

## Explanatory Notes on Shareholders' Rights

**Annual General Meeting — Virtual Annual General Meeting without  
the Physical Presence of Shareholders — of Gerresheimer AG  
on June 8, 2022, 10:00 hrs CEST**

**Explanatory notes pursuant to § 121 (3) Sentence 3 No. 3 Aktiengesetz (AktG, German Stock Corporation Act) on shareholders' rights under § 122 (2), § 126 (1), § 127 AktG, § 1 (2) Sentences 1, 2 and 3 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (hereinafter "COVID-19 Act")**

The convocation of the virtual Annual General Meeting includes information on shareholders' rights under § 122 (2) AktG, §§ 126 (1), 127 AktG in conjunction with § 1 (2) Sentences 1, 2, 3 of the COVID-19 Act. This document contains further explanatory notes regarding these provisions. Some of the key legislation is reproduced at the end of the respective explanatory notes.

In view of the COVID-19 pandemic, the Management Board has decided, with the approval of the Supervisory Board, to hold the 2022 Annual General Meeting without the physical presence of shareholders or their proxies. The fact that this year's Annual General Meeting is taking place as a virtual event will lead to modifications in the procedures of the Annual General Meeting as well as in shareholders' rights.

### **I. Additions to the agenda pursuant to § 122 (2) AktG**

Under § 122 (2) AktG, shareholders whose shares amount in aggregate to one-twentieth of the capital stock (currently corresponding to EUR 1,570,000 or 1,570,000 shares) or represent a proportionate amount of the capital stock of EUR 500,000 (currently corresponding to 500,000 shares) may request that items be put on the agenda and published. Each new agenda item must be accompanied by an explanation or a proposal for a resolution. In addition, 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. § 70 AktG applies.

Proof of share ownership can be provided either by the last intermediary in text form in German or English or by the last intermediary pursuant to the requirements of § 67c (3) AktG in conjunction with Article 5 of the Implementing Regulation (EU) 2018/1212. The last intermediary in the above sense is whosoever holds shares in a company in safe custody for a shareholder. An intermediary is anyone who provides services for the safe custody or management of securities or the keeping of custody accounts for shareholders or other persons if the services are in connection with shares in companies domiciled in a Member State of the European Union or another signatory state to the Agreement on the European Economic Area.

Requests for additions must be sent in writing or in electronic form within the meaning of § 126a Bürgerliches Gesetzbuch (BGB, German Civil Code) (i.e., they must contain a qualified electronic signature) to the Company's Management Board at

**Gerresheimer AG**  
**Management Board**  
**Klaus-Bungert-Str. 4**  
**40468 Duesseldorf, Germany**  
**E-mail: [gerresheimer.ir@gerresheimer.com](mailto:gerresheimer.ir@gerresheimer.com)**

and must be received by the Company at least 30 days before the Annual General Meeting; the date of receipt and the date of the Annual General Meeting are not to be included in the calculation. The last possible date of receipt is therefore Sunday, **May 8, 2022, 24:00 hrs CEST**. Requests for additions received later will not be considered.

Additions to the agenda that must be published — unless already published in the convocation notice — will be published, without delay following receipt, in the Federal Gazette (Bundesanzeiger) and forwarded for publication in such media that can be expected to disseminate the information in the entire European Union. They will also be published on the website [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting) and disclosed in accordance with § 125 (1) Sentence 3 AktG.

These shareholder rights are based on the following provisions of the German Stock Corporation Act:

#### **§ 122 (1) and (2) AktG**

- (1) The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one-twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. § 121 (7) shall apply mutatis mutandis.
- (2) In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one-twentieth of the share capital, or to a stake of EUR 500,000, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of Sentence 1 must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.

#### **§ 121 (7) AktG**

- (7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. §§ 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

#### **§ 70 AktG**

Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, a securities institute or an enterprise pursuing activities in accordance with § 53 (1) Sentence 1, or § 53b (1) Sentence 1 or (7) of the Banking Act (KWG), shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community or as part of a portfolio transfer pursuant to § 13 of the Insurance Supervisory Act (VAG) or § 14 of the Act on Savings and Loan Associations (BauSparkG).

