

# Annual Financial Statements

of Gerresheimer AG  
as of November 30, 2022

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# Combined Management Report

The management report of Gerresheimer AG and the Group Management Report have been combined in accordance with § 315 (5) of the German Commercial Code (Handelsgesetzbuch, HGB) in conjunction with § 298 (2) HGB and published in the 2022 Annual Report of Gerresheimer AG.

The Annual Financial Statements and the management report of Gerresheimer AG for the financial year 2022, as combined with the Group Management Report, will be submitted to the operator of the Federal Gazette (Bundesanzeiger) and published therein.

# Annual Financial Statements

## Income Statement

for the financial year from December 1, 2021, to November 30, 2022

In EUR k	Notes	2022	2021
Revenues	(3)	9,562	8,159
Own work capitalized		364	–
Other operating income	(4)	18,007	14,891
Expenses of purchased services	(5)	-3,774	-1,876
Personnel expenses	(6)	-21,518	-20,220
Depreciation and amortization		-1,525	-1,591
Other operating expenses	(7)	-25,698	-22,524
Result from profit and loss transfer agreements	(8)	69,924	112,122
Net interest result	(9)	-2,229	-1,119
Income taxes	(10)	-2,507	-12,946
<b>Earnings after taxes</b>		<b>40,606</b>	<b>74,896</b>
Other taxes		-6	–
<b>Net income</b>		<b>40,600</b>	<b>74,896</b>
Retained earnings carried forward		171,942	136,296
<b>Retained earnings</b>	(13)	<b>212,542</b>	<b>211,192</b>

## Balance Sheet

as of November 30, 2022

In EUR k	Notes	Nov. 30, 2022	Nov. 30, 2021
<b>Assets</b>			
<b>Fixed assets</b>	(11)		
Intangible assets		3,842	4,126
Property, plant and equipment		195	187
Financial assets		1,286,176	1,286,176
		<b>1,290,213</b>	<b>1,290,489</b>
<b>Current assets</b>			
Receivables and other assets	(12)	457,825	467,341
Cash and cash equivalents		22	9
		<b>457,847</b>	<b>467,350</b>
<b>Prepaid expenses</b>		<b>2,122</b>	<b>1,493</b>
<b>Total assets</b>		<b>1,750,182</b>	<b>1,759,332</b>
<b>Equity and liabilities</b>			
<b>Equity</b>	(13)		
Subscribed capital		31,400	31,400
Capital reserve		525,721	525,721
Retained earnings		212,542	211,192
		<b>769,663</b>	<b>768,313</b>
<b>Provisions</b>			
Provisions for pensions	(14)	3,264	2,563
Tax provisions		12,811	8,251
Other provisions	(15)	16,403	17,585
		<b>32,478</b>	<b>28,399</b>
<b>Liabilities</b>	(16)	<b>948,041</b>	<b>962,620</b>
<b>Total equity and liabilities</b>		<b>1,750,182</b>	<b>1,759,332</b>

## Notes to the Annual Financial Statements

for the financial year 2022

### (1) General Information

Gerresheimer Aktiengesellschaft (Gerresheimer AG) has its registered office at Klaus-Bungert-Strasse 4 in 40468 Duesseldorf (Germany). The Company is entered in commercial register B of Duesseldorf Local Court (Amtsgericht) as HRB 56040. The main activity of Gerresheimer AG, the holding company, is the management of the Gerresheimer Group.

The Annual Financial Statements of Gerresheimer AG have been prepared in accordance with the accounting principles set forth in the German Commercial Code (Handelsgesetzbuch, HGB) and supplementary statutory regulations.

These Annual Financial Statements of Gerresheimer AG consist of the balance sheet, the income statement, and the notes to the financial statements. Gerresheimer AG, the parent company, prepares the Consolidated Financial Statements of Gerresheimer AG. As of November 30, 2022, the management report of Gerresheimer AG was combined with the management report of the Gerresheimer Group. To improve the clarity of presentation, individual items have been combined in the balance sheet and in the income statement. In the reporting year, the interest income and expenses, as well as the income from long-term loans, have been presented in the income statement as part of the net interest result. These items are presented separately in the notes to the financial statements. The income statement has been prepared using the total cost method.

The annual financial statements are prepared in euros. Unless stated otherwise, the amounts are reported in thousands of euros (EUR k).

These annual financial statements relate to the financial year from December 1, 2021, to November 30, 2022.

As of the reporting date, a control and profit and loss transfer agreement existed between Gerresheimer AG and Gerresheimer Holdings GmbH. Under this agreement, Gerresheimer Holdings GmbH is obligated to transfer all of its profits to Gerresheimer AG. Accordingly, Gerresheimer AG must absorb any net loss.

Gerresheimer AG falls under the cash-pooling-management agreement with GERRESHEIMER GLAS GmbH.

### (2) Accounting and Measurement Principles

Purchased **intangible assets** are measured at acquisition cost, and internally generated intangible assets are measured at production cost. The assets are amortized on a straight-line basis. Purchased industrial property rights and similar rights are amortized over three to five years, unless a different contractual useful life applies. An impairment loss is recognized on an intangible asset if there is a reduction in value for a prolonged period of time; the intangible asset is recognized at the lower attributable value.

The production cost of other own work capitalized comprises direct personnel cost and a reasonable share of the overheads incurred in connection with software implementation projects.

**Property, plant and equipment** are carried at acquisition cost less depreciation. Property, plant and equipment are depreciated on a straight-line basis over their expected lives of three to 13 years. Low-value assets with an acquisition cost of more than EUR 250 but less than EUR 1,000 are grouped on an annual basis and depreciated over five years in accordance with tax regulations. Low-value assets with acquisition costs of up to EUR 250 are recognized immediately as an expense. An impairment loss is recognized on property, plant and equipment if there is a reduction in value for a prolonged period of time; the item of property, plant and equipment is recognized at the lower attributable value.

**Financial assets** are carried at acquisition cost or at the lower attributable fair value. Impairments in value that are expected to persist for a prolonged period of time are accounted for through impairment losses.

**Receivables and other assets** are carried at nominal value. Foreign currency receivables with a maturity of up to one year are translated at the spot rates as of the balance sheet date.

**Cash and cash equivalents** comprise cash in hand and bank balances. They are carried at nominal value.

**Provisions for pensions** are calculated according to generally accepted actuarial principles using the projected unit credit method. The provisions are measured by applying the 2018 G mortality tables published by Professor Dr. Heubeck. For simplification purposes, the discount rate used was the average market interest rate over the past ten years of 1.78%, as determined by

the Deutsche Bundesbank in November 2022, for an assumed remaining term of 15 years. The average market interest rate calculated by the Deutsche Bundesbank in November 2022 for the past seven years (also with an assumed remaining term of 15 years) was 1.44%.

