2023 CFO and member of the Management Board |
| 2009–2020 | thyssenkrupp System Engineering GmbH, CFO and Commercial Managing Director |
| 2006–2009 | Hellenic Shipyards S.A., Greece (subsidiary of thyssenkrupp Marine Systems), CFO |
| 2005–2006 | MAG Powertrain, Head of Controlling of the MetalCutting business unit |

1997–2005 thyssenkrupp System Engineering Group, most recently as Head of Controlling for the MetalCutting division

1995–1997 Chema Balcke-Dürr, Controller

Membership of other statutory German supervisory boards:

None

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

None

Material other activities in addition to the above memberships and Supervisory Board membership:

None

Ola Elmqvist

Personal data:

Born: October 1, 1965

Place of residence: Pully, Switzerland

Nationality: Swedish

As Executive Vice President responsible for the Packaging Solutions Division at Tetra Pak

Details of relevant knowledge, skills and experience:

Mr. Ola Elmqvist has worked in various areas of Tetra Pak over a period of 35 years, first in the production environment in Sweden, later, between 1998 and 2010, in Asia (mainly in China) and subsequently in Southern Europe. He is currently based in Switzerland and is responsible for the Packaging Solutions business, Tetra Pak's largest division, and is familiar with all aspects of the packaging industry. Mr. Elmqvist also possesses extensive knowledge of processing and services. As a consequence, he has a good understanding of the interaction between excellent product technology and corresponding commercial models for the rendering of services. He can contribute this knowledge as a member of the Supervisory Board at HEIDELBERG.

Education:

1985–1990 MSc. at the University of Lund, Sweden, Faculty of Electrical Engineering

Professional career and current activity:

- 1990–today Various positions in the Tetra Pak Group, as follows:
- 2021–today Executive Vice President responsible for the Packaging Solutions division, Switzerland
- 2019–2021 Executive Vice President Processing Solutions & Equipment, Sweden
- 2016–2019 Vice President Business Unit Liquid Food, Sweden
- 2014–2016 Cluster Leader Technical Service Europe & Central Asia, Sweden
- 2012–2014 Managing Director for Tetra Pak Southeastern Europe, Serbia
- 2010–2012 Managing Director for Tetra Pak Southeastern Europe and Cluster Leader Sales Management South Europe, Greece
- 2007–2010 Vice President Supply Chain Operation Tetra Pak Greater China and Northeast Asia & Oceania
- 2006–2007 Vice President Supply Chain Operation Tetra Pak Greater China, Shanghai
- 2002–2006 Director Supply Chain Tetra Pak South & Southeast Asia & Singapore Site Manager, Singapore
- 2000–2002 Director, Production Tetra Pak China and General Manager Tetra Pak Kunshan Co. Ltd, Shanghai
- 1998–2000 Factory Manager Tetra Pak, Beijing
- 1990–1997 Various functions at the Tetra Pak plant in Lund, Sweden

Membership of other statutory German supervisory boards:

None

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

None

Material other activities in addition to the above memberships and Supervisory Board membership:

None

III. Further information on the invitation

CONDUCTING THE ANNUAL GENERAL MEETING AS A VIRTUAL ANNUAL GENERAL MEETING

In contrast to the last two years, the Management Board has decided on the basis of Article 17 (1a) of the Articles of Association that this year's Annual General Meeting will be held as a virtual Annual General Meeting. As a consequence, the physical presence of shareholders or their proxies (with the exception of the company-appointed voting representatives) at the venue of the Annual General Meeting is excluded.

The Management Board arrived at this decision after carefully weighing the interests of the Company and its shareholders. In doing so, the Management Board took particular account of the agenda items to be discussed, cost and sustainability aspects as well as the need to enable broad shareholder participation in the Annual General Meeting. It has also taken into consideration the fact that many other companies have had good experiences with the virtual annual general meeting format under the new statutory framework that has been in place since summer 2022, that technical problems have hardly occurred over the course of the past year and that the virtual format has consequently proven its worth in practice.