## **II. Countermotions and nominations by shareholders (§§ 126 (1) and 127 AktG in conjunction with § 1 (2) Sentence 3 of the COVID-19 Act)**

Shareholders of the Company may submit countermotions to Management Board and/or Supervisory Board proposals on specific items of the agenda (see § 126 (1) AktG) and nominations for the election of Supervisory Board members or auditors (see § 127 AktG). The grounds for countermotions submitted pursuant to § 126 (1) AktG must always be stated. Countermotions, nominations and other inquiries from shareholders relating to the Annual General Meeting must be sent solely to:

**Gerresheimer AG**  
**Investor Relations**  
**Klaus-Bungert-Str. 4**  
**40468 Duesseldorf, Germany**  
**Fax: +49 211 6181-121**

**E-mail: [gerresheimer.ir@gerresheimer.com](mailto:gerresheimer.ir@gerresheimer.com)**

In accordance with § 126 (1) AktG, motions by shareholders, including the name of the shareholder, the grounds and any position taken by the Management Board or Supervisory Board, must be made available to the entitled parties specified in § 125 (1) to (3) AktG subject to the criteria laid down therein, as well as via the Company's website, if the shareholder has sent a countermotion to a Management Board and/or Supervisory Board proposal on a specific item of the agenda, stating the grounds, to the above address at least 14 days before the Company's Annual General Meeting. The date of receipt and the date of the Annual General Meeting are not to be included in the calculation. **The last possible date of receipt is therefore Tuesday, May 24, 2022, 24:00 hrs CEST.**

A countermotion does not need to be made available if one of the exclusion criteria under § 126 (2) AktG (reproduced below) is met. If several shareholders submit countermotions to the same proposed resolution, the Management Board may summarize the countermotions and their grounds in accordance with § 126 (3) AktG

### **§ 126 (2) and (3) AktG**

- (2) A countermotion and the reasons for which it is being made need not be made accessible:
1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
  2. If the countermotion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
  3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
  4. If a countermotion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to § 125 for a general meeting of the company;
  5. If the same countermotion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to § 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one-twentieth of the share capital represented voted for this countermotion at the general meeting;
  6. If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;
  7. If, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a countermotion regarding which he has informed the company.
- The reasons need not be made accessible if they amount to more than 5,000 characters in total.
- (3) Where several stockholders propose countermotions regarding one and the same business to be resolved upon, the management board may combine the countermotions and the reasons specified for them.

No grounds need to be stated for nominations by shareholders pursuant to § 127 AktG. In addition to the grounds specified in § 126 (2) and (3) AktG, the Management Board does not need to make nominations available if they do not contain the name, profession and place of residence of the person proposed (in the case of legal entities, the company name and registered office) and, in the case of the election of Supervisory Board members, information on their membership on other statutory supervisory boards; information on memberships on similar domestic and foreign control boards of business enterprises should be enclosed (see § 127 Sentence 3 AktG in conjunction with § 124 (3) Sentence 4 and § 125 (1) Sentence 5 AktG). The criteria and provisions on making motions available also apply mutatis mutandis; in particular, the above-mentioned exclusion criteria defined in § 126 (2) AktG and § 126 (3) AktG apply mutatis mutandis.

In accordance with § 1 (2) Sentence 3 of the COVID-19 Act, shareholder motions or nominations that must be made available pursuant to §§ 126, 127 AktG are regarded as having been submitted to the Annual General Meeting if the shareholder submitting the motion or the nomination is duly identified and registered for the Annual General Meeting. The chair of the meeting decides on the order of voting. It is no longer possible to table motions and submit nominations at the virtual Annual General Meeting itself.

These shareholder rights are based on the following provisions of the German Stock Corporation Act (with the exception of § 126 (2) and (3) AktG already reproduced above):

### **§ 126 (1) AktG**

- (1) Motions by stockholders are to be made accessible to the beneficiaries set out in § 125 (1) to (3), subject to the prerequisites listed therein, including the name of the stockholder, the reasons for which the motions are being made and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a countermotion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the countermotion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the countermotion shall be made accessible via the company's website. § 125 (3) shall apply mutatis mutandis.

### **§ 127 AktG**

§ 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to § 124 (3) Sentence 4 and § 125 (1) Sentence 5. The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG) or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:

1. Indication of the requirements stipulated by § 96 (2),
2. Whether an objection has been raised against the fulfillment of the ratio by the supervisory board as a whole pursuant to § 96 (2) Sentence 3, and
3. The number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfill the requirement as to the minimum ratio pursuant to § 96 (2) Sentence 1.

