

**Invitation to the
virtual Annual
General Meeting**

June 5, 2024

**Annual General Meeting
— Virtual Annual General Meeting without the Physical Presence of
Shareholders ¹ —
of GERRESHEIMER AG, Duesseldorf**

Gerresheimer AG

Duesseldorf

German Securities Identification Number (WKN) A0LD6E

International Securities Identification

Number (ISIN) DE000A0LD6E6

Convocation of Annual General Meeting

Gerresheimer AG, Duesseldorf, hereby convokes its Annual General Meeting for 2024, which will take place on

Wednesday, June 5, 2024, commencing at 10:00 hrs (CEST),

as a Virtual Annual General Meeting without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG) is Maritim Hotel Düsseldorf, Maritim Platz 1, 40474 Düsseldorf.

Please refer to the further information in the section “II. Further information on the convening and holding of the Annual General Meeting.”

¹ The form used throughout this report is representative of persons of any gender.

I. AGENDA

1. Presentation of the adopted Annual Financial Statements of Gerresheimer AG and of the approved Consolidated Financial Statements, each as of November 30, 2023, of the Combined Management Report of Gerresheimer AG and the Group and of the Report of the Supervisory Board for the financial year 2023 (December 1, 2022 – November 30, 2023)

The documents referred to under agenda item 1 will be made available on the Internet before and during the virtual Annual General Meeting at

<https://www.gerresheimer.com/agm>

They will be explained during the Annual General Meeting by the Chief Executive Officer, and the Report of the Supervisory Board will be explained by the Chairman of the Supervisory Board.

The Supervisory Board has approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Management Board. The Annual Financial Statements are thus adopted in accordance with § 172 sentence 1 AktG. The Annual General Meeting therefore does not need to pass a resolution on this agenda item 1.

2. Resolution on appropriation of the retained earnings

The Management Board and Supervisory Board propose that the retained earnings of Gerresheimer AG for the financial year 2023

in the total amount of EUR 192,277,585.60

be appropriated as follows:

Distribution to the shareholders by payment of a dividend of EUR 1.25 per dividend-entitled share (34,540,000 shares)	EUR 43,175,000.00
-----------------------------------------------------------------------------------------------------------------------	-------------------

Carried forward	EUR 149,102,585.60
-----------------	--------------------

Dividend entitlements are payable on June 10, 2024.

3. Resolution on formal approval of the actions of the members of the Management Board

The Management Board and Supervisory Board propose that formal approval be granted to the members of the Management Board who held office during the financial year 2023 for their actions in the period.

4. Resolution on formal approval of the actions of the members of the Supervisory Board

The Management Board and Supervisory Board propose that formal approval be granted to the members of the Supervisory Board who held office during the financial year 2023 for their actions in the period.

5. Resolution on election of the auditor

A change of auditor at the company is required by law in the 2024 financial year. The company has carried out a selection process on the basis of Article 16 (3) of the EU Audit Regulation. Accordingly, the Audit Committee recommended to the Supervisory Board, stating reasons, to propose to the Annual General Meeting that either KPMG AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, or PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, be elected as auditor and Group auditor for the 2024 financial year and as auditor for any review of the condensed financial statements and interim management report for the Group contained in the 2024 half-year financial report. The Audit Committee informed the Supervisory Board of its reasoned preference for KPMG AG Wirtschaftsprüfungsgesellschaft, Düsseldorf. The Audit Committee has also declared that its recommendation is free from undue influence by third parties and that no clause restricting the selection options within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed on it.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be elected as auditor for Gerresheimer AG and the Group for the financial year 2024 (December 1, 2023 – November 30, 2024), and as auditor for any review of the condensed financial statements and of the interim management report for the first half year of the financial year 2024.

6. Approval of the Compensation Report prepared and audited in accordance with § 162 AktG for the financial year 2023 (December 1, 2022 – November 30, 2023)

In accordance with § 162 AktG, the Management Board and the Supervisory Board have prepared the report on the remuneration granted and owed to each individual current or former member of the Management Board and Supervisory Board of the Company and the companies of the same group in the financial year 2023. The Compensation Report was audited by the auditor pursuant to § 162 (3) AktG to assess whether the disclosures required in accordance with § 162 (1) and (2) AktG are contained in the report. The Compensation Report and the attached auditor's report are reproduced in the Annex to this agenda item.

In accordance with § 120a (4) sentence 1 AktG, the annual general meeting of a listed company is required to resolve to approve the compensation report prepared and audited pursuant to § 162 AktG for the preceding financial year.

The Management Board and the Supervisory Board propose that the Compensation Report prepared and audited in accordance with § 162 AktG for the financial year 2023, which is attached as an Annex to this agenda item 6, be approved.

7. New elections to the Supervisory Board

The term of office of the following members of the Supervisory Board elected by the Annual General Meeting ends at the close of the Annual General Meeting on June 5, 2024: Dr. Karin Louise Dorrepaal, Dr. Peter Noé, and Mr. Udo J. Vetter. They are no longer available for re-election. New elections to the Supervisory Board are therefore necessary.

In accordance with § 8 (1) of the Company's Articles of Association, as well as §§ 96 (1) and 101 (1) AktG in conjunction with § 7 (1) Sentence 1 No. 1 of the German Codetermination Act (MitbestG), the Supervisory Board consists of six members elected by the Annual General Meeting and six members elected by the employees. Pursuant to § 96 (2) Sentence 1 AktG, the Supervisory Board must comprise at least 30% women and 30% men. The law requires the minimum quota to be met by the Supervisory Board as a whole. However, based on a resolution adopted by them, the shareholder representatives have lodged an objection with the Chairman of the Supervisory Board pursuant to § 96 (2) Sentence 3 AktG with regard to the fulfillment of the minimum quota by the Supervisory Board as a whole. As a result, the Supervisory Board must comprise at least two women and at least two men from both the shareholder representative side and the employee side in order to comply with the statutory

minimum quota under § 96 (2) Sentence 1 AktG. The election of the candidates proposed below would meet the minimum quota.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board on an individual basis as shareholder representatives with effect from the end of this Annual General Meeting:

7.1 Dr. Sidonie Golombowski-Daffner,
resident in Eching, member of the Supervisory Board of Paul Hartmann AG, former Chairperson and President of Advanced Accelerator Applications SA, France, for a period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2027;

7.2 Dr. Dorothea Wenzel,
resident in Darmstadt, Supervisory Board member and member of control boards of various foreign business enterprises, former Executive Vice President at Merck KGaA, for a period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2027;

7.3 Dr. Christoph Zindel,
resident in Röttenbach, member of the Supervisory Board of Fresenius SE & Co. KGaA, former member of the Managing Board of Siemens Healthineers AG, for a period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2027.

The nominations by the Supervisory Board are based on the recommendations of its Nomination Committee. These proposals support the continued implementation of the concept for the gradual renewal of the shareholder representatives on the Supervisory Board from 2022.

The nominations take into account the goals set by the Supervisory Board with regard to its composition and aim to ensure that all members meet the skills profile developed by the Supervisory Board. The goals and skills profile were resolved by the Supervisory Board and are published in the Corporate Governance Statement for the financial year 2023, including the status of implementation as of November 30, 2023. The Corporate Governance Statement is included in the 2023 Annual Report and is part of the documents referred to under agenda item 1, which are available at

<https://www.gerresheimer.com/agm>

The Supervisory Board does not believe that there are any personal or business relationships between the proposed candidates, on the one hand, and Gerresheimer AG or its Group companies, the Management Board and Supervisory Board of Gerresheimer AG, or a major shareholder of Gerresheimer AG, on the other, that a shareholder taking an objective view would regard as significant for their voting decision.

The Supervisory Board has also obtained assurances that the proposed candidates can each devote the expected amount of time. The candidates' resumes and other information on the nominations for election can be found below under "Additional information on agenda item 7." This also includes details of memberships of other statutory supervisory boards and similar control boards. All the information is additionally available on the Company's website at

<https://www.gerresheimer.com/agm>

Attachment to Agenda

Attachment on agenda item 6: Compensation Report

Compensation Report

This compensation report presents the main principles of the remuneration system of the Gerresheimer AG Management Board and Supervisory Board. In addition, the report also outlines the remuneration granted and owed in the financial year 2023 to each current and former member of the Management Board and Supervisory Board. The report complies with the requirements of the German Stock Corporation Act (Aktiengesetz, AktG). Detailed information on the remuneration systems for members of the Gerresheimer AG Management Board and the Supervisory Board is available on the website at www.gerresheimer.com/en/company/investor-relations/corporate-governance.

For reasons of readability, the masculine form is used when referring to positions in this report and is representative of persons of any gender.

Remuneration for Members of the Management Board

Principles, structure, and components

The current remuneration system was approved by the Annual General Meeting on June 9, 2021, by a majority of 90.4%. It has applied to the current members of the Management Board since December 1, 2021. The system creates incentives for a successful implementation of the Group strategy and the long-term development of the Gerresheimer Group, in accordance with the German Stock Corporation Act and the recommendations of the German Corporate Governance Code (GCGC), as amended on December 16, 2019. The Supervisory Board also aims to structure Management Board remuneration in such a manner as to ensure that it is market-oriented and competitive, so that Gerresheimer AG can attract competent and dynamic Management Board members. The appropriateness of the remuneration system has been confirmed by Korn Ferry, an independent, external remuneration advisor.

Overall remuneration for members of the Management Board is made up of non-performance-based and performance-based components. The performance-based component consists of a short-term, one-year element and long-term, multi-year remuneration. The Presiding Committee of the Supervisory Board, which, as of November 30, 2023, comprised the Chairman of the Supervisory Board, Dr. Axel Herberg; the Deputy Chairman, Francesco Grioli; Markus Rocholz; and Dr. Peter Noé sets annual targets for the total remuneration of the individual members of the Management Board prior to or at the start of the financial year. The remuneration components are explained in further detail in this report.

When setting targets for performance-based remuneration, the Supervisory Board may take into consideration extraordinary events over the course of the year that have an effect on the global economy, such as economic or healthcare crises. The Supervisory Board will report on such adjustments fully and transparently.

In the financial year 2023, the Supervisory Board had no reason to exercise its authority to withhold or reclaim variable remuneration components.

Members of the Management Board also have directors and officers insurance, which includes a deductible in accordance with § 93 (2) Sentence 3 AktG.

If members of the Management Board take on Supervisory Board or other mandates at Gerresheimer AG subsidiaries or affiliated companies thereof, no separate remuneration will be granted for said mandates.

Non-performance-based remuneration

Basic salary

Each member of the Management Board receives a fixed basic salary paid in twelve equal monthly installments.

Fringe benefits

Members of the Management Board receive various non-cash fringe benefits, including contributions to group accident insurance and a company car that is also available for personal use.

Pension contribution

In place of a company pension, current members of the Management Board receive a pension contribution in the form of an annual cash amount to be used at their free disposal for their private pension provision. This pension contribution amounts to 30% of the respective basic salary. It is paid in twelve equal monthly installments, together with the basic salary.

Performance-based remuneration

Short-term variable remuneration (short-term incentive, STI)

Short-term variable remuneration (short-term incentive, STI) is linked to the level of achievement of operating and sustainability-related targets set by the Supervisory Board. Those targets are derived from the corporate planning approved by the Supervisory Board. The financial targets refer to differently weighted key performance indicators in the Gerresheimer Group's financial performance system: Revenues (weighting: 20%), adjusted EBITDA (weighting: 65%), and net working capital (weighting: 15%). The net working capital target component is calculated as average net working capital as a percentage of revenues.

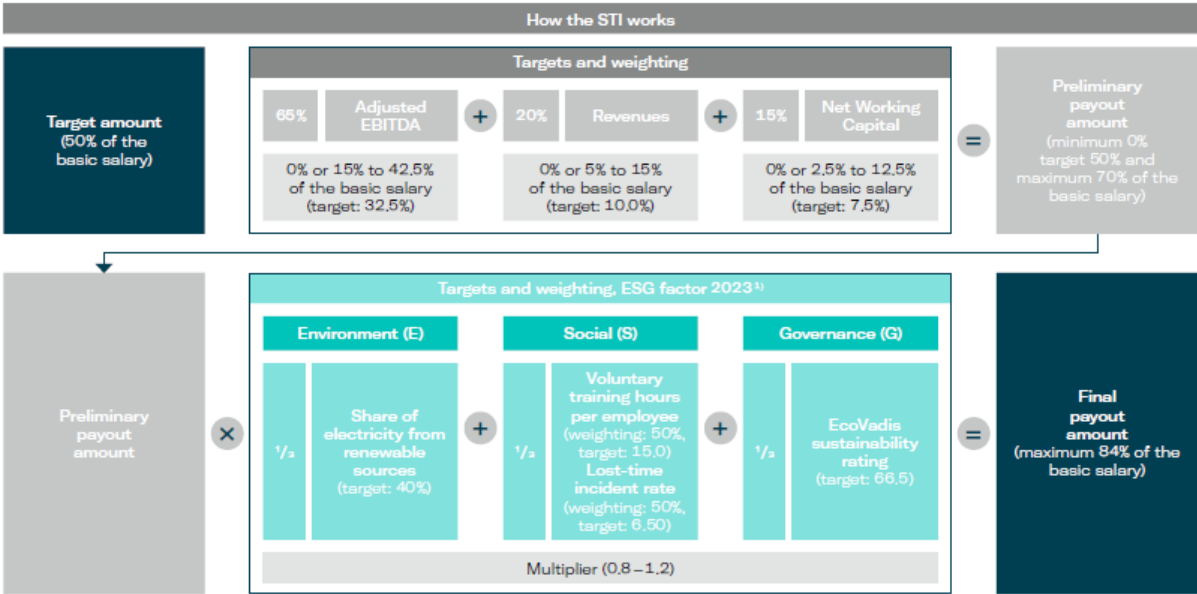
When all financial target values are achieved, the preliminary payout amount is 50% of the basic salary. The preliminary payout amount is capped at 70% of the basic salary.

Achievement of financial targets is calculated on the basis of actual currency-adjusted figures derived from the audited Consolidated Financial Statements.

The sustainability-related targets are derived from equally weighted key performance indicators in the areas of environment (environmental protection), social (social components), and governance (sustainable corporate management). These targets are taken from the sustainability strategy of the Gerresheimer Group: Share of electricity from renewable sources (environment), number of occupational accidents per 1 million work hours (lost-time incident rate) and hours of voluntary training per employee (both targets weighted equally at 50% for social), and the sustainability ranking by EcoVadis, a leading provider of sustainability ratings (governance). The sustainability-related targets are linked to the operating targets through the ESG factor; the preliminary payout amount for the operating targets is multiplied by the ESG factor. The ESG factor is calculated on the basis of the level of achievement of the three ESG targets and is between 0.8 and 1.2.

The final payout amount is capped at 84% of the basic salary.

The STI works as follows:



¹⁾ The ESG targets are selected annually by the Supervisory Board from a list of proposals; operationalization takes place before the start of the financial year. In 2022 for the financial year 2023.

The following table shows target achievement of individual STI components in the financial year 2023:

STI component	Weighting	2023 target	2023 actual	2023 target achievement
Operating targets				
Adjusted EBITDA ¹⁾ (currency-adjusted)	65%	EUR 400m	EUR 412m	103.1%
Revenues ²⁾ (currency-adjusted)	20%	EUR 1,962m	EUR 1,980m	101.0%
Net working capital (currency-adjusted)	15%	18.4%	19.8%	92.8%
ESG factor				
Share of electricity from renewable sources	1/3	40.0%	45.6%	114.0%
Voluntary training hours per employee	50% of 1/3	15.0	19.6	130.5%
Lost-time incident rate	50% of 1/3	6.50	6.43	101.1%
EcoVadis sustainability rating	1/3	66.5	74.0	111.3%

¹⁾ All changes in percent were calculated on a thousand-euro basis. Slight deviations may therefore occur when stating figures in millions of euros in the table.

Based on the target achievement of the individual STI components in the financial year 2023, the preliminary payout amount is 49.7% of basic salary and the ESG factor is 1.17. As a result, the payout amount for the short-term performance-based remuneration equates to 58.3% of the basic salary. The amounts attributable to individual members of the Management Board are listed in the table in the “Remuneration of current Management Board members” section.

The 2023 STI is paid out in the month after the approval of the Consolidated Financial Statements on the basis of which the STI target achievement is calculated.

The 2022 STI was paid out in February 2023. The amounts attributable to individual members of the Management Board are listed in the table in the “Remuneration of current Management Board members” section.

Long-term variable remuneration (long-term incentive, LTI)

LTI program from the financial year 2022 on

Target achievement under the agreement on long-term variable remuneration (long-term incentive, LTI) that has applied since December 1, 2021, is linked to the level of achievement of the strategic targets defined prior to the term of the respective LTI tranche - organic revenue growth rate (weighting: 75%) and adjusted earnings per share (weighting: 25%) - over a period of four years. Those targets are derived from the operating and strategic corporate planning approved by the Supervisory Board. Target achievement for each strategic target is calculated on an annual basis.

At the end of the four-year period, the arithmetic mean of the four levels of target achievements for each of the specific year is calculated for the organic revenue growth rate target figure. If the average value of organic revenue growth lies between the minimum and maximum value at the end of the four-year period, the preliminary payout amount is between 30% (minimum) and 90% (maximum) of the basic salary, with values between these upper and lower bounds interpolated linearly. A value lower than the minimum means that target achievement for this target figure is 0%. If target achievement exceeds the maximum, the preliminary payout amount for this target component is not increased any further.