Assets that are not accessible to any other creditors and that may be used only to meet liabilities from pension obligations or similar long-term obligations (plan assets) are offset against the corresponding obligation in accordance with § 246 (2) Sentence 2 HGB. Plan assets are recognized at fair value.

Expenses and income from the discounting of pension obligations are offset against the expenses and income from plan assets and shown within the net interest result.

**Tax provisions and other provisions** reflect all uncertain provisions. They are recognized at the necessary settlement amount in accordance with reasonable commercial judgment, including anticipated increases in prices and costs. Provisions with a remaining term of more than one year are discounted using the appropriate average market interest rate of the past seven years in accordance with the German Regulation on the Discounting of Provisions (Rückstellungsabzinsungsverordnung).

The provision for phantom stocks is recognized at the intrinsic value (share-based compensation) or at the fair value (value-based compensation) and is accumulated over the period from the grant date to the earliest exercise date.

**Liabilities** are recognized at their settlement amounts.

**Deferred taxes** are recognized for temporary differences between the carrying amounts of assets, liabilities, and prepaid expenses in the financial statements according to HGB and their tax bases. Gerresheimer AG also generally calculates and recognizes the deferred taxes of the entities in its tax group. Deferred taxes are calculated on the basis of the combined income tax rate of Gerresheimer AG's tax group of 29.0% at the time at which the differences are settled. The combined income tax rate comprises corporate income tax (15.0%), trade tax (13.4%), and the solidarity surcharge (5.5%). Deferred tax liabilities mainly relate to the recognition of property, financial assets, and tax reserves. Deferred tax assets mainly relate to the recognition of provisions for pensions

and other provisions. Deferred tax assets and liabilities are generally offset and reported as liabilities. As of the reporting date, however, there was a surplus of deferred tax assets. The option to capitalize any resulting tax asset has not been exercised.

## Notes to the Income Statement

### (3) Revenues

In EUR k	2022	2021
Germany	4,437	3,942
Other Europe	2,034	1,712
North America	1,197	1,617
Emerging markets <sup>1)</sup>	1,887	884
Other regions	7	4
<b>Revenues</b>	<b>9,562</b>	<b>8,159</b>

<sup>1)</sup> Emerging markets by definition of the Gerresheimer Group: Brazil, China, India, and Mexico.

The revenues result mainly from IT services and key account management services provided by Gerresheimer AG to subsidiaries. The year-on-year rise is largely attributable to the key account management services provided for the first time for the entire financial year.

### (4) Other Operating Income

In EUR k	2022	2021
Income from intra-group charges	16,409	12,258
Income from reversal of provisions	1,318	1,922
Income from currency translation	17	6
Other miscellaneous income	263	705
<b>Other operating income</b>	<b>18,007</b>	<b>14,891</b>

In the financial year 2022, the income from intra-group charges was attributable solely to IT services, insurance premiums, trade fairs, and other costs for which no services were provided internally.

### (5) Expenses for Purchased Services

The expenses for purchased services exclusively comprise key account management services provided by subsidiaries to Gerresheimer AG. The year-on-year rise is largely attributable to the key account management services provided for the first time for the entire financial year as well as charges for IT services.

## (6) Personnel Expenses and Employees

In EUR k	2022	2021
Salaries	18,566	17,476
Social security and other benefit costs	2,952	2,744
thereof pension costs	1,384	1,286
<b>Personnel expenses</b>	<b>21,518</b>	<b>20,220</b>

The number of employees on average of the course of the year was as follows:

Annual average	2022	2021
Employees	107	105

All employees at Gerresheimer AG perform administrative functions. The members of the Management Board are not included in the figure.

## (7) Other Operating Expenses

In EUR k	2022	2021
IT-related expenses	8,660	7,339
Expenses for insurance	4,283	3,825
Legal and consulting fees	3,783	3,276
Travel, representation and advertising expenses	2,299	1,622
Rental expenses	1,498	1,748
Supervisory Board remuneration	1,354	1,517
Expenses from intra-group charges	117	253
Expenses from currency translation	30	13
Other miscellaneous expenses	3,674	2,931
<b>Other operating expenses</b>	<b>25,698</b>	<b>22,524</b>

## (8) Result from Profit and Loss Transfer Agreements

The result from profit and loss transfer agreements of EUR 69,924k (prior year: EUR 112,122k) relates to the profit of Gerresheimer Holdings GmbH, which was transferred under the existing control and profit and loss transfer agreement.

## (9) Net Interest Result

In EUR k	2022	2021
Income from long-term loans	11,771	11,771
thereof from affiliated companies	11,771	11,771
Other interest and similar income	527	88
thereof from affiliated companies	474	88
Interest and similar expenses	-14,527	-12,978
thereof to affiliated companies	-2,009	-1,354
<b>Net interest result</b>	<b>-2,229</b>	<b>-1,119</b>

Interest and similar expenses primarily comprises interest expenses for the promissory loans. It also contains expenses from the compounding of pension provisions in the amount of EUR 95k (prior year: EUR 101k) that have been offset against the income from plan assets in the amount of EUR 41k (prior year: EUR 39k). Furthermore, expenses from the compounding of other provisions in the amount of EUR 32k (prior year: EUR 53k) are also contained.

## (10) Income Taxes

In EUR k	2022	2021
Current income taxes	4,804	7,027
Taxes from prior periods	-2,297	5,919
Deferred income taxes	-	-
<b>Income taxes</b>	<b>2,507</b>	<b>12,946</b>

The option to recognize deferred tax assets has not been exercised.



## Notes to the Balance Sheet

### (11) Fixed Assets

In EUR k	Intangible Assets			Property, plant and equipment	Financial Assets			Total
	Industrial property rights and similar rights	Payments on account	Sum	Other equipment, plant and office equipment	Shares in affiliated companies	Loans to affiliated companies	Sum	
<b>Cost</b>								
<b>Balance as of Dec. 1, 2021</b>	<b>11,401</b>	<b>488</b>	<b>11,889</b>	<b>1,240</b>	<b>593,780</b>	<b>692,396</b>	<b>1,286,176</b>	<b>1,299,305</b>
Additions	124	1,033	1,157	92	-	-	-	1,249
Disposals	-	-	-	-	-	-	-	-
Reclassifications	159	-159	-	-	-	-	-	-
<b>Balance as of Nov. 30, 2022</b>	<b>11,684</b>	<b>1,362</b>	<b>13,046</b>	<b>1,332</b>	<b>593,780</b>	<b>692,396</b>	<b>1,286,176</b>	<b>1,300,554</b>
<b>Accumulated depreciation and amortization</b>								
<b>Balance as of Dec. 1, 2021</b>	<b>7,763</b>	<b>-</b>	<b>7,763</b>	<b>1,053</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,816</b>
Additions	1,441	-	1,441	84	-	-	-	1,525
Disposals	-	-	-	-	-	-	-	-
<b>Balance as of Nov. 30, 2022</b>	<b>9,204</b>	<b>-</b>	<b>9,204</b>	<b>1,137</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,341</b>
<b>Net book values</b>								
<b>Balance as of Nov. 30, 2022</b>	<b>2,480</b>	<b>1,362</b>	<b>3,842</b>	<b>195</b>	<b>593,780</b>	<b>692,396</b>	<b>1,286,176</b>	<b>1,290,213</b>
<b>Balance as of Dec. 1, 2021</b>	<b>3,638</b>	<b>488</b>	<b>4,126</b>	<b>187</b>	<b>593,780</b>	<b>692,396</b>	<b>1,286,176</b>	<b>1,290,489</b>

The additions to intangible assets mainly related to purchased licenses, software, and customizing.

