

CONVENIENCE TRANSLATION
Legally relevant is the German version only

gerresheimer
innovating for a better life

Invitation

to the virtual Annual General Meeting
on **June 7, 2023**

**Annual General Meeting
— Virtual Annual General Meeting without the Physical Presence
of Shareholders¹ —
of GERRESHEIMER AG, Duesseldorf**

Gerresheimer AG

Duesseldorf

German Securities Identification Number (WKN) AOLD6E

International Securities Identification

Number (ISIN) DE000AOLD6E6

Convocation of Annual General Meeting

Gerresheimer AG, Duesseldorf, hereby convokes its Annual General Meeting for 2023, which will take place on

Wednesday, June 7, 2023, 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 Duesseldorf.

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, 2022, of the Combined Management Report of Gerresheimer AG and the Group and of the Report of the Supervisory Board for the financial year 2022 (December 1, 2021 – November 30, 2022)**

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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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 2022

in the total amount of EUR 212,541,965.34

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 169,366,965.34

Dividend entitlements are payable on June 12, 2023.

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 2022 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 2022 for their actions in the period.

5. Resolution on election of the auditor

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Duesseldorf, be elected as auditor for Gerresheimer AG and the Group for the financial year 2023 (December 1, 2022 – November 30, 2023), 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 2023.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting the choice of auditors within the meaning of Article 16 (6) of the EU Auditors Regulation has been imposed on it.

6. Approval of the Compensation Report prepared and audited in accordance with § 162 AktG for the financial year 2022 (December 1, 2021 – November 30, 2022)

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 2022 (December 1, 2021 – November 30, 2022). 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 report on the audit of the Compensation Report is attached to the Compensation Report.

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 therefore propose that the Compensation Report prepared and audited in accordance with § 162 AktG for the financial year 2022 (December 1, 2021 – November 30, 2022), which is reproduced as an Annex to this agenda item 6, be approved.

7. Resolution on the amendment of § 15 of the Articles of Association (Location and convocation) to authorize the Management Board to conduct a virtual Annual General Meeting

The Act on the Introduction of Virtual Annual General Meetings of Stock Corporations and Amendment of Cooperative and Insolvency and Restructuring Law Provisions (Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften; Federal Law Gazette (BGBl.) I, No. 27 2022, p. 1166 et seq.) permanently establishes provisions in the AktG concerning virtual annual general meetings. In accordance with § 118a (1) sentence 1 AktG, the Articles of Association may stipulate, or may authorize the Management Board to stipulate, that the Annual General Meeting be held as a virtual Annual General Meeting, i.e., without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting.

Such authorization of the Management Board is to be resolved, although the maximum possible term of five years as set out in the Act is not to be applied. Instead, the term of the authorization to hold virtual Annual General Meetings is initially not to exceed two years following the registration of the amendment to the Articles of Association. For future Annual General Meetings during this period, it is to be decided separately whether to make use of this authorization to hold an Annual General Meeting as a virtual Annual General Meeting, taking into account the relevant circumstances on a case-by-case basis.

The Management Board and the Supervisory Board propose that the following be resolved:

§ 15 of the Articles of Association shall be amended to include the following new subsection (4):

“(4) The Management Board is authorized to stipulate that the Annual General Meeting is to be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The authorization to hold virtual Annual General Meetings applies for a period of two

years following the entry of this amendment to the Articles of Association in the commercial register.”

8. Resolution on the cancellation of the existing authorized capital I and the creation of a new authorized capital I with the possibility of exclusion of shareholders’ subscription rights by corresponding amendment to § 4 (4) of the Articles of Association

The authorization of the Management Board to increase the capital stock in accordance with § 4 (4) of the Articles of Association (authorized capital I) expires on June 8, 2023. In order to continue giving the Company the scope to be able to meet corresponding financing needs quickly and flexibly in the future, the authorized capital in § 4 (4) of the Articles of Association is to be renewed (authorized capital I). As with the previous authorized capital, the new authorized capital I is to have a volume of 20 % of the capital stock and a term of two years and provide for the usual options to exclude subscription rights.

Authorized capital I is to be renewed in addition to the authorized capital II, which is to be created under agenda item 9 with a volume of 10 % of the capital stock. In total, the Company is to continue to have two authorized-capital instruments at its disposal with a total volume of 30 % of the capital stock. In addition, it is to be resolved under agenda item 10 to authorize the issuance of bonds with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds) in addition to conditional capital with a volume of up to 10 % of the capital stock of the Company.

The total of all new shares issued under the new authorized capital I and authorized capital II and the new shares issued to service bonds issued in accordance with the authorization proposed under agenda item 10 may not exceed a total of 30 % of the capital stock of the Company. Furthermore, the total of all new shares issued under the new authorized capital I and authorized capital II subject to exclusion of subscription rights and the new shares issued to service bonds issued in accordance with the authorization proposed under agenda item 10 subject to exclusion of subscription rights may not exceed a total of 10 % of the capital stock of the Company.

The details are discussed in the Report of the Management Board to the Annual General Meeting pursuant to § 203 (2) sentence 2 and § 186 (4) sentence 2 AktG on agenda item 8 as well as the Reports of the Management Board on agenda items 9 and 10. They will be made available online from the date of convocation and during the virtual Annual General Meeting at www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

The Management Board and Supervisory Board propose to resolve:

- (1) Subject to the cancellation of the existing authorized capital I in § 4 (4) of the Articles of Association, new authorized capital of up to EUR 6,908,000 is to be created with the possibility of excluding shareholders' subscription rights (authorized capital I). To this end, § 4 (4) of the Articles of Association is to be amended as follows:

“The Management Board is authorized, subject to Supervisory Board approval, to increase the Company's capital stock by issuing new no-par-value bearer shares for cash and/or non-cash consideration on one or more occasions up to a total of EUR 6,908,000 by or before June 6, 2025 (authorized capital I).

Shareholders must normally be granted subscription rights. Such subscription rights may also be granted by way of the new shares being underwritten by one or more banks or equivalent undertakings within the meaning of § 186 (5) sentence 1 AktG with an obligation to offer them to the Company's shareholders for subscription (indirect subscription right).

However, subject to Supervisory Board approval, the Management Board is authorized to exclude shareholders' subscription rights in the following instances:

- a) to exclude fractional amounts from the subscription rights;
- b) to the extent necessary to grant holders of conversion rights or warrants or parties under obligation to exercise conversion rights or warrants attached to bonds issued or yet to be issued by the Company or a Group company a subscription right to new shares to the same extent as they would be entitled to as shareholders after exercise of the warrant or conversion right or fulfillment of the obligation to exercise the warrant or conversion right;
- c) in the event of capital increases for non-cash consideration in connection with business mergers or acquisitions of companies in whole or part or of shareholdings, including increases in existing shareholdings or other assets; however, the total percentage of the capital stock attributable to the new shares for which subscription rights are excluded may not exceed 10 % of the capital stock in existence at the time the authorization comes into effect;
- d) in the event of capital increases for cash consideration if the issue price of the new shares is not substantially below that of the existing, listed shares at the time of final fixing of the issue

price by the Management Board within the meaning of § 203 (1) and (2) and § 186 (3) sentence 4 AktG, and the percentage of capital stock attributable to the new shares for which the subscription right is excluded does not exceed 10 % of the capital stock in existence at the time the authorization comes into effect or at the time the authorization is exercised, whichever amount is smaller. The maximum limit of 10 % of the capital stock is to be reduced by the pro rata amount of the capital stock attributable to those shares of the Company which are issued or sold as treasury shares during the term of this authorization subject to exclusion of shareholders' subscription rights in direct or analogous application of § 186 (3) sentence 4 AktG. It is also reduced by shares to be issued to service bonds to the extent that the bonds are issued during the period of this authorization subject to exclusion of subscription rights by analogous application of § 186 (3) sentence 4 AktG.

The sum total of shares issued for cash or non-cash consideration subject to exclusion of subscription rights under this authorization may not exceed a total share of 10 % of the capital stock upon entry into effect of this authorization. New shares issued during the term of this authorization under another authorization subject to exclusion of subscription rights and new shares issued to service bonds issued during the term of this authorization under another authorization subject to exclusion of shareholders' subscription rights, are to be taken into account against this maximum limit.

The new shares issued on the basis of this authorization, together with new shares issued during the term of this authorization on the basis of other authorizations and shares to be issued in order to service bonds issued during the term of this authorization with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds), may not exceed a total of 30 % of the capital stock of the Company upon entry into effect of this authorization.

The Management Board is authorized, subject to Supervisory Board approval, to stipulate other details of the capital increase and its execution, including the substantive details of rights attached to shares and the conditions of issue.”

- (2) The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association in accordance with the scope of each capital increase from authorized capital, and upon expiration of the authorization period.

9. Resolution on the creation of new authorized capital II with the possibility of exclusion of shareholders' subscription rights by corresponding amendment to § 4 (5) of the Articles of Association

The authorization of the Management Board to increase the capital stock in accordance with § 4 (5) of the Articles of Association (authorized capital II) was fully utilized in April 2023. In order to continue giving the Company the scope to be able to meet corresponding financing needs quickly and flexibly in the future, a new authorized-capital instrument (authorized capital II) is to be created in § 4 (5) of the Articles of Association. As previously, the new authorized capital II is to have a volume of 10 % of the capital stock and a term of two years and provide solely for cash consideration the usual options to exclude subscription rights.

Authorized capital II is to be created in addition to the authorized capital I, which is to be renewed under agenda item 8 with a volume of 20 % of the current capital stock. In total, the Company is to continue to have two authorized-capital instruments at its disposal with a total volume of 30 % of the capital stock. In addition, it is to be resolved under agenda item 10 to authorize the issuance of bonds with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds) in addition to conditional capital with a volume of up to 10 % of the capital stock of the Company.

The total of all new shares issued under the new authorized capital I and authorized capital II and the new shares issued to service bonds issued in accordance with the authorization proposed under agenda item 10 may not exceed a total of 30 % of the capital stock of the Company. Furthermore, the total of all new shares issued under the new authorized capital I and authorized capital II subject to exclusion of subscription rights and the new shares issued to service bonds issued in accordance with the authorization proposed under agenda item 10 subject to exclusion of subscription rights may not exceed a total of 10 % of the capital stock of the Company.

The details are discussed in the Report of the Management Board to the Annual General Meeting pursuant to § 203 (2) sentence 2 and § 186 (4) sentence 2 AktG on agenda item 9 as well as the Reports of the Management Board on agenda items 8 and 10. They will be made available online from the date of convocation and during the virtual Annual General Meeting at www.gerresheimer.com/en/company/investor-relations/annual-general-meeting A report by the Management Board on the utilization of authorized capital II in April 2023 can also be accessed there.

The Management Board and Supervisory Board propose to resolve:

- (1) § 4 (5) of the Articles of Association creates new authorized capital of up to EUR 3,454,000 with the possibility of excluding shareholders'

subscription rights (authorized capital II). To this end, § 4 (5) of the Articles of Association is to be amended as follows:

“The Management Board is authorized, subject to Supervisory Board approval, to increase the Company’s capital stock by issuing new no-par-value bearer shares for cash consideration on one or more occasions up to a total of EUR 3,454,000 by or before June 6, 2025 (authorized capital II).

Shareholders must normally be granted subscription rights. Such subscription rights may also be granted by way of the new shares being underwritten by one or more banks or equivalent undertakings within the meaning of § 186 (5) sentence 1 AktG with an obligation to offer them to the Company’s shareholders for subscription (indirect subscription right).

However, subject to Supervisory Board approval, the Management Board is authorized to exclude shareholders’ subscription rights in the following instances:

- a) to exclude fractional amounts from the subscription rights;
- b) if the issue price of the new shares is not substantially below that of the existing, listed shares at the time of final fixing of the issue price by the Management Board within the meaning of § 203 (1) and (2) and § 186 (3) sentence 4 AktG, and the percentage of the capital stock attributable to the new shares for which subscription rights are excluded does not exceed 10 % of the capital stock in existence at the time the authorization comes into effect or at the time the authorization is exercised, whichever amount is smaller. The maximum limit of 10 % of the capital stock is to be reduced by the pro rata amount of the capital stock attributable to those shares of the Company which are issued or sold as treasury shares during the term of this authorization subject to exclusion of shareholders’ subscription rights in direct or analogous application of § 186 (3) sentence 4 AktG. It is also reduced by shares to be issued to service bonds with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds) to the extent that the bonds are issued during the period of this authorization subject to exclusion of subscription rights by analogous application of § 186 (3) sentence 4 AktG.

