

**CONVENIENCE TRANSLATION**  
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**gerresheimer**  
innovating for a better life

June 8,  
**2022**

Invitation to virtual  
Annual General  
Meeting

# **Annual General Meeting — Virtual Annual General Meeting without the Physical Presence of Shareholders<sup>1</sup> — 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 2022, which will take place on

Wednesday, June 8, 2022, commencing at 10:00 hrs CEST.

With the approval of the Supervisory Board, the Annual General Meeting will be held without the physical presence of shareholders or their proxies (i.e., as a virtual Annual General Meeting) in accordance with § 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (hereinafter “COVID-19 Act”). The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG) is Rheinterrasse, Joseph-Beuys-Ufer 33, 40479 Duesseldorf (room: Radschlägersaal).

The entire Annual General Meeting will be transmitted on the Internet by live audio/video stream using an electronic system (InvestorPortal) that can be accessed by registered shareholders or their proxies at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting). Shareholders or their proxies (with the exception of the Company-designated proxy) are not permitted to attend in person at the venue of the Annual General Meeting.

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

<sup>1</sup>The form used throughout this report is representative of persons of any gender.

## AGENDA

### **1. Presentation of the adopted Annual Financial Statements of Gerresheimer AG and of the approved Consolidated Financial Statements, each as of November 30, 2021, of the Combined Management Report of Gerresheimer AG and the Group and of the Report of the Supervisory Board for the financial year 2021 (December 1, 2020 – November 30, 2021)**

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](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

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 of Gerresheimer AG**

The Management Board and Supervisory Board propose that the retained earnings of Gerresheimer AG for the financial year 2021

in the total amount of EUR 211,192,042.12

be appropriated as follows:

- |  |                    |
|--|--------------------|
| a) Distribution to shareholders by payment of a dividend of EUR 1.25 per dividend-entitled share | EUR 39,250,000.00  |
| b) Carried forward   | EUR 171,942,042.12 |

Dividend entitlements are payable on June 13, 2022.

### **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 2021 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 2021 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 2022 (December 1, 2021 – November 30, 2022), 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 2022.

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. New elections to the Supervisory Board**

The term of office of all members of the Supervisory Board elected by the Annual General Meeting ends at the close of the Annual General Meeting on June 8, 2022. This means that new elections are required. In accordance with § 8 (1) of the Articles of Association as well as §§ 96 (1), 101 (1) AktG in conjunction with § 7 (1) Sentence 1 No. 1 of the German Codetermination Act (MitbestG), the Supervisory Board consists of six members elected by the Annual General Meeting and six members elected by the employees.

Pursuant to § 96 (2) Sentence 1 AktG, the Supervisory Board must comprise at least 30 % women and 30 % men. The law requires the minimum quota to be met by the Supervisory Board as a whole. However, based on a resolution adopted by them, the shareholder representatives lodged an objection with the Chairman of the Supervisory Board pursuant to § 96 (2) Sentence 3 AktG with regard to the fulfillment of the minimum quota by the Supervisory Board as a whole. As a result, the Supervisory Board must comprise at least two women and at least two men from both the shareholder representative side and the employee side in order to comply with the statutory minimum quota under § 96 (2) Sentence 1 AktG. The statutory minimum quota described above would be met if the candidates proposed by the Supervisory Board were elected.

The nominations by the Supervisory Board are based on the recommendations of its Nomination Committee and mark the first step in a concept developed by the

Nomination Committee for gradually renewing the shareholder representative side of the Supervisory Board over the next four years. To this end, three of the six candidates proposed below are to be elected for a two-year term of office, and the remaining three candidates for a four-year term of office. When the terms of office of the current Supervisory Board members end, suitable successors are to take over their positions. In proposing these terms of office, Gerresheimer AG is making use of the option under its Articles of Association to appoint Supervisory Board members for a shorter period than the regular five-year term of office (§ 8 (2) Sentence 2 of the Articles of Association). The staggered terms of office create the prerequisite to gradually implement the concept for the personnel renewal. In addition, it will be avoided in the future that an election of all Supervisory Board members is required in a single Annual General Meeting, which could lead to a loss of experience on the Supervisory Board. The shorter terms of office also reflect the requirements of modern corporate governance and take into account the expectations of investors (especially international ones) in this regard.