### **§ 124 (3) AktG**

- (3) In the announcement, proposals for resolutions must be made by the management board and the supervisory board regarding each item of the agenda on which the general meeting is to adopt a resolution, and solely by the supervisory board regarding resolutions pursuant to § 120a (1) Sentence 1 and the election of supervisory board members and auditors. In the case of companies that are public interest entities as defined in § 316a Sentence 2 German Commercial Code (HGB), the supervisory board's nomination for the election of an auditor must be based on the audit committee's recommendation. Sentence 1 does not apply if, in the case of the election of supervisory board members pursuant to § 6 MontanMitbestG, the general meeting is tied to nominations, or if the proposed resolution was placed on the agenda at the request of a minority. Nominations for the election of supervisory board members or auditors must state the person's name, profession and place of residence. If the supervisory board must also consist of members representing the employees, supervisory board resolutions regarding nominations for the election of supervisory board members will only require a majority of the votes of the supervisory board members representing the shareholders; § 8 MontanMitbestGErgG remains unaffected.

### **§ 125 AktG**

- (1) The management board of a company that has not exclusively issued registered shares must give notice of the convening of a general meeting at least 21 days in advance as follows:
1. To the intermediaries that hold shares of the company in safe custody,
  2. To the shareholders and intermediaries that requested the notice, and
  3. To the shareholder associations that requested the notice or exercised voting rights at the last general meeting.

The date of notice is not to be included in the calculation. If the agenda needs to be amended pursuant to § 122 (2), listed companies must give notice of the amended agenda. This notice must refer to the options for having voting rights exercised by a proxy, including a shareholder association. In the case of listed

companies, nominations for the election of supervisory board members must include details of memberships on other statutory supervisory boards; information on memberships on similar domestic and foreign control boards of business enterprises should be enclosed.

- (2) The management board of a company that has issued registered shares must give the same notice to the parties that are entered in the share register at the beginning of the 21st day before the general meeting, as well as to the shareholders and intermediaries that have requested the notice, and to the shareholder associations that have requested the notice or exercised voting rights at the last general meeting.
- (3) Each supervisory board member may request that the management board send them the same notices.
- (4) Upon request, each supervisory board member and each shareholder must be notified of the resolutions adopted at the general meeting.
- (5) The minimum requirements as to the content and format of information provided in the notices under (1) Sentence 1 and (2) are governed by the Implementing Regulation (EU) 2018/1212. § 67a (2) Sentence 1 applies mutatis mutandis to (1) and (2). In the case of listed companies, the intermediaries that hold shares of the company in safe custody are obliged in accordance with §§ 67a and 67b to forward and transmit the information under (1) and (2), unless the intermediary knows that the shareholder obtains the information from elsewhere. The same applies to unlisted companies subject to the proviso that the provisions of Implementing Regulation (EU) 2018/1212 are not applicable.

### **§ 1 (2) Sentence 3 COVID-19 Act**

Shareholder motions or nominations that must be made available pursuant to § 126 or § 127 AktG are regarded as having been submitted to the meeting if the shareholder submitting the motion or the nomination is duly identified and registered for the general meeting.

### **III. Right to ask questions under § 1 (2) Sentence 1 No. 3 in conjunction with § 1 (2) Sentence 2 of the COVID-19 Act**

Under § 1 (2) of the COVID-19 Act, shareholders do not have the right to request information in the virtual Annual General Meeting within the meaning of § 131 AktG. However, shareholders do have the right under the COVID-19 Act to submit questions by electronic communication. The Management Board has decided, with the approval of the Supervisory Board, that questions must be submitted by electronic communication by no later than one day before the Annual General Meeting. This means that questions must be submitted using the electronic InvestorPortal by no later than **Monday, June 6, 2022, 24:00 hrs CEST**. The InvestorPortal is available at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting). The Management Board will duly decide at its free discretion how to answer questions. The answers are provided in accordance with the content requirements of § 131 AktG. Questions and their answers can be grouped thematically.

§ 1 (2) of the COVID-19 Act reads as follows:

#### **§ 1 (2) Sentences 1 and 2 COVID-19 Act**

The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the opportunity to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with No. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from § 245 No. 1 AktG, the need to be physically present at the general meeting thus being waived.

The management board decides at its duty-bound, free discretion how to answer questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting.