

Rules of Procedure for the Supervisory Board of Gerresheimer AG

The Supervisory Board of Gerresheimer AG hereby resolves the following rules of procedure:

Section 1 Duties of the Supervisory Board

- (1) The Supervisory Board advises the Management Board in running the business and monitors its general management. It works with the Management Board as a trustworthy partner, for the good of the Company.
- (2) The Supervisory Board carries out its duties in accordance with the law, the Articles of Association, these rules of procedure and any resolutions enacted by the Supervisory Board. Recommendations from the German Corporate Governance Code applicable to the Supervisory Board are observed, unless otherwise indicated by the compliance declaration of the Management Board and Supervisory Board in accordance with Sec. 161 German Stock Corporation Act (AktG).
- (3) The Supervisory Board determines overall compensation for the individual members of the Management Board at the proposal of the Presiding Committee (Sec. 9). It enacts a remuneration system for the Management Board and reviews this system regularly. The Supervisory Board submits the remuneration system for Management Board members to the annual general meeting for approval as required by law.
- (4) The Supervisory Board shall assess, at regular intervals, how effective the Supervisory Board as a whole and its committees fulfil their tasks.

Section 2 Membership in the Supervisory Board (competence profile)

- (1) The Supervisory Board must be composed such that its members overall have the knowledge, skills, and professional expertise necessary to properly carry out their duties, the legally prescribed gender quota is fulfilled and diversity ensured. Candidates should be nominated who have the integrity, commitment, independence and personality necessary to carry out the duties of a member of

the Supervisory Board in the parent company of an international group, and to maintain its public reputation.

- (2) Many different areas of the Company should be represented by the individual members of the Supervisory Board. They must as a whole be familiar with the sector in which the Company is active. Each member of the Supervisory Board should, if possible, have specialized expertise necessary to carry out the Company's business activities. When nominating candidates to the Supervisory Board, the composition of the board should be kept as balanced as possible, with the broadest possible representation of desired professional expertise on the board. The goal is
- for at least two shareholder representatives to have experience in the areas of corporate management, strategy and human resources,
 - for at least one shareholder representative to have Company-specific industry expertise, and
 - for at least one shareholder representative to have specific industry expertise on the customer side.
- (3) The Supervisory Board shall include what it considers to be an appropriate number of independent members from the group of shareholder representatives. A Supervisory Board member is considered independent if he is independent from the Company and its Management Board, and independent from any controlling shareholder.

Supervisory Board members are to be considered independent from the Company and its Management Board if they have no personal or business relationship with the Company or its Management Board that may cause a substantial and not merely temporary conflict of interest. When assessing the independence of Supervisory Board members from the Company and its Management Board, shareholder representatives shall particularly take into consideration whether the respective Supervisory Board member or a close family member was a member of the Company's Management Board in the two years prior to his appointment; whether he currently is maintaining (or has maintained) a material business relationship with the company or one of the entities dependent upon the Company (e.g. as customer, supplier, lender or advisor) in the year up to his appointment, directly or as a shareholder, or in a leading position of a non-group entity; whether he is a close family member of a Management Board member; or, whether he has been a member of the Supervisory Board for more than twelve years.

A Supervisory Board member is considered independent from the controlling shareholder if he, or a close family member, is neither a controlling shareholder nor a member of the executive governing body of the controlling shareholder, and does not have a personal or business relationship with the controlling shareholder that may cause a substantial and not merely temporary conflict of interest.

The Supervisory Board has established the following goals, in this context, related to its composition:

At least four of six shareholder representatives on the Supervisory Board should be independent from the Company and the Management Board. If the Company has a controlling shareholder, at least two shareholder representatives should be independent from the controlling shareholder. The Chairman of the Supervisory Board, the chairman of the Audit Committee, as well as the chairman of the Presiding Committee shall be independent from the Company and the Management Board. The chairman of the Audit Committee shall also be independent from the controlling shareholder.

- (4) Supervisory Board members should have sufficient time to carry out their duties, so that they are able to complete their duties with the appropriate orderliness and care.