The nominations bear in mind the goals set by the Supervisory Board with regard to its composition and aim to ensure that all members meet the skills profile developed by the Supervisory Board. The goals and skills profile were resolved by the Supervisory Board and are published in the Corporate Governance Statement for the financial year 2021, including the status of implementation as of November 30, 2021. The Corporate Governance Statement is included in the 2021 Annual Report and is part of the documents referred to under agenda item 1, which are available at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting).

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

#### 6.1

Dr. Axel Herberg,  
resident in Duesseldorf, Germany, Managing Partner of CCC Investment GmbH,  
Chairman of the Supervisory Board of Gerresheimer AG,  
for the period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2025;

#### 6.2

Ms. Andrea Abt,  
resident in Munich, Germany, member of supervisory boards and control boards of various foreign business enterprises,  
for the period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2025;

### 6.3

Prof. Dr. Annette G. Köhler,  
resident in Duesseldorf, Germany, university professor and holder of the Chair of Accounting, Auditing and Controlling at the University of Duisburg-Essen,  
for the period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2025;

### 6.4

Dr. Karin Louise Dorrepaal,  
resident in Amsterdam, Netherlands, member of supervisory boards and control boards of various domestic and foreign business enterprises, former member of the Management Board of Schering AG,  
for the period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2023;

### 6.5

Dr. Peter Noé,  
resident in Essen, Germany, member of the Supervisory Board of Gerresheimer AG, former member of the Management Board of Hochtief AG,  
for the period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2023;

### 6.6

Mr. Udo J. Vetter,  
resident in Ravensburg, Germany, General Partner of UV-Cap GmbH & Co. KG,  
for the period until the end of the Annual General Meeting that resolves on the formal approval of the actions of the Supervisory Board for the financial year 2023.

It is intended that Dr. Axel Herberg, provided that he is re-elected to the Supervisory Board, will be elected Chairman of the Supervisory Board by the members of the Supervisory Board after the Annual General Meeting. In addition, it is intended to ensure that an appropriate number of independent members are appointed to the committees.

According to the assessment of the Supervisory Board, there are no personal or business relationships between the proposed candidates on the one hand and Gerresheimer AG or its Group companies, the Management Board and Supervisory Board of Gerresheimer AG, or a major shareholder of Gerresheimer AG, on the other hand, which a shareholder taking an objective view would regard as significant for their voting decision.

The Supervisory Board has also obtained assurances that the proposed candidates can each devote the expected amount of time.

The candidates' resumes and other information on the nominations for election can be found below under "Additional information on agenda item 6." This also includes details of memberships of other statutory supervisory boards and similar control boards. All the information is additionally available on the Company's website at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

## ADDITIONAL INFORMATION ON AGENDA ITEM 6

### **Dr. Axel Herberg**

Managing Partner of CCC Investment GmbH, Chairman of the Supervisory Board of Gerresheimer AG

**Member of the Supervisory Board since:** 2014 (previously 2010-2012)

#### **Currently a member of the following Supervisory Board Committees:**

- Presiding Committee
- Audit Committee
- Nomination Committee
- Mediation Committee

#### **Personal details:**

Place of residence: Duesseldorf, Germany  
Year of birth: 1958  
Nationality: German  
Professional qualifications: Degree in Mechanical Engineering/degree in Business Administration

#### **Relevant knowledge, skills and experience for Supervisory Board work:**

Dr. Axel Herberg began his career at what is now ThyssenKrupp AG and then spent several years as a consultant at McKinsey & Company. He joined the Gerresheimer Group in 1992. From 1996 onwards, he was a member of the Management Board and Chief Executive Officer from 2000 to 2010. Between 2010 and 2017, he was a partner at the Blackstone Group and responsible for the private equity business in the German-speaking regions of Europe. Dr. Axel Herberg is a member of various supervisory boards and is active as entrepreneur. He has expertise in the fields of accounting and auditing.

#### **Memberships on other statutory domestic supervisory boards:**

None

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

- European Healthcare Acquisition & Growth Company B.V., Netherlands (listed)
- European Medco Development 4 S.à.r.l., Luxembourg (unlisted)
- Vetter Pharma-Fertigungs GmbH & Co. KG, Germany (unlisted)

#### **Other significant activities alongside Supervisory Board position:**

None

## **Andrea Abt**

Member of supervisory boards and control boards of various foreign business enterprises

**Member of the Supervisory Board since:** 2015

**Currently a member of the following Supervisory Board Committees:**

- Audit Committee

### **Personal details:**

Place of residence: Munich, Germany

Year of birth: 1960

Nationality: German

Professional qualifications: Master of Business Administration, philologist

### **Relevant knowledge, skills and experience for Supervisory Board work:**

Andrea Abt began her industrial career at the Daimler-Benz Group company Dornier, where she was in charge of areas including aircraft sales for the Australia/Pacific region. In 1996, she moved within the group to AEG ElectroCom, which was acquired by Siemens at the beginning of 1997. Within the Siemens Group, Ms. Abt held various, mainly commercial positions both nationally and internationally. As Chief Financial Officer, for example, she established a division in Italy and was later responsible for the restructuring program at the Transportation Systems unit. From 2011 to the end of 2014, Ms. Abt was head of Supply Chain Management (purchasing and logistics) at Siemens' Infrastructure and Cities sector. Since 2015, she has held supervisory and advisory board positions at private and listed companies. She has expertise in the fields of accounting and auditing.

### **Memberships on other statutory domestic supervisory boards:**

None

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

- Petrofac Limited, Jersey (listed)
- Energy Technology Holdings LLC, USA (unlisted)

### **Other significant activities alongside Supervisory Board position:**

- Member of the Board of Trustees of the Deutsches Museum, Munich, Germany

## **Dr. Karin Louise Dorrepaal**

Member of supervisory boards and control boards of various domestic and foreign business enterprises, former member of the Management Board of Schering AG

**Member of the Supervisory Board since:** 2012

**Currently a member of the following Supervisory Board Committees:**

- Mediation Committee

### **Personal details:**

Place of residence: Amsterdam, Netherlands

Year of birth: 1961

Nationality: Dutch

Professional qualifications: Ph.D. Medicine, Master of Arts Degree in Psychology, MBA

### **Relevant knowledge, skills and experience for Supervisory Board work:**

Dr. Karin Louise Dorrepaal works as a consultant in the life science industry. Between 2004 and 2006, she was a member of the Management Board of Schering AG in Berlin. From 1990 to 2004, she worked for Booz Allen & Hamilton as a management consultant in Amsterdam and New York. She was a Ph.D. researcher at the Netherlands Cancer Institute in Amsterdam from 1985 to 1988.

### **Memberships on other statutory domestic supervisory boards:**

- Paion AG, Germany (Deputy Chairwoman) (listed)

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

- Triton Beteiligungsberatung GmbH, Germany (unlisted)
- Almirall S.A., Spain (listed)
- Kerry Group plc, Ireland (listed)
- Van Eeghen & Co BV, Netherlands (unlisted)
- Intravacc BV, Netherlands (unlisted)

### **Other significant activities alongside Supervisory Board position:**

None

## **Prof. Dr. Annette G. Köhler**

University professor and holder of the Chair of Accounting, Auditing and Controlling at the University of Duisburg-Essen

Running for election to the Supervisory Board for the first time

### **Personal details:**

Place of residence: Duesseldorf, Germany  
Year of birth: 1967  
Nationality: German  
Professional qualifications: Degree in Economics, Master of Arts

### **Relevant knowledge, skills and experience for Supervisory Board work:**

After working as a researcher at the ifo Institute for Economic Research while studying for a doctorate, Prof. Dr. Annette G. Köhler was employed by the consultancy firm Mum-  
mert + Partner from 1997 to 1998. Between 1998 and 2003, she was an academic  
assistant at the University of Wuppertal and the University of Ulm, where she qualified  
as a professor. From 2004 to 2005, she worked as a professor of business administration  
at HHL Leipzig Graduate School of Management, before accepting a professorship at the  
University of Duisburg-Essen, where she has since held the Chair of Accounting, Auditing  
and Controlling. Her main areas of research include accounting, international corporate  
governance and auditing. She has expertise in the fields of accounting and auditing.

### **Memberships on other statutory domestic supervisory boards:**

- GEA Group AG, Germany (listed)
- DMG Mori AG, Germany (listed)

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

- DKSH Holding AG, Switzerland (listed)

### **Other significant activities alongside Supervisory Board position:**

None

## **Dr. Peter Noé**

Member of the Supervisory Board of Gerresheimer AG, former member of the Management Board of Hochtief AG

**Member of the Supervisory Board since:** 2012

**Currently a member of the following Supervisory Board Committees:**

- Nomination Committee

### **Personal details:**

Place of residence: Essen, Germany  
Year of birth: 1957  
Nationality: German  
Professional qualifications: Degree in Business Administration

### **Relevant knowledge, skills and experience for Supervisory Board work:**

Dr. Peter Noé was a member of the Management Board of HOCHTIEF Aktiengesellschaft from 2002 to 2011. Between 2009 and 2010, he was Chief Executive Officer of Hochtief Concessions AG, subsequently becoming Chairman of the Supervisory Board until he left the Company. From 1998 to 2002, he was Chief Executive Officer of CDRB Holding AG. Before that, he held various management and board positions at the Thyssen Group between 1990 and 1998.

### **Memberships on other statutory domestic supervisory boards:**

None

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

None

### **Other significant activities alongside Supervisory Board position:**

- Chairman of the Board of Trustees of the Kinder-Schirm Foundation

## **Udo J. Vetter**

General Partner of UV-Cap GmbH & Co. KG

**Member of the Supervisory Board since: 2007**

**Currently a member of the following Supervisory Board Committees:**

- Presiding Committee (however, Mr. Vetter will not be available for a further term of office on the Presiding Committee)
- Nomination Committee

### **Personal details:**

Place of residence: Ravensburg, Germany  
Year of birth: 1954  
Nationality: German  
Professional qualifications: Pharmacist

### **Relevant knowledge, skills and experience for Supervisory Board work:**

From 1989 to 2003, Udo J. Vetter was general partner of Vetter Injekt System GmbH & Co. KG. He was also a member of the Vetter Group's Executive Committee between 1999 and 2003. He has been general partner of the private equity company UV-Cap GmbH & Co. KG since 2004, and general partner of the real estate holding company MMC GmbH & Co. KG since 2006. In addition, he became a member of the Advisory Board of Vetter Pharma Fertigung GmbH & Co. KG in 2007 and its Chairman in 2008. He has been a member of Vetter's Executive Committee since 2007.

### **Memberships on other statutory domestic supervisory boards:**

- ITM AG, Germany (Chairman) (unlisted)

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

- Vetter Pharma-Fertigungs GmbH & Co. KG, Germany (Chairman) (unlisted)
- Navigo GmbH, Germany (Chairman) (unlisted)
- OncoBeta International GmbH, Germany (Chairman) (unlisted)
- OncoBeta GmbH, Germany (Chairman) (unlisted)
- Paschal India Pvt. Ltd., India (Chairman) (unlisted)
- Gland Pharma Ltd., India (listed)

### **Other significant activities alongside Supervisory Board position:**

None

## **FURTHER INFORMATION ON THE CONVENING AND HOLDING OF THE ANNUAL GENERAL MEETING**

### **1. Conditions for participation in the virtual Annual General Meeting by electronic means and for the exercise of voting rights**

In accordance with § 1 of the COVID-19 Act, the Management Board, with the approval of the Supervisory Board, has resolved that the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies. Shareholders and their proxies (with the exception of the Company-designated proxy) have no right and no opportunity to attend in person at the venue of the Annual General Meeting; it is only possible to participate by electronic means.

For registered shareholders or their proxies, the entire event will be transmitted by live audio/video stream starting at 10:00 hrs CEST on Wednesday, June 8, 2022, on the Company's InvestorPortal at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

Shareholders wishing to participate in the virtual Annual General Meeting (i.e., to follow the Annual General Meeting live in audio and video by means of an electronic link) or to exercise their voting rights must register in accordance with § 16 (1) of the Articles of Association prior to the meeting. The registration must be in text form and must be in German or English. The planned transmission of the Annual General Meeting in audio and video does not enable participation in the Annual General Meeting within the meaning of § 118 (1) Sentence 2 AktG.

Shareholders are also required under § 16 (2) of the Articles of Association to produce evidence of their entitlement to participate in the Annual General Meeting and to exercise voting rights. The evidence is to be provided by the last intermediary in text form in accordance with the statutory requirements. Pursuant to § 67c (3) AktG, the evidence must be provided in accordance with the requirements set out in Article 5 of the Commission Implementing Regulation (EU) 2018/1212. The last intermediary means any intermediary who holds shares in a company in safe custody for a shareholder. An intermediary is a person who provides services for the safe custody or management of securities or the keeping of custody accounts for shareholders or other persons if the services are in connection with shares in companies domiciled in a Member State of the European Union or another signatory state to the Agreement on the European Economic Area. The evidence must relate to the start of the twenty-first day before the Annual General Meeting; i.e., 00:00 hrs CEST on Wednesday, May 18, 2022 ("record date").

Accordingly, in relation to the Company, only shareholders who have given proof of share ownership are deemed shareholders for the purpose of participating in the Annual General Meeting and of exercising voting rights. Entitlement to participate and the number of voting 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.

Registration and proof of share ownership must be received by the Company at the address stated below at the latest by 24:00 hrs CEST on Wednesday, June 1, 2022:

Gerresheimer AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

After receipt of the registration and proof of share ownership, shareholders will be sent a confirmation of registration with a registration confirmation number, an Internet access code to the Company's InvestorPortal, a voting rights form and additional information on the virtual Annual General Meeting. Shareholders can log into the InvestorPortal with the Internet access code.

## **2. Partial public webcast of the Annual General Meeting**

The opening of the Annual General Meeting by the chairman 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. All shareholders and interested members of the public can follow this webcast without prior registration at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

Properly registered shareholders or their proxies can follow the remainder of the Annual General Meeting on the Company's InvestorPortal at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

only (see section 1 "Conditions for participation in the virtual Annual General Meeting by electronic means and for the exercise of voting rights").

## **3. Exercise of voting rights by postal vote**

Shareholders or their proxies may exercise their voting rights by postal vote. For postal voting, too, it is necessary to register and provide proof of share ownership as set out in the foregoing provisions (see section 1 "Conditions for participation in the virtual Annual General Meeting by electronic means and for the exercise of voting rights").

Votes may be cast by means of electronic communication on the Company's Investor-Portal at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

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

In addition, postal votes may be cast, revoked and amended in writing, in text form or by fax to the Company at the address specified below:

Gerresheimer AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Votes cast by postal vote and any revocation or amendment of previously cast votes outside of the Company's InvestorPortal must be 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 7, 2022, 24:00 hrs CEST. Shareholders will receive the voting rights form, which may be used for postal voting, together with the confirmation of registration.

#### **4. Casting of votes by 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. Here, too, the shareholder must register and provide proof of share ownership as set out in the foregoing provisions (see section 1 "Conditions for participation in the virtual Annual General Meeting by electronic means and for the exercise of voting rights").

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 table motions.

Proxies may be granted, amended or revoked, and instructions for the Company-designated proxy issued, by means of electronic communication on the Company's Investor-Portal at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://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, powers of attorney and instructions to the proxy designated by the Company may be issued, revoked and amended vis-à-vis the Company in writing, in text form or by fax to the address specified below:

Gerresheimer AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Powers of proxy and instructions sent to this address outside of the Company's Investor-Portal 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 7, 2022, 24:00 hrs CEST. Shareholders will receive the voting rights form, which may be used to issue a power of proxy and instructions to the Company-designated proxy, together with the confirmation of registration.

## **5. Authorization of third parties**

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. However, authorized third parties (with the exception of the Company-designated proxy) are not allowed to physically participate in the Annual General Meeting. 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. Authorized third parties can only use the InvestorPortal if the persons granting the authorization have provided them with the access details sent with the confirmation of registration. If a shareholder grants a proxy to more than one person, the Company can reject one or more of them.

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 1 "Conditions for participation in the virtual Annual General Meeting by electronic means and for the exercise of voting rights"). 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.

If powers of proxy are granted to exercise voting rights in accordance with § 135 AktG (granting of proxy to intermediaries, proxy advisers, shareholders' associations or other equivalent persons in accordance with § 135 (8) AktG), 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. We therefore ask shareholders who wish to grant power of proxy in accordance with § 135 AktG to consult with the proxy on the form of the power of proxy.

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](http://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. Proxies for exercising voting rights pursuant to § 135 AktG cannot be issued via the InvestorPortal.

In addition, the granting of the proxy, its revocation and proof of authorization can be submitted to the Company in writing, in text form or by fax at the address specified below:

Gerresheimer AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Notices or evidence submitted outside of the Company's InvestorPortal must be received by the Company before the date of the virtual Annual General Meeting, meaning at the latest by the end of the day on Tuesday, June 7, 2022, 24:00 hrs CEST. Proxies may be granted using the form sent to shareholders with the confirmation of registration.

## **6. Further information on voting**

If notices that are substantively at variance with each other are received in due time via different communication channels, the notices will be taken into account in the following order: (1) notices submitted on the InvestorPortal, (2) notices sent by e-mail, (3) notices sent by fax and (4) notices sent by postal mail. If notices that are substantively at variance with each other are received in due time via the same communication channel, the postal votes cast via such communication channel always take precedence over instructions to the Company-designated proxy.

Further details about participation in the Annual General Meeting and the issuance of proxies and instructions are sent to shareholders with the confirmation of registration.

## **7. Right to ask questions**

Under the COVID-19 Act, shareholders do not have the right to request information in the virtual Annual General Meeting within the meaning of § 131 AktG. However, shareholders do have the right to submit questions. For this purpose, the Management Board has stipulated as follows with the approval of the Supervisory Board:

Questions from shareholders registered for the Annual General Meeting are to be submitted by electronic communication. This can be done via the Company's InvestorPortal at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

No other form of submission is permitted.

Questions must be submitted in German on the Company's above-mentioned Investor-Portal at the latest by the end of the day on Monday, June 6, 2022, 24:00 hrs CEST. No more questions may be submitted thereafter or during the Annual General Meeting.

The Management Board will duly decide at its free discretion how to answer the questions submitted (§ 1 (2) Sentence 2 of the COVID-19 Act). The answers are provided in accordance with the content requirements of § 131 AktG. Questions and their answers can be grouped thematically.

## **8. Requests for additions to the agenda**

Under § 122 (2) AktG, shareholders whose shares amount in aggregate to one-twentieth of the capital stock (corresponding to EUR 1,570,000) or represent a proportionate amount of EUR 500,000 may request that items be put on the agenda and published. Each new item must be accompanied by an explanation or a proposal for a resolution. Requests must be sent in writing or in electronic form within the meaning of § 126a BGB (i.e., they must contain a qualified electronic signature) to the Management Board, to be received no later than the end of the day on Sunday, May 8, 2022, 24:00 hrs CEST. Please send such requests to the following address:

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

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 (§ 122 (2) Sentence 1 AktG)

in conjunction with § 122 (1) Sentence 3 AktG). § 70 AktG applies. For proof of ownership, confirmation from the shareholder's custodian bank will suffice.

Additions to the agenda that must be published — unless already published in the convocation notice — will be published, without delay following receipt, in the same manner as the convocation notice.

Proposals for resolutions on the subject of the addition to the agenda to be announced that are received by the Company by 24:00 hours CEST on Sunday, May 8, 2022, as determined above, are treated as having been submitted at the Annual General Meeting, provided the shareholder requesting the addition to the agenda has registered and provided proof of share ownership in accordance with the above provisions (see section 1 “Conditions for participation in the virtual Annual General Meeting by electronic means and for the exercise of voting rights”).

## **9. Shareholder motions and nominations**

Every shareholder has the right to submit countermotions with explanatory statements to Management Board and Supervisory Board proposals on specific items of the agenda, in accordance with § 126 (1) AktG, and nominations for the election of Supervisory Board members or auditors, in accordance with § 127 AktG. Countermotions and nominations are to be submitted exclusively to the address below. Countermotions and nominations sent to any other address will not be considered.

Gerresheimer AG  
Investor Relations  
Klaus-Bungert-Strasse 4  
40468 Duesseldorf, Germany  
Fax: +49 211 6181-121  
E-mail: [gerresheimer.ir@gerresheimer.com](mailto:gerresheimer.ir@gerresheimer.com)

Orderly shareholder motions and nominations received at the above address by no later than the end of the day on Tuesday, May 24, 2022, 24:00 hrs CEST, will be made available without delay at the Internet address

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

(without prejudice to § 126 (2) and (3) AktG). The name of the shareholder, any explanatory statement to be made available and any position taken by the Management Board or Supervisory Board on motions and nominations received will be published at the same Internet address.

Motions and nominations to be made accessible from shareholders who have registered and provided proof of share ownership in accordance with the above provisions (see section 1 “Conditions for participation in the virtual annual General Meeting by electronic means and for the exercise of voting rights”) are deemed to have been made at

the virtual Annual General Meeting in accordance with § 1 (2) Sentence 3 of the COVID-19 Act. The chair of the meeting decides on the order of voting. It is no longer possible to table motions and submit nominations at the virtual Annual General Meeting itself.

## **10. Right of objection**

Waiving the requirement to appear at the Annual General Meeting (§ 1 (2) No. 4 of the COVID-19 Act in conjunction with § 245 No. 1 AktG), shareholders who have registered and provided proof of share ownership in accordance with the above provisions (see section 1 “Conditions for participation in the virtual Annual General Meeting by electronic means and for the exercise of voting rights”) have the opportunity to declare their objection to resolutions of the Annual General Meeting to the officiating notary for recording.

Declarations of objection may be submitted from the beginning of the Annual General Meeting until the time specified for this purpose by the chair of the meeting immediately prior to the closing of the Annual General Meeting exclusively via the Company’s InvestorPortal at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

## **11. Further explanations on shareholders’ rights**

Further notes on requests for additional items on the agenda under § 122 (2) AktG, on countermotions under § 126 (1) AktG and nominations under § 127 AktG, as well as on shareholders’ right to ask questions under § 1 (2) COVID-19 Act, are provided at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

## **12. Publication on the website**

The information and documents required under § 124a AktG can be viewed and downloaded on the Internet at

[www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting).

## **13. Total number of shares and voting rights**

At the time of convocation of the Annual General Meeting, the capital stock totals EUR 31,400,000. The capital stock is divided into 31,400,000 no-par-value bearer shares. Each share grants one vote in the Annual General Meeting. The total number of voting rights is thus 31,400,000. The Company does not hold any of its own shares.

## 14. 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 mandatory for participation in the virtual Annual General Meeting of Gerresheimer AG by electronic means.

The legal basis for processing is Article 6 (1) Sentence 1 (c) GDPR in conjunction with § 67e, §§ 118 et seqq. AktG and § 1 of the COVID-19 Act. In addition, data processing necessary for the organization of the virtual Annual General Meeting may be performed on the basis of overriding interests (Article 6 (1) sentence 1 (f) GDPR). 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 (custodian banks). Gerresheimer AG will transmit the Annual General Meeting on the Internet. This could entail processing the personal data of participants who have submitted motions and/or questions in advance.

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 countermotions and nominations. Personal data will only be disclosed in connection with answering questions shareholders have submitted in advance if the shareholder has expressly given consent to such disclosure when submitting the question.

Gerresheimer AG deletes shareholders' and proxies' personal data in accordance with the law, in particular if the 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, 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. Shareholders also have the right to lodge an appeal with the supervisory authorities. 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](mailto:data-protection@gerresheimer.com).

Duesseldorf, April 2022

Gerresheimer AG  
The Management Board