The sum total of shares issued for cash consideration subject to exclusion of subscription rights under this authorization may not exceed a total share of 10 % of the capital stock upon entry into effect of this authorization. New shares issued during the term of this authorization

under another authorization subject to exclusion of subscription rights and new shares issued to service bonds issued during the term of this authorization under another authorization subject to exclusion of shareholders' subscription rights are to be taken into account against this maximum limit.

The new shares issued on the basis of this authorization, together with new shares issued during the term of this authorization on the basis of other authorizations and shares to be issued in order to service bonds issued during the term of this authorization with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds), may not exceed a total of 30 % of the capital stock of the Company upon entry into effect of this authorization.

The Management Board is authorized, subject to Supervisory Board approval, to stipulate other details of the capital increase and its execution, including the substantive details of rights attached to shares and the conditions of issue.”

- (2) The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association in accordance with the scope of each capital increase from authorized capital, and upon expiration of the authorization period.

10. Resolution on a new authorization to issue convertible bonds or warrant bonds (or combinations of such instruments) with the possibility of excluding shareholders' subscription rights, in addition to creating new conditional capital by amending § 4 (6) of the Articles of Association

A resolution is to be passed enabling the Management Board to issue convertible bonds or warrant bonds. In order to make use of the instruments provided for in the authorization, new conditional capital amounting to up to 10 % of the capital stock of the Company is additionally to be created in accordance with § 4 (6) of the Articles of Association. It is intended that the convertible bonds or warrant bonds (or combinations of such instruments) may be issued within certain limits subject to exclusion of shareholders' subscription rights. The intended authorization to exclude subscription rights in accordance with § 221 (4) sentence 2 and § 186 (3) sentence 4 AktG may by law not exceed 10 % of the capital stock.

In addition, authorized capital I and authorized capital II, with a total volume of 30 % of the capital stock, are to be resolved under agenda items 8 and 9.

The total of all new shares issued to service bonds issued under the new authorization and all new shares issued under the new authorized capital I and

authorized capital II may not exceed a total of 30 % of the capital stock of the Company. Furthermore, the total of shares issued to service bonds issued subject to exclusion of subscription rights and all new shares issued under the new authorized capital I and authorized capital II subject to exclusion of subscription rights may not exceed a total of 10 % of the capital stock of the Company.

The details are discussed in the Report of the Management Board to the Annual General Meeting pursuant to § 221 (4) sentence 2 and § 186 (4) sentence 2 AktG on agenda item 10 as well as the Reports of the Management Board on agenda items 8 and 9. They will be made available online from the date of convocation and during the virtual Annual General Meeting at www.gerresheimer.com/en/company/investor-relations/annual-general-meeting.

The Management Board and Supervisory Board propose to resolve:

- (1) Authorization to issue convertible bonds or warrant bonds (or combinations of such instruments) and exclude subscription rights
 - a) Authorization period, nominal amount, number of shares, currency, issue by Group companies, term, interest rate

The Management Board is authorized, subject to Supervisory Board approval, by or before June 6, 2025, to issue on one or more occasions convertible bonds or warrant bonds or combinations of such instruments (collectively “bonds”) with a total nominal amount of up to EUR 500,000,000 and to grant the holders or creditors (collectively “holders”) of the various bonds with equal entitlement in each case conversion rights or warrants to a total of up to 3,454,000 no-par-value bearer shares in the Company with a proportionate portion of the capital stock of up to EUR 3,454,000 in accordance with the terms of the bonds or to impose corresponding obligations to exercise conversion rights or warrants.

Other than in euros, the bonds may also be issued in the legal currency of a member country of the OECD up to the limit of the equivalent euro value. They may be issued by a Group company of the Company within the meaning of § 18 AktG. To cover this event, the Management Board is authorized, subject to Supervisory Board approval, to undertake the guarantee for the bonds on behalf of the Company and to grant the holders of bonds conversion rights or warrants for the no-par-value bearer shares of the Company or to impose corresponding obligations to exercise conversion rights or warrants.

The bond issues as well as the conversion rights or warrants and obligations to exercise conversion rights or warrants may have a limited or unlimited term. The bonds may carry a fixed or variable interest rate. They may also be completely or partly dependent on key profit ratios of Gerresheimer AG or the Gerresheimer Group (including the net income or dividends of the Company). In addition, the bond conditions may stipulate subsequent payments for omissions in prior years.

b) Granting of subscription rights, exclusion of subscription rights

Shareholders must normally be granted subscription rights. Such subscription rights may also be granted by way of the bonds being underwritten by one or more banks or equivalent undertakings within the meaning of § 186 (5) sentence 1 AktG with an obligation to offer them to the Company's shareholders for subscription (indirect subscription right). If bonds are issued by a Group company of the Company, the Company must ensure that the statutory subscription rights for the Company's shareholders are granted in accordance with the preceding sentence.

However, subject to Supervisory Board approval, the Management Board is authorized to exclude shareholders' subscription rights in the following instances:

- to exclude fractional amounts from the subscription rights;
- to the extent necessary to grant holders of conversion rights or warrants or parties under obligation to exercise conversion rights or warrants attached to bonds issued or yet to be issued by the Company or a Group company a subscription right to the same extent as they would be entitled to as shareholders after exercise of the warrant or conversion right or fulfillment of the obligation to exercise the warrant or conversion right;
- in the case of bonds issued against payment in cash and carrying conversion rights or warrants or an obligation to exercise conversion rights or warrants if the Management Board, after due examination, concludes that the issue price of the bonds is not substantially lower than their theoretical market value as determined in accordance with accepted financial mathematical methods. This authorization to exclude subscription rights applies to bonds with a conversion right or warrant or an obligation to exercise conversion rights or warrants on shares which account for

no more than 10 % of the capital stock in existence at the time this authorization takes effect or at the time the authorization is exercised, whichever amount is smaller. Shares issued or sold as treasury shares during the period of this authorization subject to exclusion of shareholders' subscription rights in direct or analogous application of § 186 (3) sentence 4 AktG are to be taken into account against this maximum limit of 10 % of the capital stock.

The total number of shares to be issued to service bonds issued during the term of this authorization subject to the exclusion of subscription rights may not exceed a total share of 10 % of the capital stock upon entry into effect of this authorization. New shares issued during the term of this authorization under another authorization from authorized capital subject to the exclusion of subscription rights are to be taken into account against this maximum limit.

Together with shares that are to be issued in order to service conversion rights or warrants or obligations to exercise conversion rights or warrants relating to bonds issued on the basis of this authorization, shares that are issued during the term of this authorization from existing or future authorized capital may not exceed a total of 30 % of the capital stock of the Company upon entry into effect of this authorization.

c) Conversion rights and warrants

If bonds are issued with a conversion right, the holders are entitled to convert their bonds into no-par-value bearer shares of the Company in accordance with the convertible bond terms. The conversion ratio will be arrived at by dividing the nominal value of a bond — or the issue amount if below the nominal value — by the stipulated conversion price for a share in the Company and may be rounded up or down to a full number. An additional cash adjustment may furthermore be determined as well as the combination of or remuneration for non-convertible fractional amounts.

In a warrant-linked bond issue, each bond has one or more warrants attached that entitle the holder to subscribe to no-par-value bearer shares in the Company in accordance with the warrant conditions. The warrant conditions may stipulate that the warrant price may also be fulfilled by transfer of bonds and an additional cash adjustment as necessary. In the event that fractions of shares arise, it may be stipulated that such fractions can be added

together for a subscription to whole shares, possibly with an additional cash payment if necessary.

This shall be without prejudice to § 9 (1) and § 199 AktG.

- d) Conversion price, warrant price, value-preserving adjustment of the conversion or warrant price

In the event that bonds which grant conversion rights or warrants are issued, the conversion or warrant price to be set for one share in each case — with the exception of cases where an obligation to exercise conversion rights or warrants is stipulated (see f) below) — must amount to at least 80 % of the volume-weighted average closing price of the shares of the Company in XETRA trading on the Frankfurt Stock Exchange or in a corresponding successor system on the last ten trading days before the date of the resolution by the Management Board on the bond issue or — in the event that subscription rights are granted — at least 80 % of the volume-weighted average closing price of the shares of the Company in XETRA trading on the Frankfurt Stock Exchange or in a corresponding successor system in the period from the start of the subscription period up to and including the day before the announcement of final stipulation of the conditions for the bonds in accordance with § 186 (2) AktG. This shall be without prejudice to § 9 (1) AktG.

In the case of bonds involving conversion rights or warrants or an obligation to exercise conversion rights or warrants, the conversion or warrant price may without prejudice to § 9 (1) AktG be subject to value-preserving adjustment in the event of economic dilution of the value of the conversion rights or warrants or obligation to exercise conversion rights or warrants in accordance with the conditions of the bonds, unless the adjustment is already governed by law, including by granting subscription rights, adjusting the conversion or warrant price or granting cash components.

- e) Granting of new or existing shares, cash payment

The conditions of the bonds may stipulate the right of the Company, in the event of conversion or the exercise of warrants, not to grant new shares but to pay the equivalent value in cash. The conditions of the bonds may also stipulate that, at the Company's discretion, the bonds may, instead of being converted into new shares from conditional capital, be converted into new shares from authorized capital or already existing shares of the Company or

shares of another listed company or that a warrant or an obligation to exercise a warrant may be fulfilled by delivery of such shares.

f) Obligation to exercise conversion rights or warrants

The conditions of the bonds may also stipulate an obligation to exercise a conversion right or warrant at the end of the term or another point in time (“final maturity”) or the right of the Company on final maturity of the bonds to grant the holders of the bonds, wholly or partially, shares in the Company or another listed company instead of payment of the due cash amount. In such cases, the conversion or warrant price for a share may reflect the volume-weighted average closing price of the shares of the Company in XETRA trading on the Frankfurt Stock Exchange or a corresponding successor system in the last ten trading days before or after the final maturity date even if this is below the minimum price stated under d). This shall be without prejudice to § 9 (1) and § 199 AktG.

g) Authorization to determine other details

The Management Board is authorized, subject to Supervisory Board approval, to determine other details of the issue and configuration of bonds, including with regard to the interest rate, nature of interest accrual, issue price, term and denomination, as well as to stipulate a conversion or warrant exercise period and possible variability in the exchange ratio or decide this by agreement with the controlling boards of the Company’s Group company issuing the bonds.

(2) Creation of new conditional capital by amending § 4 of the Articles of Association to include a new subsection (6).

In order to service convertible bonds or bonds with warrants (or combinations of these instruments) issued on the basis of the authorization resolved by the Annual General Meeting on June 7, 2023, under this agenda item 10, the capital stock is to be conditionally increased by up to EUR 3,454,000 by issuing up to 3,454,000 new no-par value bearer shares.

§ 4 of the Articles of Association shall be amended to include the following subsection (6):

“The capital stock is conditionally increased by up to EUR 3,454,000 by the issue of up to 3,454,000 new no-par-value bearer shares. The conditional capital increase serves the purpose of granting no-par-value

bearer shares to holders of convertible bonds or warrant bonds (or combinations of these instruments) (together “bonds”) with conversion rights or warrants or obligations to exercise conversion rights or warrants, which on the basis of the authorization approved by resolution of the Annual General Meeting on June 7, 2023, are issued by or before June 6, 2025, by the Company or a Group company within the meaning of § 18 AktG. The new shares will be issued at the conversion or warrant price to be determined in each case in accordance with the authorization resolution described above. The conditional capital increase is to be carried out only to the extent that conversion rights or warrants are used or obligations to exercise a conversion right or warrant are fulfilled and no other forms of fulfillment are employed. New shares issued because of the exercise of conversion rights or warrants or fulfillment of obligations to exercise conversion rights or warrants participate in earnings from the beginning of the financial year in which they are issued; to the extent legally permissible, the Management Board may, with the consent of the Supervisory Board, determine the earnings participation of new shares in deviation therefrom and also in deviation from § 60 (2) AktG, including for a financial year that has already expired.

The Management Board is authorized, subject to Supervisory Board approval, to determine the further details with regard to execution of the conditional capital increase.”

(3) Authorization to amend the Articles of Association

The Supervisory Board is authorized to adjust the wording of § 4 of the Articles of Association in line with the issue of subscription shares at the relevant time. This also applies accordingly in the event of non-utilization of the authorization to issue convertible bonds or warrant bonds (or combinations of these instruments) after expiry of the authorization period and, in the event of non-utilization of the conditional capital, after expiry of the deadlines for exercising conversion rights or warrants or fulfilling obligations to exercise conversion rights or warrants.

ADDITIONAL INFORMATION TO THE AGENDA

Additional Information 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 2022 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, 2022, 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 2022, 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.

Based on the remuneration system that applied until November 30, 2021, the pension contribution amount in the financial year 2021 consisted of a basic pension contribution and a supplementary pension contribution. The basic pension contribution was 20% of the basic salary. The supplementary pension contribution was 20% of the short-term variable remuneration for the financial year. The payment was made after the end of the financial year 2021, together with the payment of performance-based remuneration.

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.

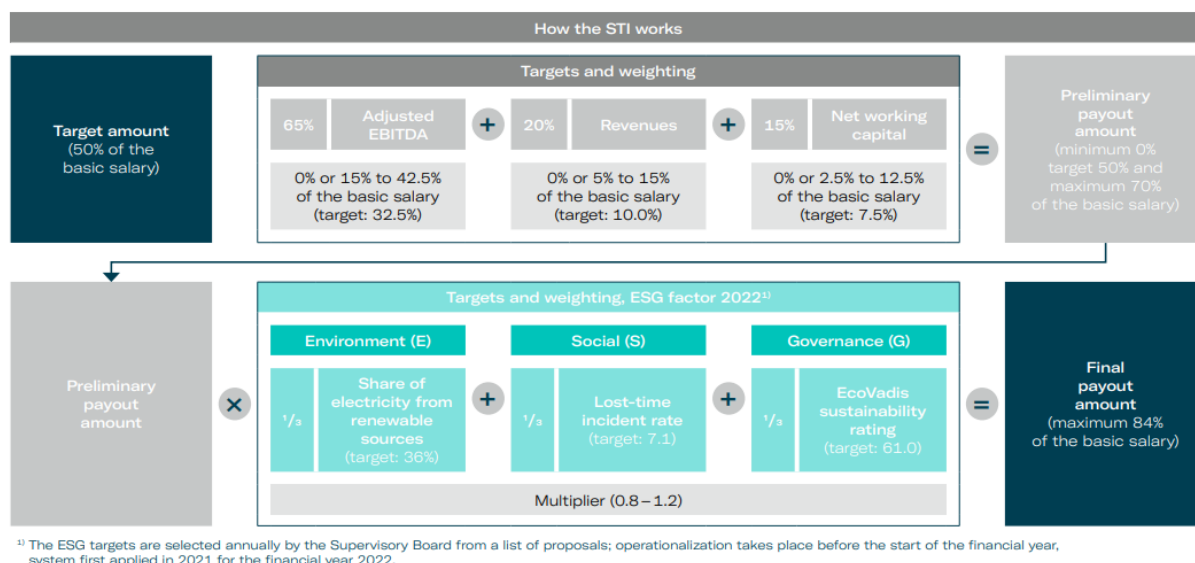
When all financial target values are achieved, the preliminary payout amount is 50% of the basic salary. The preliminary payout amount is capped at 70% of the basic salary.

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, 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:



The following table shows target achievement of individual STI components in the financial year 2022:

STI component	Weighting	2022 target	2022 actual	2022 target achievement
Operating targets				
Adjusted EBITDA ¹⁾ (currency-adjusted)	65%	EUR 330m	EUR 338m	102.5%
Revenues ¹⁾ (currency-adjusted)	20%	EUR 1,637m	EUR 1,738m	106.2%
Net working capital (currency-adjusted)	15%	19.7%	18.9%	104.1%
ESG factor				
Share of electricity from renewable sources	1/3	36.0%	35.5%	98.6%
Lost-time incident rate	1/3	7.10	7.49	94.8%
EcoVadis sustainability rating	1/3	61.0	68.0	111.5%

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 2022, the preliminary payout amount is 64.1% of basic salary and the ESG factor is 0.98. As a result, the payout amount for the short-term performance-based remuneration equates to 62.9% 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 2022 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.

Under the remuneration system that applied until November 30, 2021, the STI was linked to the level of achievement of annual targets agreed in each member’s employment contract. Those targets were derived from the corporate planning approved by the Supervisory Board. The targets referred to differently weighted key performance indicators in the Gerresheimer Group’s financial performance system: Revenues, adjusted EBITDA, and net working capital. The net working capital target component is calculated as average net working capital as a percentage of revenues. If

all targets were met, short-term variable remuneration amounted to 50% of the basic salary. It was capped at 70% of the individual basic salary and was paid out in the subsequent year following the approval of the Consolidated Financial Statements by the Supervisory Board.

The 2021 STI was paid out in February 2022. 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 31.4m shares (as of November 30, 2022). 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

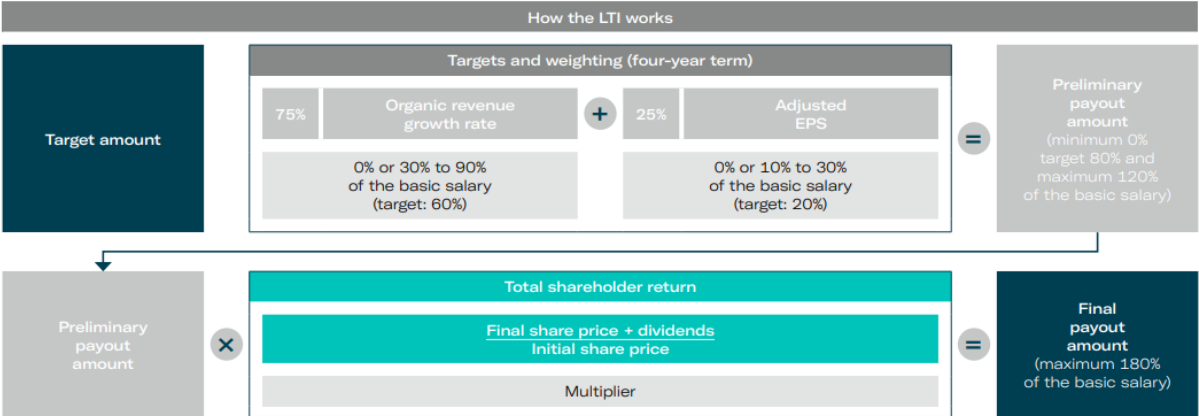
maximum, the preliminary payout amount for this target component is not increased any further.

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:



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 2022 LTI tranche (2022 – 2025) has not yet been fully earned in the financial year 2022.

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

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

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 -3.5 percentage points (target achievement: 0%) and greater than 1.5 percentage points (target achievement: 137.5%) Target achievement of 100% is achieved when the average figure deviates by +/- 0.5 percentage 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 2020 and 2021 LTI tranches 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 2020 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 2022.

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

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%	–	–	–	6.5%
Adjusted earnings per share ¹⁾ in euros (currency-adjusted, cumulative)	4.47	–	–	–	22.31
Dividend payments per share in euros (paid out)	1.25	–	–	–	–

¹⁾ Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 31.4m shares.

2021 LTI (2021 – 2023)	2021	2022	2023	Average target value
Organic revenue growth rate	7.4%	16.2%	–	11.8%
Gx ROCE (currency-adjusted)	11.8%	11.3%	–	11.6%

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 stock (price performance) or the percentage increase in value of the Gerresheimer stock 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, 2022	Fair value in EUR k Nov. 30, 2021
Dietmar Siemssen	2019 tranche	66.78	July 22, 2019	July 22, 2024	July 23, 2024 – July 22, 2026	620	697
	2020 tranche	92.31	Aug. 6, 2020	Aug. 6, 2025	Aug. 7, 2025 – Aug. 6, 2027	458	495
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 – July 22, 2028	494	534
	Total					1,572	1,726
Dr. Lukas Burkhardt	2018 tranche	67.42	June 11, 2018	June 11, 2023	June 12, 2023 – June 11, 2025	351	443
	2019 tranche	66.78	July 22, 2019	July 22, 2024	July 23, 2024 – July 22, 2026	372	418
	2020 tranche	92.31	Aug. 6, 2020	Aug. 6, 2025	Aug. 7, 2025 – Aug. 6, 2027	308	333
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 – July 22, 2028	301	326
	Total				1,332	1,520	
Dr. Bernd Metzner	2019 tranche ⁴¹	66.78	July 22, 2019	July 22, 2024	July 23, 2024 – July 22, 2026	226	255
	2020 tranche	92.31	Aug. 6, 2020	Aug. 6, 2025	Aug. 7, 2025 – Aug. 6, 2027	308	333
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 – July 22, 2028	301	326
	Total					835	884

⁴¹ 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.

No payouts were made in the financial year 2022 for the 2018 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 2022 and 2021 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			
	2022		2021		2022		2021	
	In EUR k	In %	In EUR k	In %	In EUR k	In %	In EUR k	In %
Basic salary	1,108	42.6	1,050	45.3	1,108	41.4	1,050	61.5
Fringe benefits	10	0.4	10	0.4	10	0.4	10	0.6
Pension contribution ¹⁾	332	12.8	315	13.6	644	24.1	262	15.4
Non-performance-based remuneration	1,450	55.7	1,375	59.4	1,762	65.8	1,322	77.5
STI ²⁾	697	26.8	537	23.2	511	19.1	352	20.6
2018 LTI tranche (2018–2020)	–	–	–	–	–	–	32	1.9
2019 LTI tranche (2019–2021) ³⁾	–	–	404	17.4	404	15.1	–	–
2020 LTI tranche (2020–2022) ³⁾	455	17.4	–	–	–	–	–	–
Performance-based remuneration	1,152	44.3	941	40.6	915	34.2	384	22.5
Total remuneration	2,602	100.0	2,316	100.0	2,677	100.0	1,706	100.0
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	5,000							

¹⁾ The amounts reported for the prior year include a performance-related remuneration component.

²⁾ The payout is made in the month after the approval of the Consolidated Financial Statements on which STI target achievement is based. Amount paid out in the subsequent financial year. The STI received in the financial year 2022 is based on target achievement in the financial year 2021.

³⁾ 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 2021, this means that the 2019 LTI for the period from 2019 to 2021 was fully earned at the end of the financial year and paid out in the financial year 2022 in consideration of the level of target achievement. The 2020 LTI was earned in the period from 2020 to 2022 and will be paid out in the financial year 2023.

Dr. Lukas Burkhardt Primary Packaging Glass	Earned remuneration				Received remuneration			
	2022		2021		2022		2021	
	In EUR k	In %	In EUR k	In %	In EUR k	In %	In EUR k	In %
Basic salary	677	42.1	640	45.6	677	41.7	640	53.2
Fringe benefits	–	–	–	–	–	–	–	–
Pension contribution ¹⁾	203	12.6	192	13.7	393	24.2	173	14.4
Non-performance-based remuneration	880	54.8	832	59.3	1,070	65.9	813	67.6
STI ²⁾	426	26.5	327	23.3	311	19.2	233	19.4
2018 LTI tranche (2018–2020)	–	–	–	–	–	–	157	13.1
2019 LTI tranche (2019–2021) ³⁾	–	–	243	17.3	243	15.0	–	–
2020 LTI tranche (2020–2022) ³⁾	301	18.7	–	–	–	–	–	–
Performance-based remuneration	727	45.2	570	40.7	554	34.1	390	32.4
Total remuneration	1,607	100.0	1,402	100.0	1,624	100.0	1,203	100.0
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	4,000							

¹⁾ The amounts reported for the prior year include a performance-related remuneration component.