The list of shareholdings (§ 285 No. 11 HGB) is included in note (26).

The loans relate to long-term loans granted to two affiliated companies.

## (12) Receivables and Other Assets

In EUR k	Nov. 30, 2022	Nov. 30, 2021
Receivables from affiliated companies	450,023	463,096
<i>thereof from cash-pooling receivables</i>	375,798	347,903
<i>thereof from profit transfer</i>	69,924	112,122
<i>thereof from deliveries of goods and services</i>	4,301	3,071
Other assets	7,802	4,245
<b>Receivables and other assets</b>	<b>457,825</b>	<b>467,341</b>

As in the prior year, all receivables had a remaining term of up to one year.

The rise in other assets resulted mainly from higher value added tax receivables compared to the prior year. As in the prior year, the other assets fall due within one year.

## (13) Equity

As of November 30, 2022, the capital stock stood unchanged at EUR 31,400k, divided into 31,400,000 no-par-value bearer shares with a nominal value of EUR 1.00 each.

The resolution of the Annual General Meeting of June 9, 2021, has authorized the Management Board, subject to Supervisory Board approval, to increase Gerresheimer AG's capital stock by issuing new, no-par-value bearer shares for cash and/or non-cash consideration on one or more occasions by a total of up to EUR 6,280k (authorized capital I) and for cash consideration on one of more occasions by a total of up to EUR 3,140k (authorized capital II) in the period ending June 8, 2023.

The Annual General Meeting distributed a total of EUR 39,250k to the shareholders from the prior year's retained earnings.

The retained earnings developed as follows in the financial year 2022:

In EUR k	
Net income for the financial year 2022	40,600
Retained earnings carried forward	171,942
<b>Retained earnings as of Nov. 30, 2022</b>	<b>212,542</b>

## (14) Provisions for Pensions

In EUR k	Nov. 30, 2022	Nov. 30, 2021
Pension obligations	5,716	4,975
Fair value of plan assets	2,452	2,412
<b>Provisions for pensions</b>	<b>3,264</b>	<b>2,563</b>

The plan assets from pensions are invested in a pension fund and in a reinsured provident fund. The fair value of the reinsurance policy corresponds to the fair value confirmed by the insurance company as of the balance sheet date.

The acquisition cost of the reinsurance contracts included in the plan assets amounts to EUR 2,158k (prior year: EUR 2,158k). The difference of EUR 209k between this amount and the fair value, taking into account deferred taxes, is excluded from distribution in accordance with § 268 (8) Sentence 3 HGB.

As of November 30, 2022, the difference between the carrying amount of the provisions for pensions using an average market interest rate for the past ten years and the carrying amount using an average market interest rate for the past seven years amounted to EUR 433k (prior year: EUR 632k) and was generally excluded from distribution in accordance with § 253 (6) Sentence 2 HGB.

## (15) Other Provisions

The other provisions mainly comprise provisions for personnel expenses and Supervisory Board remuneration.

## (16) Liabilities

In EUR k	Nov. 30, 2022	Nov. 30, 2021
Liabilities to banks	945,757	961,433
Trade payables	1,358	445
Liabilities from affiliated companies	251	184
Other liabilities	675	558
<i>thereof from taxes</i>	585	551
<i>thereof social security obligations</i>	5	5
<b>Liabilities</b>	<b>948,041</b>	<b>962,620</b>

The remaining terms of the liabilities to banks are as follows:

In EUR k		maturities		Total	maturities
		up to 1 year	more than 1 year		thereof more than 5 years
<b>Liabilities to banks</b>	<b>Nov. 30, 2022</b>	<b>314,257</b>	<b>631,500</b>	<b>945,757</b>	<b>22,000</b>
	Nov. 30, 2021	306,433	655,000	961,433	45,500

As in the prior year, the remaining liabilities all fall due within one year.

Gerresheimer AG obtains most of its financing through promissory loans. The maturities of the promissory loans are spread over the next five years and beyond as follows:

In EUR k for the financial years	Promissory loans (nominal value)
2023	163,000
2024	184,000
2025	234,500
2026	75,000
2027	116,000
after 2027	22,000
<b>Total</b>	<b>794,500</b>

The tranches of issued promissory loans totaling EUR 305,500k due in September and November 2022 were settled as planned. They were refinanced through promissory loans already issued in the prior year as well as an additional revolving credit facility of EUR 150,000k that was signed in July 2022 and increased by a further EUR 50,000k in December.

New promissory loans, which are divided into three value dates and have a nominal volume of EUR 300,000k in total, were issued in November 2022. The first value date, amounting to EUR 139,500k, was disbursed in November 2022. The next two value dates, totaling EUR 160,500k, are scheduled for disbursement in the first quarter of the financial year 2023. The maturities of the promissory loans are between three and seven years, with the first tranche of EUR 151,000k falling due in 2025. The funds will be used in part to settle the tranches from previous promissory loan transactions that fall due in the financial year 2023.

The individual tranches of the remaining promissory loans are primarily subject to a fixed interest rate, with some being subject to a variable interest rate.

The total volume of the two revolving credit facilities is EUR 626,000k, of which EUR 150,000k had been drawn down as of the balance sheet date. The revolving credit facilities are generally disclosed in the item "Liabilities to banks."

## Other Disclosures

### (17) Contingent Liabilities and Other Financial Obligations

As security for affiliated companies' liabilities to banks, Gerresheimer AG has assumed joint liability in the form of a limited amount guarantee for EUR 476,000k. The resulting total joint liabilities for Gerresheimer AG in relation to affiliated company bank loans was EUR 230,984k as of November 30, 2022 (prior year: EUR 95,796k).

To the best of our knowledge, no recourse is to be expected given the solid balance sheet and long-term financing of Gerresheimer AG and its subsidiaries.

The other financial obligations stood at EUR 12,283k as of November 30, 2022 (prior year: EUR 7,852k). The item comprises lease and rental agreements for buildings, vehicles, and IT equipment; long-term maintenance and license agreements for software; and long-term maintenance agreements. The rental, maintenance, and lease agreements are due within the next five years.

### (18) Proposal for Appropriation of Retained Earnings

The Management Board will propose to the Annual General Meeting that the retained earnings of Gerresheimer AG for the financial year 2022 be appropriated as follows:

In EUR k	2022
Retained earnings before dividend payments	212,542
Dividend payment of EUR 1.25 per share	39,250
<b>Carryforward to new account</b>	<b>173,292</b>

### (19) Management Board and Supervisory Board

The members of the Management Board and the Supervisory Board, as well as their portfolios and duties, are listed in appendices to the notes under "Members of the Management Board and Positions Held by Management Board Members" and "Members of the Supervisory Board and Positions Held by Supervisory Board Members."

### (20) Management Board and Supervisory Board Remuneration

The remuneration of the members of the Management Board comprising fixed remuneration, non-cash fringe benefits, and performance-based remuneration amounted to EUR 4,404k in the financial year 2022 (prior year: EUR 3,178k).

The total remuneration of former members of the Management Board of Gerresheimer AG amounted to EUR 187k in the financial year 2022 (prior year: EUR 1,353k). The pension obligations for former members of the Management Board stood at EUR 3,264k as of November 30, 2022 (prior year: EUR 2,563k).

The remuneration of the members of the Supervisory Board includes basic remuneration, additional remuneration for committee memberships, and attendance fees and stood at EUR 1,342k in total (prior year: EUR 1,508k).

### (21) Auditors' Fees

The services provided by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Duesseldorf (Germany), in the financial year 2022 mainly comprised services in connection with the audit of the annual financial statements. Other assurance services were provided to a minor extent. In the reporting year, the non-audit services mainly related to the audit of non-financial information and agreed-upon audit activities with regard to financial information that was not part of the year-end audit (other assurance services).

For details on the auditors' fees invoiced for the financial year 2022, please refer to the Consolidated Financial Statements of Gerresheimer AG as of November 30, 2022.

### (22) Subsequent Events

On November 30, 2022, Gerresheimer AG agreed an additional revolving credit facility amounting to EUR 50,000k that matures on July 1, 2025, and takes effect from December 1, 2022. There were no other events after the balance sheet date with a material impact on the net assets position, financial position, or results of operations of Gerresheimer AG.

### (23) Corporate Governance

The Management Board and Supervisory Board of Gerresheimer AG issued an annual declaration of compliance in accordance with § 161 of the German Stock Corporation Act (Aktiengesetz, AktG) on September 8, 2022. The declaration has been made permanently available on the Company's website at [www.gerresheimer.com/en/company/investor-relations/corporate-governance/statements-of-compliance](http://www.gerresheimer.com/en/company/investor-relations/corporate-governance/statements-of-compliance).

### (24) Consolidated Financial Statements

Gerresheimer AG, the parent company, prepares consolidated financial statements in accordance with § 315e (1) HGB on the basis of the International Financial Reporting Standards (IFRS) as applicable in the European Union. The annual financial statements, the management report of Gerresheimer AG (which is combined with the Group management report), and the Consolidated Financial Statements of Gerresheimer AG are each published in the electronic Federal Gazette (Bundesanzeiger) and are also available on the website [www.gerresheimer.com](http://www.gerresheimer.com).

## (25) Disclosures on Shareholdings in Gerresheimer AG

As of November 30, 2022, Gerresheimer AG had obtained the disclosures regarding shareholdings requiring notification in accordance with § 160 (1) No. 8 AktG that are detailed in the following table. In cases where shareholdings reached, exceeded, or fell below the thresholds, the most recent notification is mentioned. All notifications are available on the website [www.gerresheimer.com](http://www.gerresheimer.com). The disclosures of shareholdings in percent and in voting rights may have since changed.

### Shareholder structure

Registrant	Registered office	Notification date	Date on which threshold was met	Threshold in %	Voting rights		WpHG
					in %	absolute	
Nationale-Nederlanden Levensverzekering Maatschappij N.V.	Den Haag (Netherlands)	October 14, 2022	October 12, 2022	10%	12.5%	3,934,420	section 33
AllianceBernstein Corporation	New York City, NY (USA)	April 5, 2022	March 18, 2022	5%	5.8%	1,821,042	section 33, section 34
Schroders plc	London (Great Britain)	July 15, 2021	July 13, 2021	5%	5.0%	1,558,582	section 33, section 34, section 38
Eton Park Overseas Fund, Ltd.	Camana Bay, Grand Cayman (Cayman Inseln)	July 18, 2012	July 10, 2012	5%	4.9%	1,544,217	section 25
Morgan Stanley	Wilmington, DA (USA)	August 1, 2022	July 27, 2022	5%	4.4%	1,366,336	section 33, section 34, section 38
BlackRock, Inc.	Wilmington, DA (USA)	September 9, 2022	September 6, 2022	3%	3.6%	1,116,504	section 33, section 34, section 38
Ministry of Finance on behalf of the State of Norway	Oslo (Norway)	January 15, 2021	January 13, 2021	3%	3.4%	1,063,079	section 33, section 34, section 38
Massachusetts Financial Services Company	Boston, MA (USA)	June 5, 2020	May 28, 2020	3%	3.2%	997,049	section 33, section 34
Deka Investment GmbH	Frankfurt (Germany)	March 23, 2022	March 22, 2022	3%	3.2%	991,371	section 33, section 34
WS Management LLLP/Gilchrist B. Berg	Jacksonville, FL (USA)	February 1, 2010/ February 16, 2010	January 25, 2010	3%	3.1%	974,402	section 22 (1) sentence 1 No. 1, 6 i. c. w. section 22 (1) sentence 2
Artisan Partners Asset Management Inc.	Wilmington, DA (USA)	October 24, 2022	October 19, 2022	3%	3.0%	948,852	section 33, section 34
Threadneedle (Lux)	Bertrange (Luxembourg)	February 9, 2022	February 3, 2022	3%	3.0%	940,288	section 33, section 34
Stichting Pensioenfonds ABP	Heerlen (Netherlands)	September 9, 2022	September 8, 2022	3%	2.9%	904,766	section 33, section 34
Barclays Plc	London (Great Britain)	September 6, 2022	September 1, 2022	3%	2.7%	860,600	section 33, section 34, section 38
NBSH Acquisition, LLC	Wilmington, DA (USA)	July 23, 2021	June 8, 2021	3%	2.7%	860,289	section 34
The Goldman Sachs Group, Inc.	Wilmington, DA (USA)	October 14, 2022	October 12, 2022	3%	2.7%	854,080	section 33, section 34, section 38
Ameriprise Financial, Inc.	Wilmington, DA (USA)	June 15, 2022	June 9, 2022	3%	2.4%	737,571	section 33

## (26) List of Shareholdings as of November 30, 2022

Currency in m/according to local commercial law	Shareholdings in %	Currency	Equity	Result
<b>Direct equity investments</b>				
Gerresheimer Holdings GmbH, Duesseldorf (Germany) <sup>a)</sup>	100.00	EUR	593.8	<sup>b)</sup>
<b>Indirect Equity investemts</b>				
<b>Asia</b>				
Gerresheimer Medical Plastic Systems Dongguan Co. Ltd., Wang Niu Dun Town, Dongguan City (China) <sup>b)</sup>	100.00	CNY	66.52	-1.81
Gerresheimer Pharmaceutical Packaging Mumbai Private Ltd., Mumbai (India)	100.00	INR	1,524.79	-9.82
Gerresheimer Plastic Packaging (Changzhou) Co., Ltd., Changzhou City, Jiangsu (China)	100.00	CNY	2.38	-9.38
Gerresheimer Singapore Pte. Ltd., Singapore (Singapore)	100.00	SGD	0.23	0.01
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., Danyang, Jiangsu (China)	60.00	CNY	322.77	65.60
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., Zhenjiang, Jiangsu (China)	60.00	CNY	179.55	41.39
Neutral Glass & Allied Industries Private Ltd., Mumbai (India)	100.00	INR	3,373.99	-131.75
Triveni Polymers Private Ltd., New-Delhi (India)	100.00	INR	4,035.25	74.49
<b>Europe</b>				
Gerresheimer Boleslawiec S.A., Boleslawiec (Poland)	100.00	PLN	285.47	54.59
Gerresheimer Bünde GmbH, Bünde (Germany) <sup>a)</sup>	100.00	EUR	12.70	<sup>b)</sup>
Gerresheimer Chalon SAS, Chalon-sur-Saone (France)	100.00	EUR	5.04	-2.56
Gerresheimer Denmark A/S, Vaerloese (Denmark)	100.00	DKK	240.02	89.38
Gerresheimer Essen GmbH, Essen (Germany) <sup>a)</sup>	100.00	EUR	4.16	<sup>b)</sup>
GERRESHEIMER GLAS GmbH, Duesseldorf (Germany) <sup>a)</sup>	100.00	EUR	668.76	<sup>b)</sup>
Gerresheimer Group GmbH, Duesseldorf (Germany) <sup>a)</sup>	100.00	EUR	638.33	<sup>b)</sup>
Gerresheimer Horovsky Tyn spol. s r.o., Horovsky Tyn (Czech Republic)	100.00	CZK	2,651.20	560.61
Gerresheimer Italia S.r.l., Milan (Italy)	100.00	EUR	–	0.06
Gerresheimer Medical Systems Schweiz AG, Zug (Switzerland)	100.00	EUR	4.25	2.95
Gerresheimer Lohr GmbH, Lohr/Main (Germany) <sup>a)</sup>	100.00	EUR	7.42	<sup>b)</sup>
Gerresheimer Medical Plastic Systems GmbH, Regensburg (Germany) <sup>a), c)</sup>	100.00	EUR	0.03	<sup>b)</sup>
Gerresheimer Momignies S.A., Momignies (Belgium)	100.00	EUR	32.59	1.43
Gerresheimer Moulded Glass GmbH, Tettau (Germany) <sup>a), c)</sup>	100.00	EUR	0.03	<sup>b)</sup>
Gerresheimer Plastic Packaging SAS, Besancon (France)	100.00	EUR	1.25	0.25
Gerresheimer Regensburg GmbH, Regensburg (Germany) <sup>a)</sup>	100.00	EUR	278.00	<sup>b)</sup>
Gerresheimer respimetrix GmbH, Duesseldorf (Germany)	75.17	EUR	0.80	-3.67
Gerresheimer Skopje DOOEL Ilinden, Ilinden (Republic North Macedonia)	100.00	MKD	1,391.25	-344.02
Gerresheimer Tettau GmbH, Tettau (Germany) <sup>a)</sup>	100.00	EUR	12.36	<sup>b)</sup>
Gerresheimer Vaerloese A/S, Vaerloese (Denmark)	100.00	DKK	169.58	56.08
Gerresheimer Werkzeugbau Wackersdorf GmbH, Wackersdorf (Germany) <sup>a)</sup>	100.00	EUR	0.51	<sup>b)</sup>
Gerresheimer Wertheim GmbH, Wertheim (Germany) <sup>a)</sup>	100.00	EUR	1.11	<sup>b)</sup>
Gerresheimer Zaragoza S.A., Epila (Spain)	100.00	EUR	3.51	2.87
Sensile Medical AG, Olten (Switzerland)	99.89	EUR	-72.76	-18.17

Currency in m/according to local commercial law	Shareholdings in %	Currency	Equity	Result
<b>America</b>				
Centor Inc., Perrysburg, OH (USA)	100.00	USD	587.48	25.52
Centor Pharma Inc., Perrysburg, OH (USA) <sup>ci, di</sup>	100.00	USD	-	-
Centor US Holding Inc., Perrysburg, OH (USA)	100.00	USD	731.22	-
Gerresheimer Glass Inc., Vineland, NJ (USA)	100.00	USD	887.92	-4.46
Gerresheimer Mexico Holding LLC, Wilmington, DE (USA)	100.00	USD	3.76	-0.01
Gerresheimer MH Inc., Wilmington, DE (USA) <sup>ci</sup>	100.00	USD	6.50	-0.01
Gerresheimer Peachtree City (USA) L.P., Peachtree City, GA (USA)	100.00	USD	47.90	7.01
Gerresheimer Peachtree City Inc., Peachtree City, GA (USA) <sup>ci</sup>	100.00	USD	0.05	0.07
Gerresheimer Plasticos Sao Paulo Ltda., Embu (Brazil)	100.00	BRL	284.79	-
Gerresheimer Queretaro S.A., Queretaro (Mexico) <sup>fi</sup>	100.00	MXN	1,257.06	237.59
Gerresheimer Sistemas Plasticos Mediciniais Sao Paulo Ltda., Indaiatuba (Brazil)	100.00	BRL	89.88	15.20
Nouvelles Verreries de Momignies Inc., Larchmont, NY (USA) <sup>ci</sup>	100.00	USD	-	-
<b>Associated Companies</b>				
Corning Pharmaceutical Packaging LLC, Wilmington, DW (USA) <sup>ci, fi</sup>	25.00	USD	0.16	-
PROFORM CNC Nastrojarna spol. s r.o., Horsovsy Tyn (Czech Republic) <sup>ci, fi</sup>	40.59	CZK	3.27	0.73

<sup>ci</sup> Pursuant to § 264 (3) HGB, the company is exempt from preparing notes to the financial statements and a management report, and in some cases from the obligation to undergo an audit and to disclose its annual financial statements.

<sup>di</sup> A profit transfer agreement is in place.

<sup>ci</sup> Equity less than 50 (currency in '000).

<sup>ci</sup> Result less than EUR 5k.

<sup>ci</sup> The company no longer prepares annual financial statements.

<sup>fi</sup> Based on the annual financial statements as of September 30, 2021, November 30, 2021, and December 31, 2021 respectively.

The exchange rates for the currencies are shown in the following table.

1 Euro	Currency	Closing rate		Average rate	
		Nov. 30, 2022	Nov. 30, 2021	2022	2021
Brazil	BRL	5.51	6.38	5.54	6.38
Switzerland	CHF	0.99	1.04	1.01	1.08
China	CNY	7.34	7.24	7.08	7.69
Czech Republic	CZK	24.34	25.53	24.68	25.80
Denmark	DKK	7.44	7.44	7.44	7.44
India	INR	84.42	85.33	82.62	87.86
Mexico	MXN	20.01	24.51	21.50	24.15
Poland	PLN	4.66	4.66	4.68	4.56
Singapore	SGD	1.42	1.55	1.46	1.60
United States of America	USD	1.04	1.14	1.06	1.19

Duesseldorf (Germany), February 6, 2023

Gerresheimer AG  
The Management Board

Dietmar Siemssen

Dr. Bernd Metzner

Dr. Lukas Burkhardt

# Additional Information

## Responsibility Statement

We ensure, to the best of our knowledge, that the annual financial statements give a true and fair view of the net assets position, financial position, and results of operations of the Company in accordance with the applicable reporting principles and that the Combined Management Report presents the performance of the business, including the results of business activities, and the position of the Company in such a manner that they convey a true and fair view of the actual developments and describes the principal opportunities and risks associated with the expected development of the Company.

Duesseldorf (Germany), February 6, 2023

Gerresheimer AG  
The Management Board



Dietmar Siemssen



Dr. Bernd Metzner



Dr. Lukas Burkhardt



# Members of the Management Board and positions held by Management Board members

(Appendix to the notes)

As of November 30, 2022

## Dietmar Siemssen

Appointed through October 31, 2026

Chief Executive Officer

> BFC Fahrzeugteile GmbH, Germany<sup>a)</sup>

Affiliated companies of Gerresheimer AG

- > Gerresheimer Bünde GmbH, Germany (Chairman)<sup>a)</sup>
- > Gerresheimer Regensburg GmbH, Germany (Chairman)<sup>a)</sup>
- > Gerresheimer respimetrix GmbH, Germany (Chairman)<sup>b)</sup>
- > Centor Inc., USA (Chairman)<sup>b)</sup>
- > Centor Pharma Inc., USA (Chairman)<sup>b)</sup>
- > Centor US Holding Inc., USA (Chairman)<sup>b)</sup>
- > Gerresheimer Glass Inc., USA (Chairman)<sup>b)</sup>
- > Gerresheimer Boleslawiec S.A., Poland (Chairman)<sup>b)</sup>
- > Gerresheimer Denmark A/S, Denmark (Chairman)<sup>b)</sup>
- > Gerresheimer Vaerloese A/S, Denmark (Chairman)<sup>b)</sup>
- > Sensile Medical AG, Switzerland (Chairman)<sup>b)</sup>
- > Triveni Polymers Pvt. Ltd., India<sup>b)</sup>

## Dr. Lukas Burkhardt

Appointed through December 31, 2025

Affiliated companies of Gerresheimer AG

- > Gerresheimer Tettau GmbH, Germany (Chairman)<sup>a)</sup>
- > Corning Pharmaceutical Packaging LLC, USA<sup>b)</sup>
- > Gerresheimer Boleslawiec S.A., Poland<sup>b)</sup>
- > Gerresheimer Glass Inc., USA<sup>b)</sup>
- > Gerresheimer Momignies S.A., Belgium<sup>b)</sup>
- > Gerresheimer Pharmaceutical Packaging Mumbai Pvt. Ltd., India<sup>b)</sup>
- > Gerresheimer Queretaro S.A., Mexico (Chairman)<sup>b)</sup>
- > Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., China (Chairman)<sup>b)</sup>
- > Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., China (Chairman)<sup>b)</sup>
- > Neutral Glass and Allied Industries Pvt. Ltd., India<sup>b)</sup>

## Dr. Bernd Metzner

Appointed through May 14, 2027

> UniCredit Bank AG, Germany (Deputy Chairman)<sup>a)</sup>

Affiliated companies of Gerresheimer AG

- > Gerresheimer Bünde GmbH, Germany (Deputy Chairman)<sup>a)</sup>
- > Gerresheimer Regensburg GmbH, Germany (Deputy Chairman)<sup>a)</sup>
- > Gerresheimer Tettau GmbH, Germany (Deputy Chairman)<sup>a)</sup>
- > Centor Inc., USA<sup>b)</sup>
- > Centor Pharma Inc., USA<sup>b)</sup>
- > Centor US Holding Inc., USA<sup>b)</sup>
- > Corning Pharmaceutical Packaging LLC, USA<sup>b)</sup>
- > Gerresheimer Glass Inc., USA<sup>b)</sup>
- > Sensile Medical AG, Switzerland<sup>b)</sup>

<sup>a)</sup> Membership on other supervisory boards to be formed under § 125 AktG (as of November 30, 2022)

<sup>b)</sup> Membership on comparable domestic and foreign control boards of business enterprises under § 125 AktG (as of November 30, 2022)

# Members of the Supervisory Board and positions held by Supervisory Board members

(Appendix to the notes)

As of November 30, 2022

## Dr. Axel Herberg

Managing Partner of CCC Investment GmbH  
Chairman of the Supervisory Board  
Elected until the end of the Annual General Meeting in 2026

- > Leica Camera AG (until March 31, 2022)
- > Leica Group (photography and sport optics) (until March 31, 2022)
- > Lisa Germany Holding GmbH (until March 31, 2022)
- > Vetter Pharma-Fertigungs GmbH & Co. KG<sup>b)</sup>
- > European Medco Development 4 S.à.r.l., Luxembourg<sup>b)</sup>
- > European Healthcare Acquisition & Growth Company B.V., Netherlands<sup>b)</sup>

## Francesco Grioli

Member of the Governing Board of IG Bergbau, Chemie, Energie  
Deputy Chairman of Supervisory Board  
Elected until the end of the Annual General Meeting in 2027

- > Continental AG<sup>a)</sup>
- > Bayer AG (since April 29, 2022)

## Andrea Abt

Master of Business Administration  
Former Head of Supply Chain Management of the Infrastructure Sector, Siemens AG  
Elected until the end of the Annual General Meeting in 2026

- > Petrofac Ltd., Jersey (until May 26, 2022)
- > Polymetal International plc, Jersey (until March 7, 2022)
- > Energy Technology Holdings LLC, USA<sup>b)</sup>

## Dr. Karin L. Dorrepaal

Consultant  
Former member of the Management Board of Schering AG  
Elected until the end of the Annual General Meeting in 2024

- > Paion AG (Deputy Chairwoman)<sup>a)</sup>
- > Triton Beteiligungsberatung GmbH<sup>b)</sup>
- > Almirall S.A., Spain<sup>b)</sup>
- > Kerry Group plc, Ireland<sup>b)</sup>
- > van Eeghen & Co BV, Netherlands<sup>b)</sup>
- > Intravacc BV, Netherlands<sup>b)</sup>

## Robert Fröhler

Chairman of the Company Works Council of Gerresheimer Regensburg GmbH  
Elected until the end of the Annual General Meeting in 2027

- > Gerresheimer Regensburg GmbH<sup>a)</sup>

## Prof. Dr. Annette G. Köhler

Holder of the Chair of Accounting, Auditing and Controlling at the University of Duisburg-Essen  
Elected until the end of the Annual General Meeting in 2026

- > GEA Group AG<sup>a)</sup>
- > DMG Mori AG<sup>a)</sup>
- > HVB UniCredit Bank AG (until February 28, 2022)
- > DKS Holding AG, Switzerland<sup>b)</sup>
- > ABB E-Mobility Holding AG, Switzerland (since February 22, 2022)<sup>b)</sup>

## Marlies Mergenthal

Trade union secretary of IG BCE in the Mainfranken district  
Elected until the end of the Annual General Meeting in 2027

- > Sappi Deutschland Holding GmbH
- > Indorama Germany GmbH

## Dr. Peter Noé

Degree in Business Administration  
Former member of the Management Board of Hochtief AG  
Elected until the end of the Annual General Meeting in 2024

## Markus Rocholz

Chairman of the Company Works Council of Gerresheimer Essen GmbH  
Elected until the end of the Annual General Meeting in 2027

- > Gerresheimer Tettau GmbH<sup>a)</sup>

<sup>a)</sup> Membership on other supervisory boards to be formed under § 125 AktG (as of November 30, 2022)

<sup>b)</sup> Membership on comparable domestic and foreign control boards of business enterprises under § 125 AktG (as of November 30, 2022)

### Paul Schilling

Chairman of the Company Works Council of  
Gerresheimer Bünde GmbH  
Elected until the end of the Annual General Meeting in 2027

- › Gerresheimer Bünde GmbH <sup>a)</sup>

### Katja Schnitzler

Group Senior Director EHS, CSR, OPEX at Gerresheimer AG  
Elected until the end of the Annual General Meeting in 2027

### Udo J. Vetter

Pharmacist and General Partner of UV-Cap GmbH & Co. KG  
Elected until the end of the Annual General Meeting in 2024

- › ITM Isotope Technologies Munich SE (Chairman) <sup>a)</sup>
- › Vetter Pharma-Fertigungs GmbH & Co. KG (Chairman) <sup>b)</sup>
- › HSM GmbH & Co. KG (until June 30, 2022) <sup>b)</sup>
- › Navigo GmbH (Chairman) <sup>b)</sup>
- › OncoBeta International GmbH (Chairman) <sup>b)</sup>
- › OncoBeta GmbH (Chairman) <sup>b)</sup>
- › Paschal Form Work (India) Pvt. Ltd. (Chairman) <sup>b)</sup>
- › Gland Pharma Ltd., India <sup>b)</sup>

<sup>a)</sup> Membership on other supervisory boards to be formed under § 125 AktG  
(as of November 30, 2022)

<sup>b)</sup> Membership on comparable domestic and foreign control boards of business  
enterprises under § 125 AktG (as of November 30, 2022)

# Independent Auditor's Report

To Gerresheimer AG, Düsseldorf/Germany

## Report on the Audit of the Annual Financial Statements and of the Combined Management Report

### Audit Opinions

We have audited the annual financial statements of Gerresheimer AG, Düsseldorf/Germany, which comprise the balance sheet as at November 30, 2022, and the statement of profit and loss for the financial year from December 1, 2021 to November 30, 2022, and the notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the combined management report for the parent and the group of Gerresheimer AG, Düsseldorf/Germany, for the financial year from December 1, 2021 to November 30, 2022. In accordance with the German legal requirements, we have not audited the content of the combined corporate governance statement pursuant to Sections 289f and 315d German Commercial Code (HGB), including the further reporting on corporate governance, included in section "Corporate Governance Statement" of the combined management report, nor the content of the separate consolidated non-financial report pursuant to Sections 315b and 315c HGB, which is referenced in section "Corporate Responsibility and Sustainability at Gerresheimer" of the combined management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- › the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at November 30, 2022 and of its financial performance for the financial year from December 1, 2021 to November 30, 2022 in compliance with German Legally Required Accounting Principles, and
- › the accompanying combined management report as a whole provides an appropriate view of the Company's position. In all material respects, this combined management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the content of the above-mentioned combined corporate governance statement, including the further reporting on corporate governance, nor of the separate consolidated non-financial report, which is referenced in the combined management report.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

### Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation (No 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the combined management report.

### Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from December 1, 2021 to November 30, 2022. These matters were addressed in the context of our audit of the annual financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following, we present the recoverability of shares in affiliated companies, which we have determined as the key audit matter in the course of our audit.

Our presentation of this key audit matter has been structured as follows:

- a** description (including reference to corresponding information in the annual financial statements)
- b** auditor's response

## Recoverability of shares in affiliated companies

**a** In the annual financial statements of Gerresheimer AG, shares in affiliated companies totaling mEUR 593.8 (33.9% of the balance sheet total) are disclosed. These are measured at the lower of acquisition cost or fair value as at the balance sheet date. As at the reporting date, Gerresheimer AG tested the shares for impairment by internally measuring the fair present value of the direct and indirect long-term equity investments in the group companies. The fair value of the shares in affiliated companies was determined as the present value of the future cash flows by means of discounted cash flow methods based on the corporate planning prepared by the executive board and taken note of by the supervisory board. This determination also took into account expectations concerning the future market trend and country-related assumptions concerning the trends of macroeconomic variables. The discounting was made by means of weighted capital costs. Based on the computations submitted by the Company, as well as more far-reaching documentation, no write-downs had to be made for the financial year ended November 30, 2022.

Since the result of these measurements depends to a large extent on the executive board's assessment of the future cash flows and of the discount factors used, and thus involves a high degree of uncertainty, this was a key audit matter.

The Company's disclosures on the shares in affiliated companies are included in notes 2 and 11 of the notes to the financial statements.

**b** In auditing the fair values of the shares in affiliated companies, we verified, calling in our valuation experts, among other things, the methodical measurement procedure and assessed the determination of weighted capital costs. We examined whether, in connection with the weighted capital costs recognized, the future cash inflows underlying the valuation, in the aggregate, constitute an appropriate basis for the impairment test of the shares in affiliated companies. To assess the quality and reliability of the corporate planning, we compared the planning of the preceding financial year with actual results and analyzed deviations (adherence to planning). We discussed the assumptions and premises underlying the assumptions with those charged with governance, and reviewed them for reasonableness. For this purpose, we reconciled, among others, the assumptions made with macroeconomic and industry-related market

expectations. Furthermore, we examined whether the future cash inflows have been appropriately derived from the assumptions made and premises set. Knowing that even relatively minor changes in the discount factor used may have major effects on the amount of the fair present value of the entity determined, we examined the parameters used in determining the respective discount factor used, including the weighted capital costs, and verified whether these are within the market ranges. The computation formula for determining the fair present values of the entities were computationally reviewed for reasonableness.

## Other Information

The executive board and the supervisory board are responsible for the other information. The other information comprises

- > the separate consolidated non-financial report which is referenced in the combined management report,
- > the combined corporate governance statement, including the further reporting on corporate governance, included in the combined management report,
- > the executive board's confirmation pursuant to Section 264 (2) sentence 3 and Section 289 (1) sentence 5 HGB, respectively, regarding the annual financial statements and the combined management report,
- > but not the annual financial statements, not the audited content of the combined management report and not our auditor's report thereon.

The executive board and the supervisory board are responsible for the declaration on the German Corporate Governance Code according to Section 161 German Stock Corporation Act (AktG), which is part of the corporate governance statement included in the combined management report. Apart from that, the executive board is responsible for the other information.

Our audit opinions on the annual financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information stated above and, in so doing, to consider whether the other information

- > is materially inconsistent with the annual financial statements, with the audited content of the combined management report or our knowledge obtained in the audit, or
- > otherwise appears to be materially misstated.

### Responsibilities of the Executive Board and the Supervisory Board for the Annual Financial Statements and the Combined Management Report

The executive board is responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive board is responsible for such internal control as it, in accordance with German Legally Required Accounting Principles, has determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive board is responsible for assessing the Company's ability to continue as a going concern. It also has the responsibility for disclosing, as applicable, matters related to going concern. In addition, it is responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive board is responsible for the preparation of the combined management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive board is responsible for such arrangements and measures (systems) as it has considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the combined management report.

### Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- > identify and assess the risks of material misstatement of the annual financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- > obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.

- › evaluate the appropriateness of accounting policies used by the executive board and the reasonableness of estimates made by the executive board and related disclosures.
- › conclude on the appropriateness of the executive board's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- › evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- › evaluate the consistency of the combined management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- › perform audit procedures on the prospective information presented by the executive board in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive board as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements of the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

## Other Legal and Regulatory Requirements

### Report on the Audit of the Electronic Reproductions of the Annual Financial Statements and of the Combined Management Report Prepared for Publication Pursuant to Section 317 (3a) HGB

#### Audit Opinion

We have performed an audit in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the annual financial statements and of the combined management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the provided file, which has the SHA-256 value 4C769F5A41B6383204C54B9AA44B020E74F6FCB15AADB41B7B285B4A03FA1DF4 meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this audit only covers the conversion of the information contained in the annual financial statements and the combined management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the annual financial statements and of the combined management report prepared for publication contained in the provided file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this audit opinion and our audit opinions on the accompanying annual financial statements and on the accompanying combined management report for the financial year from December 1, 2021 to November 30, 2022 contained in the "Report on the Audit of the Annual Financial Statements and of the Combined Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

### Basis for the Audit Opinion

We conducted our audit of the electronic reproductions of the annual financial statements and of the combined management report contained in the provided file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Auditing Standard: Audit of the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Pursuant to Section 317 (3a) HGB (IDW AuS 410 (10.2021)). Our responsibilities in this context are further described in the "Auditor's Responsibilities for the Audit of the ESEF Documents" section. Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1).

### Responsibilities of the Executive Board and the Supervisory Board for the ESEF Documents

The executive board of the Company is responsible for the preparation of the ESEF documents based on the electronic files of the annual financial statements and of the combined management report according to Section 328 (1) sentence 4 no. 1 HGB.

In addition, the executive board of the Company is responsible for such internal controls that it has considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

### Auditor's Responsibilities for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- › identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- › obtain an understanding of internal control relevant to the audit on the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.

- › evaluate the technical validity of the ESEF documents, i.e. whether the provided file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the balance sheet date, on the technical specification for this electronic file.
- › evaluate whether the ESEF documents enable a XHTML reproduction with content equivalent to the audited annual financial statements and to the audited combined management report.

### Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the general meeting on June 8, 2022. We were engaged by the supervisory board on September 8, 2022. We have been the auditor of Gerresheimer AG, Düsseldorf/Germany, without interruption since the financial year 2008/2009.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

### Other matter – use of the Auditor's Report

Our auditor's report must always be read together with the audited annual financial statements and the audited combined management report as well as with the audited ESEF documents. The annual financial statements and the combined management report converted into the ESEF format – including the versions to be published in the Federal Gazette – are merely electronic reproductions of the audited annual financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the audited ESEF documents made available in electronic form.

### German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is René Kadlubowski.

Düsseldorf/Germany, February 6, 2023

Deloitte GmbH  
Wirtschaftsprüfungsgesellschaft

Signed:  
René Kadlubowski  
Wirtschaftsprüfer  
(German Public Auditor)

Signed:  
Dieter Peppekus  
Wirtschaftsprüfer  
(German Public Auditor)



# Imprint

## Publisher

Gerresheimer AG  
Klaus-Bungert-Straße 4  
40468 Duesseldorf  
Germany  
Phone +49 211 6181-00  
Fax +49 211 6181-295  
E-mail [info@gerresheimer.com](mailto:info@gerresheimer.com)  
[www.gerresheimer.com](http://www.gerresheimer.com)

## Concept and layout

Kirchhoff Consult AG, Hamburg (Germany)

## Note regarding the rounding of figures

Due to the commercial rounding of figures and percentages, small deviations may occur.

## Translation

This Annual Financial Statement of Gerresheimer AG is the English translation of the original German version; in case of deviations between these two, the German version prevails.