A Supervisory Board member who belongs to the management board of a listed company shall not have, in aggregate, more than two supervisory board mandates in non-group listed companies or comparable functions, and shall not accept the chairmanship of a supervisory board in a non-group listed company.

A Supervisory Board member who does not belong to the management board of a listed company shall not accept more than five supervisory board mandates at non-group listed companies or comparable functions, with an appointment as chairman of the supervisory board being counted twice.

- (5) The term in office of Supervisory Board members ends at the end of the next ordinary annual general meeting which is held after they turn 70 years old. The Supervisory Board also supports the nomination of candidates who exceed 70 years of age during the statutory term in office, whereby their terms will also end at the end of the next ordinary annual general meeting which is held after they turn 70 years old.
- (6) The Supervisory Board should not include more than two former members of the Management Board of the Company. Management Board members may not

become members of the Company's Supervisory Board for two years after the end of their appointments, unless they are elected at the suggestion of shareholders holding more than 25% of voting rights in the Company. In this case, their move to the chairmanship of the Supervisory Board should be an exception, and grounds for the exception must be presented in the annual general meeting.

- (7) Supervisory Board members shall not be members of governing bodies of, or exercise advisory functions at, significant competitors of the Company, and shall not hold any personal relationships with a significant competitor.
- (8) One member of the Supervisory Board should have unique expertise and knowledge on applying accounting policies and internal controlling processes, and should be familiar with the audit procedure. At least one additional member of the Supervisory Board must have expertise in the field of auditing.
- (9) At least one shareholder representative should have multiple years of international professional experience, or should be a citizen of a foreign country.
- (10) The above criteria must be taken into consideration when nominating Supervisory Board members. They also apply to court-appointed Supervisory Board members. The Company may deviate from these regulations in legitimate exceptional cases unless statutory obligations prevail.

Section 3

Rights and obligations of Supervisory Board members

- (1) All members of the Supervisory Board have the same rights and obligations. They are not bound to follow any orders or instructions.
- (2) The Supervisory Board members must maintain confidentiality regarding information disclosed to them during their work as Supervisory Board members - including after they leave office - that could impact the interests of the Company or one of its affiliated companies if it were disclosed, namely operating and trade secrets. This applies in particular to confidential reports and consultations, as well as voting in the Supervisory Board. If a member of the Supervisory Board wants to disclose information to third parties that could potentially be confidential or could include Company secrets, then the member is obligated to inform the Chairman of the Supervisory Board in advance, and give the Chairman an opportunity to state a position. Each Supervisory Board member must ensure that the employees they hire likewise comply with the confidentiality

obligation. If a Supervisory Board member leaves office, then all documents associated with said office must be submitted promptly to the Chairman or, if the Chairman is leaving office, to the successor, or must be destroyed.

- (3) Every member of the Supervisory Board is obligated to uphold the Company's interests. They may not pursue their own personal interests in making decisions, nor may they take advantage of business opportunities for the Company for their own personal gain.
- (4) All members of the Supervisory Board must promptly disclose any conflicts of interest to the Chairman of the Supervisory Board, in particular conflicts that could occur because they are providing advice to or serving on the board of a customer, supplier, creditor or other business partner of the Company. Supervisory Board members must leave office if they are impacted by significant, lasting conflicts of interest. The Supervisory Board shall provide information on any conflicts of interest and how these were handled in its report to the annual shareholder's meeting.
- (5) In accordance with Art. 19 of Regulation (EU) no. 596/2014 (Market Abuse Regulation), all Supervisory Board members must electronically report any transactions on their own account involving shares or debt instruments of the Company or associated derivatives or other associated financial instruments in relation to the Company, both to the Company and to the Federal Financial Supervisory Authority, using the forms the Company provides. Reports must be made promptly, and no later than three business days after the date of the transaction. This obligation also applies to spouses, registered domestic partners, dependent children and other relatives of the Supervisory Board member who had been part of his same household for at least one year at the time the transaction occurred.

The obligation pursuant to sentence 1 also applies to a legal person, trust or partnership, the managerial responsibilities of which are discharged by a member of the Supervisory Board or by a person referred to in sentence 2, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person. Transactions on his own account must only be reported after reaching a total volume of EUR 20,000 within a calendar year.

- (6) Supervisory Board members may not carry out transactions on their own account either directly or indirectly for third parties in conjunction with the shares or debt

instruments of the Company or with derivatives or other associated financial instruments within a defined period of 30 calendar days before the publication of an interim report or an annual financial statement that the Company is obligated to publish by law or by stock exchange regulations.

- (7) All Supervisory Board members have the right to review Management Board reports to be made to the Supervisory Board, as well as templates of the annual financial statement and audit reports. Templates for the annual financial statement and audit reports shall be submitted promptly to all members of the Supervisory Board before a resolution is passed.

Section 4

Chairman of the Supervisory Board and Deputy Chairman

- (1) In accordance with Sec. 27 para. 1 and 2 Co-Determination Act (MitbestG), the Supervisory Board shall elect a Chairman and a Deputy Chairman from among its members. The chairman or members of the Management Board should not directly switch to become Chairman of the Supervisory Board on a regular basis; an intention for such switch must be justified to the annual general meeting. Unless a shorter term is indicated during the election, the Chairman's and Deputy Chairman's terms in office are the same as their terms as members of the Supervisory Board. The election of the Chairman shall take place immediately following the election of the shareholder representatives of the Supervisory Board by the annual general meeting; this meeting does not have to be specifically called.
- (2) The oldest shareholder representative acts as chairman when electing the Chairman.
- (3) The Deputy Chairman must carry out the rights and obligations of the Chairman if the Chairman is prevented from doing so, and there are no contrary provisions in the law or the Articles of Association. The Deputy Chairman does not have a decisive vote.
- (4) If the Chairman leaves office prematurely, or if he is prevented from carrying out that office on a lasting basis, a new Chairman must be elected for the remaining term of the former Chairman. The same applies to the Deputy Chairman. Successors must be elected promptly, at the latest by the start of the next meeting, before handling other agenda items. If the election is held at the start of the next meeting, then this election does not have to be specifically announced in the invitation.

- (5) The Chairman is obligated to carry out the resolutions of the Supervisory Board and its committees. The Chairman is entitled to bind the Company in order to carry out the resolutions of the Supervisory Board and its committees. Furthermore, the Chairman handles correspondence in Supervisory Board issues; in particular, the Chairman leads collaboration by the Supervisory Board with the Management Board and its own members. If the Chairman is prevented from carrying out these duties, then the Deputy Chairman must do so. Only the Chairman (or, if he is unable to do so, the Deputy Chairman) is authorized to receive declarations on behalf of the Supervisory Board.

Section 5

Convocation, meetings

- (1) The Chairman shall call for at least two Supervisory Board meetings during each calendar half year. If necessary, shareholder and employee representatives shall prepare separately for the meetings of the Supervisory Board. Any member of the Supervisory Board as well as the Management Board can request that the Chairman of the Supervisory Board immediately call a meeting of the Supervisory Board, and must provide grounds.
- (2) Supervisory Board meetings are called by the Chairman or, if he is prevented from doing so, by the Deputy Chairman, within a deadline of fourteen days. This can be done orally, in text form, or through electronic communication. The date on which the invitation was sent and the date of the meeting are not included when calculating the deadline. In urgent cases, the Chairman may shorten the convocation deadline.
- (3) The invitation must list the individual items on the agenda, as well as the meeting location and time. Resolution proposals on the individual items of the agenda should be stated promptly before the meeting and in sufficient detail so that absent Supervisory Board members can vote in writing. Necessary documents must be provided promptly before the meeting, in particular for transactions requiring approval. Supplements to the agenda must be delivered by seven days before the meeting, unless the case is urgent and justifies delayed delivery. The Chairman must promptly inform all members of the Supervisory Board of supplements to the agenda.
- (4) The Chairman can cancel or delay a meeting that has been called at the Chairman's own discretion.

- (5) The Chairman leads the meetings. The Chairman appoints the minute keeper, who does not have to be a member of the Supervisory Board, and decides whether to consult experts and others for advice on the individual agenda items.
- (6) The members of the Management Board do not attend Supervisory Board meetings if such meetings consult the statutory auditor as expert, unless the Supervisory Board decides that participation of the Management Board is decisive. In other cases, the members of the Management Board participate in meetings, unless otherwise stipulated by the Chairman of the Supervisory Board.

Section 6 **Resolutions; quorum**

- (1) In general, Supervisory Board resolutions are enacted in meetings. The Chairman leads the meetings. The Chairman sets the order in which agenda items are handled, as well as the type and order of votes. However, if at least two members of the Supervisory Board request secret voting, then voting shall be secret.
- (2) Resolutions shall only be enacted on agenda items that have been announced promptly in the invitation. If an agenda item has not been promptly announced, then a resolution may only be enacted if no member objects. In such cases, absent members of the Supervisory Board shall be given the opportunity to subsequently object to the resolution within a reasonable time period to be set by the Chairman. The resolution shall only go into effect if no absent member of the Supervisory Board objects within the term.
- (3) A Supervisory Board resolution can be enacted at the order of the Chairman through voting by telephone or video conference as well, or outside of the meeting through transmission of votes orally, by telephone, in text form, or through electronic communication. A combination of all of the above ways to pass a resolution is permitted. There shall be no right to object against the manner for passing resolutions selected by the Chairman. Such resolutions are recorded by the Chairman in writing and delivered to all members.
- (4) The Supervisory Board has a quorum if at least half of the members of which it consists take part in passing the resolution. Members are considered to have taken part in the resolution even if they withhold their vote. Members connected through phone or video conference are considered present. Absent members can take part

in the resolution process by submitting their signed vote through another member in text form or through electronic communication.

- (5) Resolutions are passed with a simple majority of votes submitted, unless another majority is required by law. This also applies to elections. If a vote by the Supervisory Board is a tie, another vote shall be taken on the same matter. If it is also a tie, the Chairman shall have two votes. Paragraph 4 sentence 4 also applies to submitting the second vote. The Deputy Chair does not get a second vote. The Chairman shall decide whether to take another vote in that same meeting if there is a tie.
- (6) The Chairman can postpone the resolutions on individual or all items on the agenda for a maximum of four weeks if the same number of representatives of the shareholders and employees would not take part in the resolutions, or if there is another good reason to postpone them. The Chairman is not entitled to postpone the vote again.
- (7) A member of the Supervisory Board cannot take part in the vote on an agenda item if the resolution relates to a legal transaction involving him or the initiation of or settlement of a legal dispute between him and the Company or one of its affiliated companies.

Section 7 Minutes

- (1) Minutes must be taken of the negotiations and resolutions of the Supervisory Board and signed by the Chairman. The minutes must indicate the location and date of the meeting, the participants and the manner of participation, the agenda items, the significant content of the negotiations and resolutions of the Supervisory Board, with the voting results. Any member can request that a motion or objection made by them be recorded in the minutes.
- (2) A copy of the minutes must be distributed to each member of the Supervisory Board and the Management Board promptly after they are prepared. Minutes will not be distributed to the Management Board if Management Board matters are included in the minutes, and the Chairman of the Supervisory Board decides not to send this part of the minutes. The original copy of the minutes must be kept in the Company's files. The above regulations also apply to resolutions enacted outside of meetings.

- (3) The minutes in accordance with paragraph 1 are deemed to be approved if no member of the Supervisory Board that took part in the voting objects to them with a justification and with an alternative suggested text, up to or in the next meeting following receipt of the minutes.