The adjusted earnings per share (adjusted EPS) target figure is adjusted earnings per share attributable to the shareholders of Gerresheimer AG, based on the average number of shares in the period (2023: 33.336 million). The effects adjusted when calculating this indicator are the same as those used as a basis for adjusted EBITDA. One-off items that have no negative impact on operating earnings, such as the outcomes of tax audits, are also accounted for in this calculation. At the end of the four-year period, the total of the adjusted EPS reported in the relevant Consolidated Financial Statements is calculated for the adjusted EPS target figure. If the total adjusted EPS lies between the minimum (90%) and maximum value (110%) at the end of the four-year period, the preliminary payout amount is between 10% (minimum) and 30% (maximum) of the basic salary, with values between these upper and lower bounds interpolated linearly. A value lower than the minimum means that target achievement for this target figure is 0%. If target achievement exceeds the maximum, the preliminary payout amount for this target component is not increased any further.

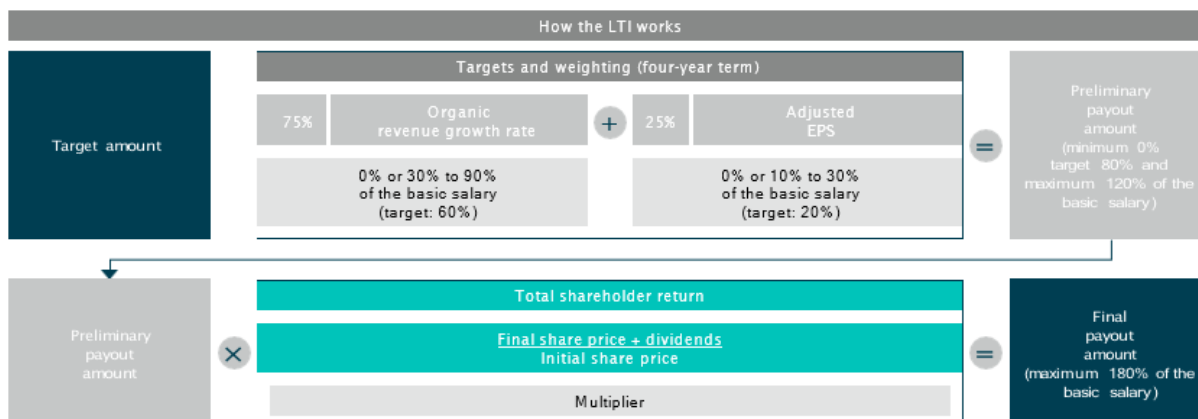
If the targets are achieved (100%) for both of these target figures, the preliminary payout amount is 80% of the basic salary and is capped at 120% of the basic salary.

The preliminary payout amount is multiplied by the TSR multiplier. The TSR multiplier is derived from total shareholder return (TSR) as a ratio of the average XETRA² closing price of Gerresheimer AG stock for the 30 trading days prior to the end of the respective four-year LTI period (final share price), plus the total dividend payments per Gerresheimer AG share paid out in the respective four-year LTI period (dividends) and the average XETRA closing price of Gerresheimer AG stock during the 30 trading days prior to the start of the respective four-year LTI period (initial share price). The TSR therefore reflects the development of the Gerresheimer stock over the four-year period and takes into consideration both actual price performance and the dividends paid out in the period.

The final payout amount for an LTI tranche is capped at 180% of the basic salary.

The LTI works as follows:

² XETRA is the reference market for stock-market trading of German stock and a trading platform of Deutsche Börse AG.



The payment of each due LTI tranche is made in the month after the approval of the Consolidated Financial Statements for the final year of the four-year period and after the Supervisory Board calculates target achievement. The 2023 (2023 - 2026) and 2022 (2022 - 2025) LTI tranches have not yet been fully earned in the financial year 2023.

LTI program until the financial year 2021

Under the remuneration system in place until November 30, 2021, the LTI program incentivized the achievement of the targets derived from operating and strategic corporate planning for the key figures for the Gerresheimer Group - organic revenue growth and Gx ROCE, each of which carrying an equal weighting of 20% - over a period of three years. Return on capital, Gx ROCE, is a key measure of capital efficiency that is used to manage efficient resource allocation. Gx ROCE is calculated as the ratio of adjusted EBITA to average capital employed. Capital employed is calculated as equity plus interest-bearing debt less cash and cash equivalents.

At the end of the three-year period, the arithmetic mean level of target achievement in the respective year is calculated separately for each of the two target figures. Target achievement is calculated on a step-by-step basis according to the level of target achievement. If the average organic revenue growth figure achieved at the end of the three-year period is lower than 2%, target achievement is 0%. Target achievement of 100% requires an average figure of between 4% and 5%, in which case the payout amount is 20% of the basic salary. The maximum level of target achievement, 137.5%, is attained through average organic revenue growth of at least 6%, in which case the payout amount is 27.5% of the basic salary. The range of target achievement for Gx ROCE is between a value that is less than -350 basis points (target achievement: 0%) and greater than 150 basis points (target achievement: 137.5%). Target achievement of 100% is achieved when the average figure deviates by +/- 50 basis points from the target value, in which case the payout amount is 20% of the basic salary. The maximum payout amount for the Gx ROCE target figure is 27.5% of the basic salary, at target achievement of 137.5%. The payout amount for the 2021 LTI tranche cannot exceed 55% of the basic salary of the base year.

On the basis of the target achievement for the two target figures of the 2021 LTI tranche, the payout amount after the end of the three- year period amounts to 47.5% of the basic salary. The amounts attributable to individual members of the Management Board are listed in the table in the “Remuneration of current Management Board members” section. The payout is made in the month after the approval of the Consolidated Financial Statements 2023.

The key figures of the current LTI tranches are shown in the following tables:

2023 LTI (2023 - 2026)	2023	2024	2025	2026	Target value (100%)
Initial share price of Gerresheimer AG EUR 86.9 per share					
Organic revenue growth rate (average)	10.4%	–	–	–	8.0%
Adjusted earnings per share ¹⁾ in euros (currency-adjusted, cumulative)	4.96	–	–	–	23.11
Dividend payments per share in euros (paid out)	1.25	–	–	–	

¹⁾ Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 33.336m shares.

2022 LTI (2022 - 2025)	2022	2023	2024	2025	Target value (100%)
Initial share price of Gerresheimer AG EUR 79.8 per share					
Organic revenue growth rate (average)	16.2%	10.4%	–	–	6.5%
Adjusted earnings per share in euros (currency-adjusted, cumulative)	4.47 ¹⁾	4.96 ²⁾	–	–	22.31
Dividend payments per share in euros (paid out)	1.25	1.25	–	–	

¹⁾ 2022: Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 31.400m shares.

²⁾ 2023: Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 33.336m shares.

2021 LTI (2021 - 2023)	2021	2022	2023	Average target value	Target achievement
Organic revenue growth rate	7.4%	16.2%	10.7%	11.4%	137.5%
Gx ROCE (currency-adjusted)	11.8%	11.3%	13.4%	12.2%	100.0%

2020 LTI (2020 - 2022)	2020	2021	2022	Average target value	Target achievement
Organic revenue growth rate	2.6%	7.4%	16.2%	8.7%	137.5%
Gx ROCE (currency-adjusted)	11.5%	11.5%	11.0%	11.3%	100.0%

Long-term share-based variable remuneration (phantom stocks)

Under the remuneration system that applied until November 30, 2021, the members of the Management Board were entitled to phantom stocks as a form of long-term variable remuneration. Phantom stocks entitlements are the right to receive a cash payment that can be claimed within two years of the end of a five-year vesting period, subject to the performance of virtual Gerresheimer stock as defined in the target.

The entitlements were granted for each year of Management Board service up to the financial year 2021. Phantom stocks entitlements were issued and granted around one month after the Annual General Meeting for the prior financial year. The issue price of the annual entitlement (annual tranche) was determined on the basis of the closing price of the Gerresheimer stock. The valuation of the entitlements in the years until they are exercised is based on a recognized option pricing model (binomial model).

Target achievement for the entitlement from the respective annual tranche is determined on the basis of the development of the Gerresheimer share price (price performance) or the percentage increase in value of the Gerresheimer share compared to the MDAX (MDAX outperformance). The MDAX is a German mid-cap share index to which Gerresheimer also belongs. The target corridor for the price performance target is between 20% and 40% of the increase in value of the corresponding annual tranche compared to the respective issue price. If the target value is within this corridor, the payment entitlement is a minimum of 40% and a maximum of 80% of the basic salary at the time of issuance. Linear interpolation is used between the values. The MDAX outperformance target is achieved if the price of the Gerresheimer stock outperforms the MDAX in the defined period. If this is the case, the payment entitlement is 40% of the basic salary.