This expressly does not involve a decision concerning the format of the Annual General Meeting in the coming years.

ACCESS TO THE INVESTORPORTAL, TRANSMISSION

For the purpose of holding the virtual Annual General Meeting, the Company provides an Internet-supported system (hereinafter referred to as the "Investor-Portal") on its website at

www.heidelberg.com/hauptversammlung.

Via this InvestorPortal, duly registered and authorized shareholders and their proxies can follow the video and audio transmission of the Annual General Meeting and exercise various shareholders' rights, including the right to vote (either by electronic postal vote or by authorizing and instructing the company-appointed voting representatives), the right to ask questions, the right to speak

and the right to lodge objections. Related details are presented in the following sections.

For the duration of the virtual Annual General Meeting on July 24, 2025, in other words, from the opening of the Annual General Meeting until it is closed by the person chairing the meeting, shareholders or shareholder representatives can connect to the virtual Annual General Meeting electronically via the password-protected InvestorPortal in accordance with section 121 (4b) sentence 1 AktG.

In order to ensure that the access data for the InvestorPortal are received in good time, we ask our shareholders, in their own interests, to ensure that they register for the Annual General Meeting and submit evidence of their share ownership as early as possible – please see the following section for details.

Parts of the Annual General Meeting, namely from its opening until the conclusion of the Management Board's speech, will also be publicly accessible via the Company's website at www.heidelberg.com/hauptversammlung.

Given the special features of the virtual Annual General Meeting, we ask shareholders and their proxies to pay particular attention to the following information concerning the requirements for participation, the exercise of voting rights and further shareholders' rights.

REQUIREMENTS FOR PARTICIPATION IN THE VIRTUAL ANNUAL GENERAL MEETING AND FOR EXERCISING VOTING RIGHTS

Shareholders are entitled to participate in the virtual Annual General Meeting and to exercise their right to vote – themselves or by proxy – if they have registered at least six days before the Annual General Meeting, i.e. by no later than 24:00 (CEST) on July 17, 2025 (time of receipt), and have provided evidence of their share ownership:

Heidelberger Druckmaschinen Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de

Registration must be made in text form (within the meaning of section 126 of the German Civil Code (BGB)) in German or English. Evidence of shareholdings can be provided by means of a certificate of share ownership issued by the last intermediary pursuant to section 67c (3) AktG. The evidence must relate to the close of business on the 22nd day before the Annual General Meeting, in other words, the close of business on July 2, 2025 (record date). According to the legislative materials of the German Future Financing Act (ZuFinG) of December 11, 2023, the close of business is 24:00 (in this case: CEST).

After timely and proper receipt of the registration and evidence of share ownership, the registration office will send registration confirmations to the shareholders along with access data for the InvestorPortal.

For registration and evidence of share ownership via intermediaries pursuant to section 67c AktG, see the section “Communication via intermediaries”.

SIGNIFICANCE OF THE RECORD DATE

The record date is the relevant date for the scope and exercise of the right to participate and vote in the virtual Annual General Meeting. As far as the Company is concerned, only those shareholders who have provided evidence of their share ownership as of the record date are considered shareholders entitled to participate in the virtual Annual General Meeting and to exercise their right to vote.

Shareholders who acquire their shares after the record date are not entitled to participate in the virtual Annual General Meeting or to exercise their voting rights with regard to these shares unless they have been authorized to do so by proxy or have been authorized to exercise such 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 share ownership as of the record date. Conversely, the shares are not blocked on the record date or when registering for the virtual Annual General Meeting. Shareholders who have duly registered and provided evidence of their share ownership by the record date remain entitled to participate in the virtual Annual General Meeting as a whole and to exercise their right to vote 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 right to participate in the virtual Annual General Meeting and the scope of the right to vote – in addition to the necessity of registration – are thereby determined exclusively by share ownership as of the record date. The record date is also irrelevant for possible dividend rights.

PROCEDURE FOR VOTING BY POSTAL VOTE

Shareholders can also cast their votes by postal vote, thereby dispensing the need to participate in the virtual Annual General Meeting. This also requires registration in due form and time and with the provision of proper evidence of share ownership as described above.