Section 8

General committee regulations

- (1) In addition to the Mediation Committee (Sec. 12) to be formed according to Sec. 27 para. 3 MitbestG, the Supervisory Board shall also form a Presiding Committee (Sec. 9), an Audit Committee (Sec. 10) and a Nomination Committee (Sec. 11) from its members. Further committees can be formed if necessary. The committees can be assigned any decision-making power of the Supervisory Board, if permitted by law.
- (2) When forming a committee, the Supervisory Board can name a member of the committee as chairman, unless otherwise regulated by law, the Articles of Association or these rules of procedure. If such committee chairman is not selected by the Supervisory Board, the committee shall select a chairman from among its members. The chairman or members of the Management Board should not directly switch to become chairman of a Supervisory Board committee on a regular basis; an intention for such switch must be justified to the annual general meeting..
- (3) Committee chairmen shall call committee meetings.
- (4) If the committee chairman is prevented from doing so, a member of the committee named by him shall lead the meeting; this does not apply to the Mediation Committee. The named representative shall not be entitled to a second vote on tie votes as granted to the committee chairman.
- (5) If a member of a committee elected by the Supervisory Board leaves the committee or is prevented from carrying out his office on a lasting basis, the Supervisory Board shall elect a successor for his remaining term promptly, at least in its next meeting.
- (6) The chairmen of the committees shall report regularly to the Supervisory Board on significant results of the committee's negotiations - at the latest in the next meeting. In the cases of Sec. 9 paragraph 2 a) – f) of these rules of procedure, the chairmen must only state that a resolution was passed, and the object of that resolution.

- (7) The committee has a quorum if at least three of the members take part in passing the resolution. This does not apply to the Mediation Committee to be formed in accordance with Sec. 27 para. 3 MitbestG, which shall only have a quorum if all four members take part in the vote.
- (8) If a vote by the committee is a tie, another vote shall be taken on the same matter. If it is also a tie, the committee chairman shall have two votes. This does not apply to the Mediation Committee to be formed in accordance with Sec. 27 para. 3 MitbestG.
- (9) The members of the Management Board do not attend committee meetings if such meetings consult the statutory auditor as expert, unless the committee decides that participation of the Management Board is decisive. In other cases, the members of the Management Board shall participate in committee meetings, if requested to do so by the chairman of the committee.
- (10) Furthermore, the regulations established for Supervisory Board voting procedures in Sec. 12 of the Articles of Association and in Sections 5, 6 and 7 of these rules of procedure shall apply to the committee proceedings, unless otherwise stipulated above or below for the committee's work.

Section 9 Presiding Committee

- (1) The Presiding Committee consists of four members. Two shareholder and two employee representatives shall belong to the Presiding Committee. The chairman of the Presiding Committee is the Chairman of the Supervisory Board, and the Deputy Chairman of the Supervisory Board is also a member of the committee. The other members are elected by the Supervisory Board.
- (2) The Presiding Committee shall prepare personnel decisions by the Supervisory Board, in particular appointing and recalling Management Board members, naming the chairman and decisions on Management Board compensation. Members of the Management Board may not be older than 65, and the Supervisory Board should strive for diversity in the composition of the Management Board. The Presiding Committee shall pass resolutions in place of the Supervisory Board regarding:
 - a) execution, changes and termination of the employment and pension contracts of Management Board members,

- b) representing the Company toward Management Board members according to Sec. 112 AktG,
 - c) consenting to transactions valued over EUR 5,000 between the Company or one of its affiliated companies and a Management Board member or persons or companies related to a member of the Management Board. As related person or company in the sense of this paragraph is considered a family member according to Sec. 15 Fiscal Code (AO) or companies in which a member of the Management Board or their family member according to Sec. 15 AO holds over 20% of the capital or voting rights, either alone or jointly;
 - d) approval of other activities of a Management Board member in accordance with Sec. 88 AktG and approval of other ancillary duties, including the question of offsetting compensation, in particular to carry out supervisory board duties and duties on comparable controlling bodies of companies outside of the group;
 - e) granting loans to persons listed in Secs. 89, 115 AktG and
 - f) consenting to contracts with members of the Supervisory Board in accordance with Sec. 114 AktG.
- (3) The Presiding Committee is responsible for approving Company transactions with related parties in accordance with Sec. 111b para. 1 AktG. When passing its resolution, it may not consist of members participating in the transaction as a related party in the sense of Sec. 111a para. 1 clause 2 AktG. The Presiding Committee must be composed of a majority of members with no potential conflicts of interest due to their relationships with related parties.
- (4) The Presiding Committee shall regularly discuss long-term succession planning for the Management Board.
- (5) Members of the Management Board or Supervisory Board must disclose conflicts of interest to the chairman. The chairman shall inform the members of the Presiding Committee. If the chairman has a conflict of interest, he shall disclose this to the Presiding Committee.