The key figures for the respective tranches of phantom stocks for current members of the Management Board are as follows:

	Phantom stocks entitlement	Issue price in euros per share	Issue date	End of the vesting period	Exercise period	Fair value in EUR k Nov. 30, 2023	Fair value in EUR k Nov. 30, 2022
Dietmar Siemssen	2019 tranche	66.78	July 22, 2019	July 22, 2024	July 23, 2024 - July 22, 2026	760	620
	2020 tranche	92.31	August 6, 2020	August 6, 2025	Aug. 7, 2025 – Aug. 6, 2027	556	458
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 - July 22, 2028	598	494
	Total					1,914	1,572
Dr. Lukas Burkhardt	2018 tranche	67.42	June 11, 2018	June 11, 2023	June 12, 2023 - June 11, 2025	– ²⁾	351
	2019 tranche	66.78	July 22, 2019	July 22, 2024	July 23, 2024 - July 22, 2026	456	372
	2020 tranche	92.31	August 6, 2020	August 6, 2025	Aug. 7, 2025 – Aug. 6, 2027	374	308
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 - July 22, 2028	365	301
	Total				1,195	1,332	
Dr. Bernd Metzner	2019 tranche ¹⁾	66.78	July 22, 2019	July 22, 2024	July 23, 2024 - July 22, 2026	277	226
	2020 tranche	92.31	August 6, 2020	August 6, 2025	Aug. 7, 2025 – Aug. 6, 2027	374	308
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 - July 22, 2028	365	301
	Total					1,016	835

¹⁾ Dr. Bernd Metzner has a partial entitlement to the 2019 tranche on a pro rata basis for 6.5 months due to him joining Gerresheimer during the year.
²⁾ The 2018 tranche for Dr. Lukas Burkhardt was paid out in the financial year 2023 after the end of the vesting period.

The 2018 annual tranche of phantom stocks entitlements of Dr. Lukas Burkhardt was paid out in the financial year 2023.

No payouts were made in the financial year 2023 for the 2019 to 2021 annual tranches of phantom stocks entitlements, as the corresponding vesting periods had not yet ended.

The payouts of the phantom stocks tranches attributable to individual former members of the Management Board in the financial years 2023 and 2022 are shown in the tables in the “Remuneration of former Management Board members” section.

Granted and owed remuneration

Remuneration of current Management Board members

The following tables show the remuneration granted and owed to each of the current members of the Management Board pursuant to § 162 (1) Sentence 1 AktG for the respective financial year. In order to present the individual remuneration components in the reporting period transparently, both the actual remuneration received in a financial year and the remuneration earned in the financial year on a voluntary basis are shown. Earned remuneration includes all amounts that the individual members of the Management Board have earned in the respective reporting year in return for their service as members of the Management Board, even if these amounts have not yet fallen due or been received. Received remuneration includes the amounts paid out in the reporting year.

Dietmar Siemssen Chief Executive Officer	Earned remuneration				Received remuneration			
	2023		2022		2023		2022	
	In EUR k	in %	In EUR k	in %	In EUR k	in %	In EUR k	in %
Basic salary	1,150	43.0	1,108	42.6	1,150	43.3	1,108	41.4
Fringe benefits	10	0.4	10	0.4	10	0.4	10	0.4
Pension contribution	345	12.9	332	12.8	345	13.0	644	24.1
Non-performance-based remuneration	1,505	56.3	1,450	55.7	1,505	56.6	1,762	65.8
STI ¹⁾	670	25.1	697	26.8	697	26.2	511	19.1
2019 LTI tranche (2019 - 2021)	–	–	–	–	–	–	404	15.1
2020 LTI tranche (2020 - 2022) ²⁾	–	–	455	17.5	455	17.1	–	–
2021 LTI tranche (2021 - 2023) ²⁾	499	18.7	–	–	–	–	–	–
Performance-based remuneration	1,169	43.7	1,152	44.3	1,152	43.4	915	34.2
Total remuneration	2,674	100.0	2,602	100.0	2,657	100.0	2,677	100.0
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	5,000							

¹⁾ The payout is made in the month after the approval of the Consolidated Financial Statements on which STI target achievement is based. The amount is paid out in the subsequent financial year. The STI received in the financial year 2023 is based on target achievement in the financial year 2022.

²⁾ The LTI is earned on a pro rata basis over a period of multiple years and paid out at the end of this period depending on the level of target achievement. For the financial year 2022, this means that the 2020 LTI tranche was fully earned at the end of the financial year 2022 and paid out in the financial year 2023 in consideration of the level of target achievement. The 2021 LTI tranche was earned in the period from 2021 to 2023 and will be paid out in the financial year 2024.

Dr. Lukas Burkhardt Primary Packaging Glass	Earned remuneration				Received remuneration			
	2023		2022		2023		2022	
	In EUR k	in %	In EUR k	in %	In EUR k	in %	In EUR k	in %
Basic salary	680	42.9	677	42.1	680	32.9	677	41.7
Fringe benefits	–	–	–	–	–	–	–	–
Pension contribution	204	12.9	203	12.6	204	9.9	393	24.2
Non-performance-based remuneration	884	55.8	880	54.8	884	42.8	1,070	65.9
STI ¹⁾	396	25.0	426	26.5	426	20.6	311	19.2
2019 LTI tranche (2019 - 2021)	–	–	–	–	–	–	243	15.0
2020 LTI tranche (2020 - 2022) ²⁾	–	–	301	18.7	301	14.6	–	–
2021 LTI tranche (2021 - 2023) ²⁾	304	19.2	–	–	–	–	–	–
Phantom stocks (2018 tranche)	–	–	–	–	456	22.1	–	–
Performance-based remuneration	700	44.2	727	45.2	1,183	57.2	554	34.1
Total remuneration	1,584	100.0	1,607	100.0	2,067	100.0	1,624	100.0
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	4,000							

¹⁾ The payout is made in the month after the approval of the Consolidated Financial Statements on which STI target achievement is based. The amount is paid out in the subsequent financial year. The STI received in the financial year 2023 is based on target achievement in the financial year 2022.

²⁾ The LTI is earned on a pro rata basis over a period of multiple years and paid out at the end of this period depending on the level of target achievement. For the financial year 2022, this means that the 2020 LTI tranche was fully earned at the end of the financial year 2022 and paid out in the financial year 2023 in consideration of the level of target achievement. The 2021 LTI tranche was earned in the period from 2021 to 2023 and will be paid out in the financial year 2024.

Dr. Bernd Metzner Chief Financial Officer	Earned remuneration				Received remuneration			
	2023		2022		2023		2022	
	In EUR k	in %	In EUR k	in %	In EUR k	in %	In EUR k	in %
Basic salary	691	42.7	671	41.8	691	42.3	671	43.7
Fringe benefits	9	0.6	7	0.4	9	0.6	6	0.4
Pension contribution	207	12.8	201	12.5	207	12.7	394	25.7
Non-performance-based remuneration	907	56.0	879	54.8	907	55.5	1,071	69.8
STI ¹⁾	403	24.9	422	26.3	422	25.8	316	20.6
2019 LTI tranche (2019 - 2021)	–	–	–	–	–	–	147	9.6
2020 LTI tranche (2020 - 2022) ²⁾	–	–	304	18.9	304	18.6	–	–
2021 LTI tranche (2021 - 2023) ²⁾	309	19.1	–	–	–	–	–	–
Performance-based remuneration	712	44.0	726	45.2	726	44.5	463	30.2
Total remuneration	1,619	100.0	1,605	100.0	1,633	100.0	1,534	100.0
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	4,000							

¹⁾ The payout is made in the month after the approval of the Consolidated Financial Statements on which STI target achievement is based. The amount is paid out in the subsequent financial year. The STI received in the financial year 2023 is based on target achievement in the financial year 2022.

²⁾ The LTI is earned on a pro rata basis over a period of multiple years and paid out at the end of this period depending on the level of target achievement. For the financial year 2022, this means that the 2020 LTI tranche was fully earned at the end of the financial year 2022 and paid out in the financial year 2023 in consideration of the level of target achievement. The 2021 LTI tranche was earned in the period from 2021 to 2023 and will be paid out in the financial year 2024.

Remuneration of former Management Board members

The following table shows the remuneration granted and owed to former members of the Management Board that was received in the respective financial year. The total remuneration of former members of the Management Board amounted to EUR 2,680k in the financial year 2023 (prior year: EUR 187k). All remuneration components listed in the table are fully performance-based (100.0%). The remuneration of former Management Board members does not include any non-performance-based remuneration (0.0%).

In EUR k	Remuneration components	2023	2022
Rainer Beaujean (until Apr. 30, 2019)	2019 LTI tranche (2019 - 2021)	–	117
	Phantom stocks	1,032	–
Uwe Röhrhoff (until Aug. 31, 2017)	Phantom stocks	616	–
Andreas Schütte (until Feb. 28, 2019)	2019 LTI tranche (2019 - 2021)	–	70
	Phantom stocks	1,032	–
Total variable remuneration		2,680	187

The development of pension entitlements to and payouts received by former members of the Management Board in the respective financial year are shown in the following table:

In EUR k	Pension payments		Present value of the defined benefit obligation ¹⁾		Fair value plan assets ¹⁾		Net defined benefit obligation ¹⁾	
	2023	2022	2023	2022	2023	2022	2023	2022
Rainer Beaujean (until Apr. 30, 2019)	–	–	1,232	1,376	–	–	1,232	1,376
Uwe Röhrhoff (until Aug. 31, 2017)	–	–	4,564	4,880	2,312	2,367	2,252	2,513
Andreas Schütte (until Feb. 28, 2019)	–	–	2,755	2,946	1,622	1,713	1,133	1,233
Other former Management Board members	1,434	1,402	22,384	23,120	5,054	5,076	17,330	18,044
Total	1,434	1,402	30,935	32,322	8,988	9,156	21,947	23,166

¹⁾ These values have been calculated according to the International Financial Reporting Standards (IFRS).