²⁾ The payout is made in the month after the approval of the Consolidated Financial Statements on which STI target achievement is based.

Amount paid out in the subsequent financial year. The STI received in the financial year 2022 is based on target achievement in the financial year 2021.

³⁾ 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 2021, this means that the 2019 LTI for the period from 2019 to 2021 was fully earned at the end of the financial year and paid out in the financial year 2022 in consideration of the level of target achievement. The 2020 LTI was earned in the period from 2020 to 2022 and will be paid out in the financial year 2023.

Dr. Bernd Metzner Chief Financial Officer	Earned remuneration				Received remuneration			
	2022		2021		2022		2021	
	In EUR k	In %	In EUR k	In %	In EUR k	In %	In EUR k	In %
Basic salary	671	41.8	651	48.8	671	43.7	651	61.0
Fringe benefits	7	0.4	7	0.5	6	0.4	7	0.7
Pension contribution ¹⁾	201	12.5	195	14.6	394	25.7	175	16.4
Non-performance-based remuneration	879	54.8	853	64.0	1,071	69.8	833	78.0
STI ²⁾	422	26.3	333	25.0	316	20.6	235	22.0
2019 LTI tranche (2019–2021) ³⁾	–	–	147	11.0	147	9.6	–	–
2020 LTI tranche (2020–2022) ³⁾	304	18.9	–	–	–	–	–	–
Performance-based remuneration	726	45.2	480	36.0	463	30.2	235	22.0
Total remuneration	1,605	100.0	1,333	100.0	1,534	100.0	1,068	100.0
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	4,000							

¹⁾ The amounts reported for the prior year include a performance-related remuneration component.

²⁾ The payout is made in the month after the approval of the Consolidated Financial Statements on which STI target achievement is based.

Amount paid out in the subsequent financial year. The STI received in the financial year 2022 is based on target achievement in the financial year 2021.

³⁾ 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 2021, this means that the 2019 LTI for the period from 2019 to 2021 was fully earned at the end of the financial year and paid out in the financial year 2022 in consideration of the level of target achievement. The 2020 LTI was earned in the period from 2020 to 2022 and will be paid out in the financial year 2023.

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 187k in the financial year 2022 (prior year: EUR 1,353k). 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	2022	2021
Rainer Beaujean (until Apr. 30, 2019)	2019 LTI tranche (2019 – 2021)	117	–
	2018 LTI tranche (2018 – 2020)	–	195
	Phantom stocks	–	434
Uwe Röhrhoff (until Aug. 31, 2017)	Phantom stocks	–	530
Andreas Schütte (until Feb. 28, 2019)	2019 LTI tranche (2019 – 2021)	70	–
	2018 LTI tranche (2018 – 2020)	–	194
Total variable remuneration		187	1,353

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⁾	
	2022	2021	2022	2021	2022	2021	2022	2021
Rainer Beaujean (until Apr. 30, 2019)	–	–	1,376	2,125	–	–	1,376	2,125
Uwe Röhrhoff (until Aug. 31, 2017)	–	–	4,880	6,547	2,367	3,206	2,513	3,341
Andreas Schütte (until Feb. 28, 2019)	–	–	2,946	3,952	1,713	2,421	1,233	1,531
Hans-Jürgen Wiecha (until Jan. 31, 2013)	–	–	2,069	2,767	983	1,325	1,086	1,442
Other former Management Board members	1,402	1,336	21,051	24,708	4,093	4,710	16,958	19,998
Total	1,402	1,336	32,322	40,099	9,156	11,662	23,166	28,437

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, 2012.

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 have, 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. The special right of termination applies solely within three months of the point in time at which the Management Board member gained — or, were it not for gross negligence, would have gained — knowledge of the change of control. Furthermore, the special right of termination only applies if, at the date notice is given, the contract has a remaining term of at least nine months or more. If the special right of termination is exercised by the members of the Management Board, the Company is obliged to pay the member termination benefits amounting to three times the member's annual remuneration, less payments made during the notice period. Annual remuneration is defined as double the respective basic salary excluding variable components.

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, 2022, 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 2022 was distributed among individual members as follows:

In EUR	Period of membership	Fixed remuneration	Additional remuneration for committee work	Attendance allowance	2022 ¹⁾	2021 ²⁾
Dr. Axel Herberg, Chairman	full year	175,000	60,000	20,000	255,000	309,000
Francesco Grioli, Deputy Chairman	full year	105,000	40,000	16,000	161,000	173,000
Andrea Abt	full year	70,000	20,000	16,000	106,000	106,000
Heike Arndt	until Dec. 30, 2021	5,753	–	–	5,753	76,000
Dr. Karin L. Dorrepaal	full year	70,000	–	8,000	78,000	78,000
Robert Fröhler	since June 8, 2022	33,753	–	6,000	39,753	–
Franz Hartinger	until June 8, 2022	36,438	–	2,000	38,438	78,000
Prof. Dr. Annette G. Köhler	since June 8, 2022	33,753	19,288	8,000	61,041	–
Marlis Mergenthal	since June 8, 2022	33,753	–	6,000	39,753	–
Dr. Peter Noé	full year	70,000	9,644	12,000	91,644	104,000
Markus Rocholz	full year	70,000	40,000	20,000	130,000	138,000
Paul Schilling	full year	70,000	–	8,000	78,000	78,000
Katja Schnitzler	full year	70,000	20,000	16,000	106,000	106,000
Theodor Stuth	until June 8, 2022	36,438	20,822	6,000	63,260	126,000
Udo J. Vetter	full year	70,000	10,411	8,000	88,411	136,000
Total fixed remuneration		949,888	240,165	152,000	1,342,053	1,508,000

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

²⁾ The remuneration for the financial year 2021 was paid out in mid-2022 after the Annual General Meeting (excl. attendance allowance).

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

In the financial year 2022, 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.

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 the comparison based on the financial years 2022 and 2021.

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 3,779 employees in the financial year 2022 (prior year: 3,650 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	2022
	Change from 2022 compared to 2021 in %
Earnings development	
Revenues	21.3%
Organic revenue growth	860 bps
Adjusted EBITDA (currency-adjusted)	10.2%
Adjusted EPS	11.6%
Net income of Gerresheimer AG according to HGB	-45.8%
Average employee remuneration	
Employees in Germany	2.2%
Current members of the Management Board	
Dietmar Siemssen	56.9%
Dr. Lukas Burkhardt	35.0%
Dr. Bernd Metzner	43.6%
Former members of the Management Board	
Rainer Beaujean (until Apr. 30, 2019)	-81.4%
Uwe Röhrhoff (until Aug. 31, 2017)	-100.0%
Andreas Schütte (until Feb. 28, 2019)	-63.9%
Current members of the Supervisory Board	
Dr. Axel Herberg, Chairman	-17.5%
Francesco Grioli, Deputy Chairman	-8.1%
Andrea Abt	0.0%
Dr. Karin L. Dorrepaal	0.0%
Robert Fröhler (since June 8, 2022)	100.0%
Prof. Dr. Annette G. Köhler (since June 8, 2022)	100.0%
Marlis Mergenthal (since June 8, 2022)	100.0%
Dr. Peter Noé	-11.9%
Markus Rocholz	-5.8%
Paul Schilling	0.0%
Katja Schnitzler	0.0%
Udo J. Vetter	-35.3%
Former members of the Supervisory Board	
Heike Arndt (until Dec. 30, 2021)	-92.5%
Franz Hartinger (until June 8, 2022)	-50.8%
Theodor Stuth (until June 8, 2022)	-49.8%

Duesseldorf/Germany, February 6, 2023

Gerresheimer AG

Dr. Axel Herberg

Chairman of the Supervisory Board

Dietmar Siemssen

Dr. Bernd Metzner

Dr. Lukas Burkhard

Chief Executive Officer

Chief Financial Officer

Primary Packaging Glass

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, 2021 to November 30, 2022, 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 did not audit 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 (08.2021)). Our responsibilities under those requirements and this standard are further described in the “Auditor’s Responsibilities” section of our auditor’s report. Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). 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 consider necessary to enable the preparation of a compensation report, including the related disclosures, that is free from material misstatement, whether due to fraud 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 the compensation report.

We planned and conducted our audit so as 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 did neither audit whether the contents of these disclosures are correct, nor whether the contents of individual disclosures are complete, nor whether the compensation report has been presented in a reasonable manner.

Handling of possible misrepresentations

In connection with our audit, our responsibility is to read the compensation report taking into account our knowledge obtained in the financial statement audit while remaining attentive to any signs of misrepresentations in the compensation report regarding the correctness of the disclosures' contents, the completeness of individual disclosures' contents or the reasonable presentation of the compensation report.

If, based on the work we have performed, we conclude that there is such a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Duesseldorf/Germany, February 6, 2023

Deloitte GmbH Wirtschaftsprüfungsgesellschaft

Signed:
René Kadlubowski
Wirtschaftsprüfer
(German Public Auditor)

Signed:
Dieter Peppekus
Wirtschaftsprüfer
(German Public Auditor)

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.

The Management Board has decided, with the approval of the Supervisory Board, to hold the 2023 Annual General Meeting as a virtual Annual General Meeting. This option is afforded by the transitional provisions (§ 26n EGAktG) of The Act on the Introduction of Virtual Annual General Meetings of Stock Corporations and Amendment of Cooperative and Insolvency and Restructuring Law Provisions, according to which Annual General Meetings convoked prior to August 31, 2023, may be held as virtual Annual General Meetings in accordance with § 118a AktG, even without authorization under the Articles of Association.

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 31, 2023, 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 prior to the beginning of the 21st day before the virtual Annual General Meeting — i.e., Wednesday, May 17, 2023, 0:00 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 and 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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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

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 available beginning on May 17, 2023 and can be accessed via the Company's website at

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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. Online 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 7, 2023. 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/en/company/investor-relations/annual-general-meeting>

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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

Postal votes may be submitted via the Company's shareholder portal 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 6, 2023, 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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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. They vote solely on those resolutions proposed by the Management Board, the Supervisory Board or by shareholders published in this convocation or

subsequently pursuant to § 124 (1) or (3) AktG or made accessible pursuant to §§ 126, 127 AktG.

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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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 to the Company-designated proxy issued 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 6, 2023, 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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

c) Amendment and revocation of postal votes or granted proxies and issued instructions, precedence of postal votes over granted proxies and issued instructions and other information about exercising voting rights

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 6, 2023, 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

Shareholders may also arrange for their rights, in particular their voting rights, to be exercised through a third party, such as an intermediary, a proxy, a shareholder association or another person of their choice. Authorized third parties (with the exception of the Company-designated proxy) are not allowed to physically participate in the Annual General Meeting. 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.

Authorized third parties may only exercise voting rights for shareholders they represent by postal vote or by granting (sub)power of proxy to the Company's proxy (see section II. 4.).

In the event of third-party authorization, too, it is necessary to register and provide proof of share ownership as set out in the foregoing provisions (see section II. 1.). Proxies may also be granted after registering.

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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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 e-mail to

gerresheimer.ir@gerresheimer.com

They must be received by the Company by no later than Sunday, May 7, 2023 (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 23, 2023, 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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

Every shareholder has the right to submit nominations for the election of auditors (agenda item 5). 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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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, June 1, 2023, 24:00 hrs (CEST). They must not exceed 10,000 characters, 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, June 2, 2023, 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 proposal 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 right is that each shareholder or their 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.

If a shareholder is refused information, they may request that their question and the reason for which the information was refused be recorded in the minutes of the meeting. This request must be sent via the InvestorPortal. If information is provided to a shareholder outside the Annual General Meeting due to that person's status as a shareholder, the information must be provided to any other shareholder at their request at the Annual General Meeting, even if the information is not necessary for a proper appraisal of the agenda item. A corresponding request must be submitted via the InvestorPortal as a verbal contribution by means of video communication at the 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 each shareholder or their 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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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

www.gerresheimer.com/en/company/investor-relations/annual-general-meeting

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 AGM portal 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, counter motions, nominations, submitted objections and interventions). The legal basis for processing is Article 6 (1) sentence 1 (c) GDPR in conjunction with § 67e, §§ 118 et seqq. 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 seqq., § 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 2023

Gerresheimer AG
The Management