Postal votes can be cast, revoked and amended either by means of electronic communication via the password-protected InvestorPortal at

www.heidelberg.com/hauptversammlung

or in writing by letter using the postal vote form provided by the Company for this purpose.

When using the postal vote form, postal votes must be submitted, revoked and amended, and be received by the Company by no later than

July 23, 2025, 18:00 (CEST),

at the following address:

Heidelberger Druckmaschinen Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich

The postal vote form is available for shareholders at

www.heidelberg.com/hauptversammlung.

This form also provides further details about postal voting.

Postal votes can also be submitted, revoked and amended via the InvestorPortal on the day of the virtual Annual General Meeting until the closing of the voting by the person chairing the meeting.

Shareholder representatives or proxies may also use postal voting.

Postal votes that cannot be matched with a proper registration are invalid.

For information about voting via intermediaries pursuant to section 67c AktG, see the section "Communication via intermediaries".

PROCEDURE FOR VOTING BY PROXY

Authorizing a company-appointed voting representative

When exercising their voting rights, shareholders also have the option of being represented by the company-appointed voting representatives. The company-appointed voting representatives will only exercise voting rights on the basis of a power of attorney issued to them if they have been given clear instructions. They are obligated to vote in accordance with the instructions issued to them. Voting representatives cannot exercise voting rights if the power of attorney issued 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.

Authorization of company-appointed voting representatives also requires timely shareholder registration in due form and time and due evidence of the shareholder's share ownership in line with the above provisions.

Powers of attorney and instructions to the company-appointed voting representatives must be issued in text form.

Power of attorney and instructions to the company-appointed voting representatives can be issued by letter, e-mail or electronically via the InvestorPortal.

Issuing a power of attorney and instructions to voting representatives appointed by the Company, unless submitted using the InvestorPortal, must also be received by the Company at the address below in text form by no later than

July 23, 2025, 18:00 (CEST):

Heidelberger Druckmaschinen Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
E-mail: anmeldestelle@computershare.de

Powers of attorney and instructions can also be issued to the company-appointed voting representatives via the InvestorPortal on the day of the virtual Annual General Meeting until the start of voting.

Powers of attorney and instructions issued to the company-appointed voting representatives can be revoked or amended in text form using the methods described above as well as via the InvestorPortal until the respective times stated.

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.

Regarding the issuing of powers of attorney and instructions to the company-appointed voting representatives via intermediaries pursuant to section 67c AktG, see the section "Communication via intermediaries".

Authorization of a third party

Shareholders may also have their voting rights be exercised by another proxy, such as a bank or other intermediary, a shareholders' association, a proxy advisor or another person of their choice. This also requires registration in due form and time and due evidence of share ownership by the record date in line with the above provisions.

It is also the case that proxies are not permitted to attend the Annual General Meeting in person. For their part, they can only exercise the voting rights for the shareholders they represent by postal vote or by issuing (sub)powers of attorney and instructions to the company-appointed voting representatives – in each case as described in more detail above. If proxies wish to use postal voting via electronic communication via the InvestorPortal, they require the access data

that will be sent with the registration confirmation and which they may potentially receive from the grantor of the power of attorney.

Powers of attorney can be issued by way of declaration to the proxy or to the Company. The granting of a power of attorney, its revocation and evidence of authorization to the Company must always be in text form (section 126b of the Bürgerliches Gesetzbuch (BGB – German Civil Code)), unless it is issued to an intermediary (especially a bank), a shareholders' association, a proxy advisor or another person with equivalent status pursuant to section 135 (8) AktG.

Intermediaries, shareholders' associations, proxy advisors and other equivalent persons pursuant to section 135 (8) AktG often stipulate differing rules with regard to the form of their authorization. The related details are to be obtained from the respective proxy. If using a proxy, we therefore ask that our shareholders promptly coordinate with their proxy the form of power of attorney and the procedure for granting it.

The Company provides the shareholders with a power of attorney form at

www.heidelberg.com/hauptversammlung.

Use of the power of attorney form is not mandatory. Authorization and evidence thereof may also be provided in another formally compliant manner.

The following address or e-mail address is available for the declaration to the Company of the issuing of a power of attorney, its revocation or amendment:

Heidelberger Druckmaschinen Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
E-mail: anmeldestelle@computershare.de

Evidence of a power of attorney issued to the proxy, or its revocation or amendment, can also be sent to the Company at the above address.

In addition, at

www.heidelberg.com/hauptversammlung

the Company offers the InvestorPortal as an electronic transmission channel for issuing or notifying the power of attorney and for revoking or amending it. The InvestorPortal will also be available for this purpose on the day of the virtual Annual General Meeting until the close of the meeting. Shareholders can find details in the information provided in the InvestorPortal.

If a shareholder authorizes more than one person, the Company can reject one or more of them. This does not affect the option of appointing a separate proxy for the Annual General Meeting for shares in the Company held by a shareholder in different securities accounts.

FURTHER INFORMATION WITH REGARD TO EXERCISING VOTING RIGHTS BY POSTAL VOTE AND POWERS OF ATTORNEY AND INSTRUCTIONS FOR COMPANY-APPOINTED VOTING REPRESENTATIVES

If an individual vote is held on an item of the agenda without this having been announced prior to the Annual General Meeting, a previously submitted vote by postal vote or an instruction previously issued to the company-appointed voting representatives on this item of the agenda as a whole is also deemed a corresponding vote or instruction for each item of the individual vote.

If voting rights are exercised or proxy authorization and, if applicable, instructions are issued in several ways in due time, these will be considered in the following order regardless of the time of receipt: (i) electronically via the InvestorPortal, (ii) in accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212, (iii) by e-mail and (iv) by letter.

If declarations with more than one form of exercising voting rights are received in the same way, the following applies: postal votes take precedence over the granting of a power of attorney and instructions to the company-appointed voting representatives.

The last revocation of a declaration received in due time is decisive.

COMMUNICATION VIA INTERMEDIARIES

Registration for the Annual General Meeting, evidence of share ownership, voting as well as powers of attorney and instructions issued to the company-appointed voting representatives can also be transmitted to the Company via intermediaries in ISO format 20022 pursuant to section 67c AktG in conjunction with Commission Implementing Regulation (EU) 2018/1212 (SWIFT: CMDHDEMMXXX). Authorization via the SWIFT Relationship Management Application (RMA) is required to use SWIFT communication.

Registration for the Annual General Meeting and evidence of share ownership must also be received in this manner within the period specified above for registration and evidence of share ownership, in other words, by 24:00 (CEST), July 17, 2025.

For organizational reasons, a vote or power of attorney and instructions to the company-appointed voting representatives must also be received in this manner by 18:00 (CEST), July 23, 2025.

Shareholders can obtain details of this communication channel from their respective (last) intermediary, in other words, usually from their custodian bank.

SHAREHOLDERS' RIGHTS

At this year's virtual Annual General Meeting, the shareholders and shareholder representatives have the following rights, among others:

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

June 23, 2025, 24:00 (CEST).

Any requests for additions are to be sent to the following address:

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

In accordance with section 122 (2) in conjunction with (1) sentence 3 AktG, applicants must evidence that they have been shareholders for at least 90 days prior to the date their request is received and that they will hold them until the Management Board makes a decision on their application. Section 121 (7) AktG applies analogously to the calculation of the time period.

After the request has been received, additions to the agenda requiring announcement are without undue delay 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 published on the Internet at www.heidelberg.com/hauptversammlung and communicated in accordance with section 125 AktG.

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

Shareholders can submit to the Company counter-motions against a proposal by the Management Board and/or Supervisory Board on a specific item of the agenda, as well as nominations within the meaning of section 126 (1) and section 127 AktG. Counter-motions and nominations in accordance with section

126 (1) and section 127 AktG must be sent exclusively to the following address or e-mail address:

Heidelberger Druckmaschinen Aktiengesellschaft
HV-Büro (LD-CG)
Gutenbergring
69168 Wiesloch
E-mail: hv2025@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

if the counter-motions 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

July 9, 2025, 24:00 (CEST),

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 apply analogously to nominations by shareholders in accordance with Section 127 AktG. 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.

Motions or nominations that must be made accessible in accordance with section 126 (1) to (3) or section 127 AktG are deemed to have been submitted at the time of publication in accordance with section 126 (4) sentence 1 AktG. The Company enables the voting right on these motions or nominations to be exercised in the password-protected InvestorPortal (by way of electronic postal vote or by issuing power of attorney and instructions to the company-appointed voting representatives) as soon as the shareholders can provide evidence of having fulfilled the requirements for exercising voting rights on the basis of the law or the Company's Articles of Association, in other words, from the record date (close of business on July 2, 2025). However, this only applies to motions that are not limited to the mere rejection of a proposal by the management, but are aimed at amending it.

The person chairing the meeting may decide not to deal with a counter-motion or nomination deemed to have been submitted in this way at the Annual General

Meeting if the shareholder submitting the motion is not duly legitimated and has not duly registered for the Annual General Meeting.

Shareholders' right to make statements pursuant to section 130a (1) AktG

Shareholders have the right to submit statements on items on the agenda prior to the Annual General Meeting in accordance with section 130a (1), (2) and (4) AktG. The Company restricts this right to those shareholders who have duly registered for the meeting.

Statements must be submitted in text form exclusively via the password-protected InvestorPortal no later than five days before the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), in other words, by no later than

July 18, 2025, 24:00 (CEST).

Statements submitted by other means will not be taken into consideration. The length of a statement may not exceed 10,000 characters (including spaces).

The Company will publish statements that have been submitted in due form and time in the language in which they were submitted (together with any statement by the management, if applicable) no later than

July 19, 2025, 24:00 (CEST),

on the Company's website at

www.heidelberg.com/hauptversammlung.

In accordance with section 130a (3) sentence 4 AktG in conjunction with section 126 (2) sentence 1 nos. 1, 3 and 6 AktG, the Company does not publish in particular statements with offensive or otherwise criminally relevant content or with obviously false or misleading information. Likewise, statements are not made accessible if the shareholder indicates that they do not wish to participate in the Annual General Meeting and do not wish to be represented. Moreover, the Company reserves the right not to make available statements that exceed 10,000 characters (including spaces), that were not submitted in good time in the manner described above, or that have no identifiable relation to the agenda. The submission of several statements is possible.

Statements cannot be used to exercise the right to seek information, to submit or file motions, to submit or file nominations or to lodge objections to resolutions of the virtual Annual General Meeting. For this, the procedure described in this invitation is possible in each case.

Shareholders' right to speak pursuant to section 130a (5) AktG

Shareholders connected to the Annual General Meeting electronically have the right to speak at the meeting in German by means of video communication.

From 30 minutes before the start of the virtual Annual General Meeting, a virtual registration table will be available in the password-protected InvestorPortal for shareholders to register to speak. The right to speak also includes the right to submit motions and nominations within the legally permissible framework, as well as to address questions to the Management Board, as described in more detail in the following two sections.

To exercise the right to speak, an Internet-enabled device with a camera and microphone as well as a stable and sufficiently powerful Internet connection is required. In addition, the browser used must have access to the camera and microphone on the device used. Persons who have registered to speak via the registration table will be activated for their speech in the InvestorPortal in the order determined by the person chairing the meeting.

The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company at the virtual Annual General Meeting and before the respective speech and to reject it if the functionality is not ensured.

In accordance with Article 18 (2) of the Articles of Association, the person chairing the meeting can impose appropriate time limits for shareholders' rights to ask questions and to speak. In particular, at the start of or during the Annual General Meeting, the person chairing the meeting 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.

Right to submit motions at the Annual General Meeting

Furthermore, shareholders connected electronically to the Annual General Meeting may submit motions and nominations by means of video communication to the extent permitted (without the need for prior transmission of the motion or nomination in accordance with sections 126 and 127 AktG). This requires that shareholders register to speak via the password-protected InvestorPortal, where they can then submit their motion or nomination. A more detailed explanation of the procedure provided for this, the legal and technical requirements and the authority of the person chairing the meeting to reasonably restrict the right to ask questions and to speak can be found in the section above.

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

Upon request, each shareholder shall be provided with information at the Annual General 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 also extends to the Company's legal and business relations with any affiliated company and the outlook of the Group and the companies included in the consolidated financial statements.

For this year's virtual Annual General Meeting, it is planned that shareholders will submit their requests for information, in other words, their questions to the Company, including any queries or follow-up questions, by means of electronic communication during the virtual Annual General Meeting. The person chairing the meeting will probably order that only video communication may be used for this purpose. This requires that shareholders register to speak via the password-protected InvestorPortal, where they can then submit their questions. A more detailed explanation of the procedure provided for this, the legal and technical requirements and the authority of the person chairing the meeting to appropriately restrict the right to ask questions and to speak can be found above in the section "Shareholders' right to speak pursuant to section 130a (5) AktG".

There are no plans to submit questions in advance of this year's Annual General Meeting in accordance with section 131 (1a) to (1e) AktG.

Please note that the Management Board can choose not to answer certain questions 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.

A shareholder who has been denied information may request that his or her question and the reason for which the information was denied be recorded in the minutes of the Annual General Meeting. It is ensured that every shareholder connected electronically to the virtual Annual General Meeting can submit such a request to the Company by means of electronic communication, namely via the password-protected InvestorPortal.

Lodging objections to resolutions of the Annual General Meeting

Pursuant to section 118a (1) sentence 2 no. 8 AktG, shareholders who have joined the Annual General Meeting electronically may, from the start of the Annual General Meeting until it is closed by the person chairing the meeting, lodge objections to resolutions of the virtual Annual General Meeting by means of electronic communication via the password-protected InvestorPortal for the minutes of the notary.

Further information

Further information about shareholders' rights can be found at www.heidelberg.com/hauptversammlung.

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.

PARTICIPATION OF THE MEMBERS OF THE MANAGEMENT BOARD AND OF THE SUPERVISORY BOARD IN THE ANNUAL GENERAL MEETING

All members of the Management Board and the Supervisory Board intend to be present in person for the complete duration of the Annual General Meeting.

DATA PROTECTION

In connection with the Annual General Meeting, Heidelberger Druckmaschinen Aktiengesellschaft, Kurfürstenanlage 52–60, 69115 Heidelberg, tel.: +49 (0)6221 92 00, e-mail: information@heidelberg.com, processes your personal data as the controller. Heidelberger Druckmaschinen Aktiengesellschaft's Data Protection Officer can be contacted at the following address: Heidelberger Druckmaschinen Aktiengesellschaft, The Data Protection Officer, Gutenberggring, 69168 Wiesloch, e-mail: datenschutzbeauftragter@heidelberg.com.

Heidelberger Druckmaschinen Aktiengesellschaft processes your personal data to prepare and conduct the virtual Annual General Meeting, to enable shareholders and shareholder representatives to exercise their rights and to fulfill further obligations under stock corporation law. The legal basis for this is formed by the respective provision of the German Stock Corporation Act (in particular section 67e and sections 118 et seq. AktG) in conjunction with Article 6 (1) sub-section 1 (c) GDPR.

Further information on the processing of your personal data in connection with the virtual Annual General Meeting and your rights (to information, rectification, restriction of processing, objection, erasure, transfer of your data and to lodge a complaint with the relevant supervisory authority) can be found at <https://www.heidelberg.com/hauptversammlung>. We will be happy to send you

this information by post as well. If you have any other questions, please feel free to contact the Data Protection Officer at any time as indicated above.

Heidelberg, June 2025

Heidelberger Druckmaschinen Aktiengesellschaft

The Management Board