In accordance with § 162 (5) AktG, personal information relating to former members of the Management Board is not published here if said members stepped down from the Management Board prior to November 30, 2013.

Benefits at the end of a Management Board contract

Termination benefits

In the event of premature termination of a Management Board member's contract other than for cause, payments to said member are limited to two times the member's annual remuneration and may not exceed the annual remuneration for the remaining term of the employment contract. The annual remuneration used to calculate the severance payment is twice the basic salary.

Change of control

In the event of a change of control, Management Board members had, until December 31, 2023, a special one-time right to terminate their contracts with six months' notice effective as of the end of the month and to resign as of the end of the notice period. This one-time right to terminate their contracts has since lapsed and was not extended.

Remuneration for Members of the Supervisory Board

Supervisory Board remuneration is governed by § 14 of Gerresheimer AG's Articles of Association. In addition to reimbursement of expenses and an attendance allowance of EUR 2k per meeting day, each member of the Supervisory Board receives fixed annual remuneration of EUR 70k. The fixed annual remuneration of the chairperson of the Supervisory Board is EUR 175k and that of the deputy chairperson is EUR 105k. Members of the Supervisory Board also receive fixed remuneration for chairing or serving on committees, which is also set out in § 14 of the Articles of Association of Gerresheimer AG. Fixed remuneration is considered to have been granted, as the relevant service has been performed by November 30, 2023, and the remuneration has therefore been fundamentally earned. Supervisory Board remuneration does not include performance-based components.

Supervisory Board and committee members who belonged to the Supervisory Board or a committee for only part of the financial year receive remuneration pro rata temporis.

The annual fixed remuneration and the additional remuneration for committee work falls due for payment at the end of the Annual General Meeting at which a resolution is adopted on formal approval of the actions of the members of the Supervisory Board for the financial year in question. Attendance allowances are paid out immediately after the respective meeting.

Granted and owed Supervisory Board remuneration in the financial year 2023 was distributed among individual members as follows:

In EUR	Period of membership	Fixed remuneration	Additional remuneration for committee work	Attendance allowance	2023 ¹⁾	2022 ²⁾
Dr. Axel Herberg, Chairman	full year	175,000	80,000	28,000	283,000	255,000
Francesco Grioli, Deputy Chairman	full year	105,000	40,000	20,000	165,000	161,000
Andrea Abt	full year	70,000	30,000	26,000	126,000	106,000
Dr. Karin L. Dorrepaal	full year	70,000	–	10,000	80,000	78,000
Robert Fröhler (since June 8, 2022)	full year	70,000	–	10,000	80,000	39,753
Prof. Dr. Annette G. Köhler (since June 8, 2022)	full year	70,000	40,000	18,000	128,000	61,041
Marlis Mergenthal (since June 8, 2022)	full year	70,000	–	10,000	80,000	39,753
Dr. Peter Noé	full year	70,000	20,000	12,000	102,000	91,644
Markus Rocholz	full year	70,000	40,000	20,000	130,000	130,000
Paul Schilling	full year	70,000	–	10,000	80,000	78,000
Katja Schnitzler	full year	70,000	20,000	18,000	108,000	106,000
Udo J. Vetter	full year	70,000	10,000	18,000	98,000	88,411
Total fixed remuneration		980,000	280,000	200,000	1,460,000	1,234,602

¹⁾ The remuneration for the financial year 2023 will be paid out in mid-2024 after the Annual General Meeting (excl. attendance allowance).

²⁾ The remuneration for the financial year 2022 was paid out in mid-2023 after the Annual General Meeting (excl. attendance allowance).

In the reporting year, Markus Rocholz and Paul Schilling each received EUR 5,000 and Robert Fröhler received EUR 1,250 for Supervisory Board mandates at Gerresheimer AG subsidiaries.

In the financial year 2023, the members of the Supervisory Board did not take out any loans or receive any further remuneration or benefits in the reporting year for services they provided personally, such as consulting and referral services.

Remuneration for Members of the Supervisory Board

In EUR	Period of membership	Fixed remuneration	Additional remuneration for committee work	Attendance allowance	2023	2022 ¹⁾
Heike Arndt	until Dec. 30, 2021	5,753	–	–	–	5,753
Franz Hartinger	until June 8, 2022	36,438	–	2,000	–	38,438
Theodor Stuth	until June 8, 2022	36,438	20,822	6,000	–	63,260
Total fixed remuneration former Supervisory Board members		78,629	20,822	8,000	–	107,451

¹⁾ The remuneration for the financial year 2022 was paid out in mid-2023 after the Annual General Meeting (excl. attendance allowance).

Comparison of earnings development and annual change in remuneration

The table below lists, in accordance with § 162 (1) Sentence 2 No. 2 AktG, the annual changes in granted and owed remuneration of members of the Management Board and Supervisory Board, the development of average employee remuneration on the basis of the number of employees, and variation in selected earnings indicators.

These disclosures are made in accordance with the transitional provision defined in § 26j (2) German Introductory Act to the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG) and, for the first time, are based on a comparison with the financial years 2022 and 2021. The basis for comparison will gradually be expanded to five periods in the coming years.

Earnings development is presented using the key performance indicators revenues, organic revenue growth rate, adjusted EBITDA, and adjusted EPS. These key performance indicators are the most important indicators to the Gerresheimer Group and form part of the financial targets for the short- and long-term variable remuneration of Management Board members, and therefore have a significant effect on the amount of remuneration. In addition, the development of the net income of Gerresheimer AG is also shown in accordance with § 275 (3) No. 16 German Commercial Code (Handelsgesetzbuch, HGB).

The figures concerning the average remuneration of employees (including trainees) are based on the workforce of Gerresheimer AG and Gerresheimer AG's German subsidiaries, which comprised an average of 3,991 employees in the financial year 2023 (prior year: 3,779 employees). They include payments for wages and salaries, fringe benefits, employer social security contributions, and variable remuneration components attributable to the respective financial year.

Change in earnings development and remuneration of employees, the Management Board, and the Supervisory Board	2023	2022
	Change from 2023 compared to 2022 in %	Change from 2022 compared to 2021 in %
Earnings development		
Revenues	9.5%	21.3%
Organic revenue growth	-580 bps	860 bps
Adjusted EBITDA (currency-adjusted)	17.5%	10.2%
Adjusted EPS	0.2%	11.6%
Net income of Gerresheimer AG according to HGB	-43.6%	-45.8%
Average employee remuneration		
Employees in Germany	1.8%	2.2%
Current members of the Management Board		
Dietmar Siemssen	-0.7%	56.9%
Dr. Lukas Burkhardt	27.3%	35.0%
Dr. Bernd Metzner	6.5%	43.6%
Former members of the Management Board		
Rainer Beaujean (until Apr. 30, 2019)	>100.0%	-81.4%
Uwe Röhrhoff (until Aug. 31, 2017)	100.0%	-100.0%
Andreas Schütte (until Feb. 28, 2019)	>100.0%	-63.9%
Current members of the Supervisory Board		
Dr. Axel Herberg, Chairman	11.0%	-17.5%
Francesco Grioli, Deputy Chairman	2.5%	-8.1%
Andrea Abt	18.9%	0.0%
Dr. Karin L. Dorrepaal	2.6%	0.0%
Robert Fröhler (since June 8, 2022)	101.0%	100.0%
Prof. Dr. Annette G. Köhler (since June 8, 2022)	109.8%	100.0%
Marlis Mergenthal (since June 8, 2022)	101.0%	100.0%
Dr. Peter Noé	11.4%	-11.9%
Markus Rocholz	0.0%	-5.8%
Paul Schilling	2.6%	0.0%
Katja Schnitzler	1.9%	0.0%
Udo J. Vetter	10.9%	-35.3%
Former members of the Supervisory Board		
Heike Arndt (until Dec. 30, 2021)	-100.0%	-92.5%
Franz Hartinger (until June 8, 2022)	-100.0%	-50.8%
Theodor Stuth (until June 8, 2022)	-100.0%	-49.8%

Report of the independent auditor on the audit of the compensation report in accordance with section 162 (3) AktG

To Gerresheimer AG, Düsseldorf/Germany

Audit Opinion

We conducted a formal audit of the compensation report of Gerresheimer AG, Düsseldorf/Germany, for the financial year from December 1, 2022 to November 30, 2023, to assess whether the disclosures required under Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made in the compensation report. In accordance with Section 162 (3) AktG, we have not audited the content of the compensation report.

In our opinion, the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the accompanying compensation report. Our audit opinion does not cover the content of the compensation report.

Basis for the Audit Opinion

We conducted our audit of the compensation report in accordance with Section 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report pursuant to Section 162 (3) AktG (IDW AuS 870 (09.2023)). Our responsibilities under those requirements and this standard are further described in the “Auditor’s Responsibilities” section of our report. Our audit firm has applied the requirements of the IDW Quality Management Standards. We have fulfilled our professional responsibilities in accordance with the German Public Auditor Act (WPO) and the Professional Charter for German Public Auditors and German Sworn Auditors (BS WP/vBP) including the requirements on independence.

Responsibilities of the Executive Board and the Supervisory Board

The executive board and the supervisory board are responsible for the preparation of the compensation report, including the related disclosures, that complies with the requirements of Section 162 AktG. In addition, they are responsible for such internal control as they have determined necessary to enable the preparation of a compensation report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the compensation report, and to express an opinion on this in a report on the audit.

We planned and conducted our audit in such a way to be able to determine whether the compensation report is formally complete by comparing the disclosures made in the compensation report with the disclosures required under Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have neither audited the correctness of the content of the disclosures, nor the completeness of the content of the individual disclosures, nor the adequate presentation of the compensation report.

Düsseldorf/Germany, February 7, 2024

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:
André Bedenbecker
Wirtschaftsprüfer
(German Public Auditor)

Signed:
Dieter Peppekus
Wirtschaftsprüfer
(German Public Auditor)

Additional information on agenda item 7

Dr. Sidonie Golombowski-Daffner

Member of the Supervisory Board of Paul Hartmann AG, former Chairperson and President of Advanced Accelerator Applications SA, France

Personal details:

Place of residence: Eching, Germany

Year of birth: 1964

Nationality: German

Professional qualifications: Dr. rer. nat. (Ph.D. equivalent, neuroscience)

Relevant knowledge, skills and experience for Supervisory Board work:

Dr. Sidonie Golombowski-Daffner was Chairperson and President of Advanced Accelerator Applications SA, a subsidiary of Novartis, from October 2019 to January 1, 2024. She was also a member of the Supervisory Board of Novartis Germany during this period. Prior to that, she was General Manager of Novartis Pharma GmbH Nuremberg and Country President Germany starting in 2017. From 2011 to 2017, Dr. Golombowski-Daffner held management positions at Novartis in Germany and Switzerland, having previously spent 10 years with companies of the Sanofi Group in various management positions in Germany, France, and the Asia-Pacific region. She began her career as a management consultant at Roland Berger, where she spent over five years advising pharmaceutical clients in the U.S., Europe, Russia, and Japan.

Memberships on other statutory domestic supervisory boards:

Paul Hartmann AG (listed)

Memberships on similar domestic or foreign control boards of business enterprises:

None

Other significant activities alongside Supervisory Board position:

None

Dr. Dorothea Wenzel

Supervisory Board member and member of control boards of various foreign business enterprises, former Executive Vice President at Merck KGaA

Personal details:

Place of residence: Darmstadt, Germany

Year of birth: 1969

Nationality: German

Professional qualifications: Dr. rer. pol. (Ph.D. equivalent, health economics), degree in business informatics

Relevant knowledge, skills and experience for Supervisory Board work:

Dr. Dorothea Wenzel was a member of the Supervisory Board of Fresenius Medical Care AG & Co. KGaA from May 2019 to November 2023, acting as Lead Independent Director from May 2021 onward. Prior to that, she held various global management positions in the Pharmaceuticals business sector at Merck KGaA from June 2004 to August 2021, most recently as Executive Vice President and Head of the Surface Solutions business unit starting in 2019. Before joining Merck, Dr. Wenzel held various financial and business positions in the healthcare industry at AXA Krankenversicherung AG and Medvantis Holding AG. She also worked for several years as a consultant at McKinsey & Comp. Dr. Wenzel was also a member of the staff of the Committee for the Sustainability of the Financing of the Social Security Systems of the German Federal Ministry of Health.

Memberships on other statutory domestic supervisory boards:

None

Memberships on similar domestic or foreign control boards of business enterprises:

DENTSPLY SIRONA Inc., USA (listed)

H. Lundbeck A/S, Denmark (listed)

Servier SAS, France (unlisted)

Other significant activities alongside Supervisory Board position:

None

Dr. Christoph Zindel

Member of the Supervisory Board of Fresenius SE & Co. KGaA, former member of the Managing Board of Siemens Healthineers AG

Personal details:

Place of residence: Röttenbach, Germany

Year of birth: 1961

Nationality: German

Professional qualifications: Dr. med. (M.D. equivalent)

Relevant knowledge, skills and experience for Supervisory Board work:

Dr. Christoph Zindel has been a member of the Supervisory Board of Fresenius SE & Co. KGaA since May 2022. Prior to that, Dr. Zindel was a member of the Managing Board of Siemens Healthineers AG from October 2019 to March 2022. He was President of the company's Diagnostic Imaging division from 2018 to 2019 and Senior Vice President of the Magnetic Resonance Imaging (MRI) business line from 2015 to 2018. Dr. Zindel worked in the U.S. from 2012 to 2015. He was CEO of PETNET for Siemens Medical Solutions, having previously headed the hematology and urinalysis business units for Beckmann-Coulter. He began his career as a practicing physician in surgery, internal medicine, and nuclear medicine. In 1998, he moved to the healthcare industry as Segment Manager at Siemens Healthcare and subsequently held various management positions in the Magnetic Resonance Imaging division.

Memberships on other statutory domestic supervisory boards:

Fresenius SE & Co. KGaA (listed)

Memberships on similar domestic or foreign control boards of business enterprises:

None

Other significant activities alongside Supervisory Board position:

Member of the Board of Trustees of the Fraunhofer Heinrich-Hertz-Institut

Member of the Advisory Board of LifeLink Medical GmbH

II. FURTHER INFORMATION ON THE CONVENING AND HOLDING OF THE ANNUAL GENERAL MEETING

We kindly request that shareholders pay close attention to the following information on registering for the Annual General Meeting, on exercising voting rights, and on other shareholder rights.

In accordance with § 15 (4) of the Company's Articles of Association, the Management Board has decided to hold the 2024 Annual General Meeting as a virtual Annual General Meeting. Shareholders or their proxies may not attend the meeting in person.

The entire Annual General Meeting will be transmitted by audio/video stream through the InvestorPortal, which is accessible online. Shareholders who have duly registered for the Annual General Meeting and their proxies will have the option to join the entire Annual General Meeting digitally by way of the InvestorPortal, where they will be able to follow it live by audio/video stream ("participation") and will be able to exercise their shareholder rights. Shareholders may exercise their voting rights by means of electronic postal vote or by granting a power of attorney. During the event, shareholders joining the meeting digitally will be permitted to exercise their right to speak and their right to request information by way of video communication, as well as their right to raise motions and submit nominations. They will also be allowed to use means of electronic communication to object to a resolution adopted by the Annual General Meeting. Furthermore, shareholders who have duly registered for the Annual General Meeting will have the right to submit statements by means of electronic communication prior to the meeting.

The details are explained below.

1. Conditions for participation in the virtual Annual General Meeting and for the exercise of shareholder rights

Shareholders may participate in the Annual General Meeting and exercise their shareholder rights at the Annual General Meeting only if their registration and proof of share ownership has been received by no later than Wednesday, May 29, 2024, 24:00 hrs (CEST) at the following authorized address:

Gerresheimer AG
c/o Computershare Operations Center
80249 Munich, Germany
or at the following e-mail address: anmeldestelle@computershare.de

Proof of share ownership must demonstrate that the shareholders owned shares in the Company at the close of business on the 22nd day before the virtual Annual General Meeting — i.e., on Tuesday, May 14, 2024, 24:00 hrs (CEST) (hereinafter “record date”). Proof of share ownership in text form from the last intermediary in accordance with § 67c (3) AktG is required for this purpose.

The registration must be in text form and must be in German or English. We recommend that our shareholders contact their custodian bank in good time to ensure the timely and proper receipt by the Company of proof from the last intermediary in accordance with § 67c (3) AktG.

In relation to the Company, only those shareholders who have provided the Company with proof of share ownership are deemed shareholders for the purpose of participating in the Annual General Meeting and of exercising shareholder rights. Entitlement to participate in the Annual General Meeting and the scope of shareholder rights are determined solely with reference to a shareholder’s shareholding at the record date. Changes in shareholdings after the record date are possible (no sale or purchase embargo), but have no significance with regard to the entitlement to participate and the scope of voting rights. The record date has no significance in respect of dividend entitlement.

Shareholders who have duly registered for the Annual General Meeting or their proxies will receive a confirmation of their registration along with access details enabling them to participate in the meeting.

Participation in the virtual Annual General Meeting takes place via online access through the InvestorPortal (see section II. 2.). Duly registered shareholders or their proxies can exercise their shareholder rights using the InvestorPortal. To grant powers of proxy and issue instructions to the Company-designated proxies or for electronic postal voting (see section II. 4-6.), they can also access a form on the Company’s website at

<https://www.gerresheimer.com/agm>

2. Online access to the virtual Annual General Meeting for shareholders

Duly registered shareholders and their proxies can access the Annual General Meeting online via the InvestorPortal and follow the live audio/video stream.

The InvestorPortal is scheduled to be available beginning on May 15, 2024, and can be accessed via the Company's website at

<https://www.gerresheimer.com/agm>

Duly registered shareholders or their proxies can use the registration confirmation number and Internet access code contained in their registration confirmation to register with the InvestorPortal.

3. Audio/video stream of entire Annual General Meeting

An audio/video stream of the full Annual General Meeting of the Company will be broadcast live on the InvestorPortal for duly registered shareholders or their proxies starting at 10:00 hrs CEST on Wednesday, June 5, 2024. Shareholders will receive the necessary access details along with their confirmation of registration.

The opening of the Annual General Meeting by the chair of the meeting, the explanation of the Report of the Supervisory Board by the Chairman of the Supervisory Board and the Chief Executive Officer's speech will be broadcast live on the Internet at

<https://www.gerresheimer.com/agm>

and can also be viewed by other interested parties.

4. Exercise of voting rights

Shareholders who wish to exercise their voting rights are required to register and provide proof of share ownership (see section II. 1.).

Voting rights may be exercised by way of electronic postal vote or by granting powers of proxy and instructions to the Company-designated proxies, subject to the following terms:

a) Exercise of voting rights by postal vote

Shareholders or their proxies may exercise their voting rights by postal vote. Postal votes may be cast by means of electronic communication on the Company's InvestorPortal at

<https://www.gerresheimer.com/agm>

Postal votes may be submitted via the Company's InvestorPortal before and also during the Annual General Meeting, but must be received at the latest by the time determined by the chair of the meeting for the purpose of the voting.

In addition, postal votes may be cast by e-mail to

anmeldestelle@computershare.de

Votes cast by postal vote submitted by e-mail must be received by the Company prior to the day of the Annual General Meeting, i.e., by no later than the end of the day on Tuesday, June 4, 2024, 24:00 hrs (CEST). The voting rights form, which may be used to submit postal votes by e-mail, is available for download at the Company's website at

<https://www.gerresheimer.com/agm>

b) Voting by proxy and issuing instructions to the Company-designated proxy

Shareholders or their proxies may also exercise their voting rights by granting power of proxy and issuing instructions to the proxy appointed by the Company.

The Company-designated proxy attends the Annual General Meeting in person. The Company-designated proxy may only exercise voting rights on the basis of clearly expressed instructions regarding specific items of the agenda. The proxy must be issued with a power of proxy and instructions for exercising voting rights on each voting item. Failing any clearly expressed instruction regarding a given item, the Company-designated proxy will abstain from voting on that item. The Company requests shareholders to note that the Company-designated proxy does not accept mandates to speak, to raise objections to Annual General Meeting resolutions, to ask questions or to submit motions or nominations.

Proxies may be granted to the Company-designated proxy, and instructions issued, by means of electronic communication on the Company's InvestorPortal at

<https://www.gerresheimer.com/agm>

before and during the virtual Annual General Meeting. However, they must be received by the time determined by the chair of the meeting for the purpose of the voting.

In addition, proxies may be granted and instructions issued to the Company-designated proxy by e-mail to:

anmeldestelle@computershare.de

Powers of proxy and instructions sent to this address outside of the Company's InvestorPortal will only be taken into account if they are received by the Company before the date of the Annual General Meeting, meaning at the latest by the end of the day on Tuesday, June 4, 2024, 24:00 hrs CEST. The e-mail voting rights form, which may be used to issue a power of proxy and instructions to the Company-designated proxy, is available for download from the Company's website at

<https://www.gerresheimer.com/agm>

c) Amendment and revocation of postal votes or granted proxies and issued instructions, precedence of postal votes over granted proxies and issued instructions

Submitted postal votes, proxies granted and instructions issued to the Company-designated proxies may be revoked or amended online via the InvestorPortal. While this is also possible during the Annual General Meeting, it must be done by the time determined by the chair of the meeting for the purpose of the voting.

Revocations and amendments may furthermore be submitted by e-mail but must be received by no later than Tuesday, June 4, 2024, 24:00 hrs (CEST) at

anmeldestelle@computershare.de

If the Company receives different, formally correct declarations concerning the exercise of voting rights for one and the same shareholding via the InvestorPortal and by e-mail, only those declarations received via the InvestorPortal will be considered. In the case of different, formally correct declarations received via the same medium (InvestorPortal or e-mail), the most recent declaration received will be considered.

5. Exercise of shareholder rights by proxy

Duly registered shareholders (see section II. 1.) may be represented by a proxy — an intermediary, a proxy adviser, a shareholder association, or another third party — when exercising their voting rights and other shareholder rights after granting the appropriate power of attorney. Authorized third parties can connect to the Annual General Meeting digitally in the InvestorPortal and follow it live in audio and video. They can also exercise the voting rights for shareholders they represent by postal vote or by granting (sub)power of proxy to the Company-designated proxies (see section II. 4.). Proxies can only use the InvestorPortal if the persons granting the proxy have provided them with the access details sent with the confirmation of registration, unless the access details were sent directly to the proxy. If a shareholder grants a proxy to more than one person, the Company can reject one or more of them.

Proxies may be granted by declaration to the proxy or to the Company and, unless a proxy is granted pursuant to § 135 AktG, must be issued in text form (§ 126b of the German Civil Code (BGB)). The same applies to the revocation of the proxy and the proof of a proxy declared to a proxy vis-à-vis the Company.

Proxies may be issued or revoked, and proof of authorization provided, via the Company's InvestorPortal at

<https://www.gerresheimer.com/agm>

This may be done via the Company's InvestorPortal before and also during the Annual General Meeting. In addition, the granting of the proxy, its revocation and proof of authorization vis-à-vis the Company can be submitted by e-mail to:

anmeldestelle@computershare.de

Declarations and proof submitted outside of the Company's InvestorPortal must be received by the Company in due time at the above-mentioned e-mail address. The form available for download from the Company's website at

<https://www.gerresheimer.com/agm>

can be used to grant power of proxy.

If a power of proxy is granted to an intermediary, a shareholders' association, a proxy adviser or another equivalent person (proxy in accordance with § 135 AktG), special terms apply. There is no statutory text form requirement. However, the notice of proxy must be verifiably recorded by the proxy. It must also be complete and may only contain declarations associated with the exercise of voting rights. The InvestorPortal therefore cannot be used to grant power of proxy in accordance with § 135 AktG. Shareholders who wish to grant power of proxy in accordance with § 135 AktG are therefore requested to consult with the proxy on the procedure and form of the proxy.

6. Other shareholder rights

a) Requests for additions to the agenda pursuant to § 122 (2) AktG

Shareholders whose shareholding, in the aggregate, is at least equivalent to one-twentieth of the capital stock, or to a stake of EUR 500,000, may request that items of business be set out in the agenda and published by notice.

Such requests must be addressed exclusively to the Management Board of Gerresheimer AG in writing, either to

Gerresheimer AG
Management Board
Klaus-Bungert-Straße 4
40468 Duesseldorf, Germany

or in electronic form in accordance with § 126a BGB (i.e., with a qualified electronic signature) by email to

gerresheimer.ir@gerresheimer.com

They must be received by the Company by no later than Sunday, May 5, 2024 (24:00 hrs CEST). Requests for additions to the agenda that are addressed to a different recipient will not be considered.

Each new agenda item must be accompanied by an explanation or a proposal for resolution. Applicants must prove that they have owned their shares for at least 90 days prior to the date upon which their request is received and that they will hold the shares until the Management Board has reached a decision on the request. § 121 (7) AktG shall apply mutatis mutandis. § 70 AktG must be taken into account when

calculating the minimum period of ownership. The request must be signed by all shareholders who together achieve the necessary quorum or by their duly appointed representatives or must be submitted in electronic form in accordance with § 126a BGB (i.e., with a qualified electronic signature). Proper and timely requests for additions to the agenda must be published and forwarded for publication in the same manner as the convocation notice.

b) Countermotions and nominations by shareholders pursuant to § 126 (1) and § 127 AktG

Shareholders can submit countermotions to proposals by the Management Board and/or Supervisory Board on specific items of the agenda. Countermotions and proof of shareholder status must be sent exclusively by e-mail to:

gerresheimer.ir@gerresheimer.com

Countermotions received by the Company no later than the end of the day on Tuesday, May 21, 2024, 24:00 hrs CEST, along with proof of share ownership, will be made accessible, along with the name of the shareholder, any explanatory statement, and any position taken by the Management Board or Supervisory Board, on the Company's website at

<https://www.gerresheimer.com/agm>

without undue delay.

Every shareholder has the right to submit nominations for the election of auditors (agenda item 5) or Supervisory Board members (agenda item 7). The above statements apply mutatis mutandis to these nominations.

At the virtual Annual General Meeting, countermotions or nominations to be made accessible are regarded as submitted at the time they are made accessible. Voting rights relating to such motions may also be exercised before the Annual General Meeting provided the criteria for exercising voting rights are met (see section II. 1.).

If the shareholder who submitted the motion or nomination that has been made accessible is not duly registered for the Annual General Meeting, the motion does not have to be addressed at the Annual General Meeting. Voting rights relating to countermotions or nominations may be exercised exclusively via the InvestorPortal.

c) Right to submit statements

Shareholders who have duly registered for the Annual General Meeting (see section II. 1.) have the right to submit statements on the agenda items by means of electronic communication via the InvestorPortal at

<https://www.gerresheimer.com/agm>

in text form before the Annual General Meeting.

Statements must be submitted by no later than five days before the Annual General Meeting, i.e., by Thursday, May 30, 2024, 24:00 hrs (CEST). They must not exceed 10,000 characters (including spaces), and only one statement may be submitted per securities account.

Submitted statements that meet these requirements will be made accessible, including the name of the shareholder, in the InvestorPortal at the latest four days before the Annual General Meeting, i.e., by Friday, May 31, 2024, 24:00 hrs (CEST). Statements will not be made accessible if the Management Board would be liable to punishment under law, were it to make such statement accessible; if the statement makes manifestly false or misleading statements regarding essential aspects or is insulting; or if the shareholder submitting the statement indicates that they will not attend the Annual General Meeting and will not have a proxy represent them.

Questions, requests, nominations, and objections to resolutions of the Annual General Meeting that are included in statements will not be considered as such. They must be submitted or declared in the ways stated separately in this convocation notice.

d) Right to speak and right to request information at the Annual General Meeting

Shareholders who participate in the Annual General Meeting online have a right to speak and a right to request information at the Annual General Meeting. It is not possible to submit questions in advance of the Annual General Meeting. Requests for information may be part of an intervention. To exercise the right to speak and the right to request information, the means of video communication offered by the Company in the InvestorPortal must be used, and shareholders therefore require online access to the Annual General Meeting (see section II. 2.). A prerequisite for exercising the rights is that the shareholder or his proxy submit an advance request to speak in the InvestorPortal. This is only possible on the day of the

Annual General Meeting from 09:30 hrs (CEST) to the time determined by the chair of the meeting.

The right to speak and the right to request information may also be exercised by third parties authorized by a shareholder. However, the proxies appointed by the Company will not exercise these rights on behalf of the shareholders granting them power of proxy.

The Company reserves the right to review the functionality of video communication between the shareholder or proxy and the Company at the meeting in advance and to reject the request to speak if the functionality is not assured. According to § 18 (3) of the Company's Articles of Association, the chair of the meeting is furthermore entitled to set an appropriate time limit governing the right of shareholders and shareholder representatives to ask questions as well as to speak. In particular, the chair of the meeting is authorized to set an appropriate time limit for the entire course of the Annual General Meeting, individual agenda items and individual questions and interventions. This authorization also applies to the virtual Annual General Meeting.

e) Motions and nominations at the Annual General Meeting

Shareholders who participate in the Annual General Meeting online have the right to submit motions and nominations. The same applies to countermotions within the meaning of § 126 AktG and nominations within the meaning of § 127 AktG, regardless of whether they have been made accessible or not. Motions and nominations may be part of an intervention. To exercise these rights at the Annual General Meeting, the means of video communication offered by the Company in the InvestorPortal must be used, and shareholders therefore require online access to the Annual General Meeting (see section II. 2.).

A prerequisite for exercising the rights is that the shareholder or his proxy submit an advance request to speak in the InvestorPortal. This is only possible on the day of the Annual General Meeting from 09:30 hrs (CEST).

The above-mentioned rights may also be exercised by third parties authorized by a shareholder. However, the proxies appointed by the Company will not exercise the above-mentioned rights on behalf of the shareholders granting them power of proxy.

The Company reserves the right to review the functionality of video communication between the shareholder or proxy and the Company at the

meeting in advance and to reject the request to speak if the functionality is not assured.

f) Right of shareholders to object

From the beginning to the end of the virtual Annual General Meeting, duly registered shareholders (see section II. 1.) or their proxies may declare an objection to resolutions at the Annual General Meeting for recording by the officiating notary. Such an objection must be lodged by electronic means via the InvestorPortal using the button provided. The Company's proxies will not declare any objections to resolutions at the Annual General Meeting for recording by the officiating notary.

g) Further notes on shareholders' rights under §§ 122 (2), 126 (1), 127, 131 (1) AktG

Further notes on requests for additional items on the agenda under § 122 (2) AktG, on countermotions under § 126 (1) AktG, on nominations under § 127 AktG, as well as on shareholders' right to request information under § 131 AktG, are provided at

<https://www.gerresheimer.com/agm>

7. Reference to the Company's website

This invitation to the Annual General Meeting, the documents to be made accessible to the Annual General Meeting and further information relating to the Annual General Meeting will be available online from the day of convocation on the Company's website at

<https://www.gerresheimer.com/agm>

8. Total number of shares and voting rights

At the time of convocation of the Annual General Meeting, the capital stock totals EUR 34,540,000. The capital stock is divided into 34,540,000 no-par-value bearer shares. Each share grants one vote in the Annual General Meeting. The total number of voting rights is thus 34,540,000. The Company does not hold any of its own shares.

9. Data protection information

Gerresheimer AG, Klaus-Bungert-Straße 4, 40468 Duesseldorf, Germany, as controller, processes personal data of shareholders (surname and first name, address, e-mail address, number of shares, type of shareholding and, if applicable, number of the confirmation of registration) and, where applicable, personal data of proxies, in accordance with the prevailing data protection laws. The processing of personal data is legally necessary for participation in the virtual Annual General Meeting of Gerresheimer AG by electronic means and the exercise of voting rights. Gerresheimer AG receives shareholders' personal data as a rule via the registration office from intermediaries instructed by shareholders to hold their shares in safe custody.

Gerresheimer AG will transmit the Annual General Meeting on the Internet. This may result in the processing of participants' personal data to the extent necessary to organize and conduct the Annual General Meeting (e.g., to publish or reproduce in the InvestorPortal and/or during the Annual General Meeting any questions and pre-submitted statements regarding the agenda as well as motions to add items to the agenda, countermotions, nominations, submitted objections, and interventions). The legal basis for processing is Article 6 (1) sentence 1 (c) GDPR in conjunction with § 67e, §§ 118 et seq., and § 130a AktG.

The service providers contracted by Gerresheimer AG for the purposes of organizing the virtual Annual General Meeting process shareholders' and/or proxies' personal data exclusively in accordance with Gerresheimer AG's instructions and solely to the extent necessary for performance of the contracted service. All employees of Gerresheimer AG and employees of contracted service providers who have access to and/or process shareholders' and/or proxies' personal data are required to treat the data confidentially.

In addition, personal data of shareholders or proxies exercising their voting rights will be made available to other shareholders and proxies within the scope of the statutory provisions. This applies in particular to objections raised and in

the context of an announcement of shareholder requests for additions to the agenda as well as to the publication of counter motions, statements and nominations. The legal basis for disclosure is Article 6 (1) sentence 1 (c) GDPR in conjunction with § 67e, §§ 118 et seq., and § 130a AktG and, if the disclosure of personal data is not legally necessary, the legitimate interest of Gerresheimer AG (Article 6 (1) sentence 1 (f) GDPR). Personal data will only be disclosed in connection with answering questions if the shareholder has expressly given consent to such disclosure when submitting the question. The legal basis for the disclosure in this case is Article 6 (1) sentence 1 (a) GDPR. Consent may be withdrawn at any time, without affecting the lawfulness of data processing prior to the withdrawal of consent. Gerresheimer AG may furthermore be legally obligated to transmit the personal data of shareholders and proxies to other recipients, such as to the relevant authorities in accordance with statutory notification requirements.

Gerresheimer AG deletes shareholders' and proxies' personal data in accordance with the law, in particular if the personal data is no longer necessary for the original purposes of collection or processing or is no longer required in connection with any administrative or court proceedings and if there are no statutory document retention requirements.

Subject to the statutory requirements, the applicability of which is to be reviewed on a case-by-case basis, shareholders and proxies have the right of access to personal data concerning them that is processed and the right to obtain rectification, erasure or restriction of processing of their personal data. In addition, shareholders have the right to lodge a complaint with the competent supervisory authorities and the right to data portability. If personal data is processed on the basis of Article 6 (1) sentence 1 (f) GDPR, shareholders and their proxies also have a right of objection subject to the statutory requirements.

For comments and questions about the processing of personal data by Gerresheimer AG, shareholders and proxies may contact the Data Protection Officer by e-mail at

data-protection@gerresheimer.com.

Duesseldorf, April 2024

Gerresheimer AG
The Management Board