- (6) Minutes must be taken of all meetings of the Presiding Committee. The minutes must be signed by the chairman of the committee, and a copy distributed to each committee member. Sec. 7 para. 3 of these rules of procedure applies accordingly to approval of the minutes. The minutes shall be kept by the committee chairman, and members of the committee may view the minutes by requesting them from the chair.

Section 10

Audit Committee

- (1) The Audit Committee consists of six members. Both shareholders and employees must be represented on the Audit Committee. The chairman of the Audit Committee should be a shareholder representative of the Supervisory Board, but not the Chairman of the Supervisory Board. The chairman of the Audit Committee must have unique expertise and knowledge on applying accounting policies and internal control procedures, and must be familiar with the audit and independent. At least one additional member of the Audit Committee must have expertise in the field of auditing. Members of the Audit Committee must, as a whole, be familiar with the sector in which the Company is active.
- (2) The Audit Committee shall prepare the Supervisory Board's decisions on adopting the annual financial statement and approving the consolidated financial statement. It must complete a preliminary review of the annual financial statement, the consolidated financial statement, the management report and group management report for this purpose, as well as the suggested appropriation of earnings. The auditor shall take part in these negotiations of the audit committee. The auditor shall report on the significant results of the audit, in particular significant weaknesses in the internal control and risk management system in relation to the accounting process. In addition, the Audit Committee shall discuss the semi-annual and quarterly financial reports with the Management Board before they are published.
- (3) The Audit Committee shall make a recommendation to the Supervisory Board for its proposal for the appointment of the auditor at the annual general meeting. Furthermore, the Audit Committee shall prepare the agreement with the auditor (in particular the audit mandate, the stipulated audit items and the fee arrangement). They shall take all measures required by law and otherwise suitable to ensure and monitor the independence of the auditor. They shall validate the Management Board report on conclusions in the selection process. The Audit Committee shall regularly evaluate the quality of the audit.

- (4) The Audit Committee shall be responsible for agreeing to assign non-prohibited non-audit services to the auditor in accordance with Sec. 319a para. 3 German Commercial Code (HGB) and regulation (EU) 537/2014 (auditor directive). It can enact guidelines for non-prohibited tax consulting services in accordance with Sec. 319a para. 3 HGB, within the framework of which assigning such services does not require individual approval.
- (5) Furthermore, the Audit Committee shall support the Supervisory Board in monitoring how the business is managed, and shall in particular audit the accounting, monitor the accounting process, ensure the effectiveness of the internal control system, the risk management system, the internal audit system and compliance. It can make suggestions or recommendations to ensure the integrity of the accounting process. The Audit Committee may exercise the particular rights of review and audit of the Supervisory Board in accordance with Sec. 111 para. 2 AktG for this purpose.
- (6) Each member of the Audit Committee is permitted to obtain information via the chairman of the Audit Committee directly from the heads of those central departments of the Company that are responsible within the Company for the tasks associated with the Audit Committee in accordance with Section 10 of these Rules of Procedure. The chairman of the Audit Committee is required to communicate the information thus obtained to all members of the Audit Committee. The Management Board must be notified without delay if information is obtained in accordance with sentence 1.

Section 11 Nomination Committee

- (1) The Nomination Committee consists of three shareholder representatives of the Supervisory Board. They are elected by a majority of votes of shareholder representatives of the Supervisory Board.
- (2) The Nomination Committee nominates suitable candidates to the Supervisory Board for their election proposals to the annual general meeting. In doing so, the Nomination Committee shall consider the independence of the candidates from the Company and its Management Board, as well as from a controlling shareholder.

- (3) The Nomination Committee shall prepare the decisions of shareholder representatives of the Supervisory Board regarding their assessment of the independence from the Company and the Management Board for each shareholder member.

Section 12

Mediation Committee according to Sec. 27 para. 3 MitbestG

Directly after electing the Chairman and Deputy Chairman, the Supervisory Board shall form a committee in accordance with Sec. 27 para. 3 clause 1 MitbestG in order to carry out its duties described in Sec. 31 para. 3 clause 1 MitbestG. Such committee shall include the Chairman, Deputy Chairman and two other members, one of whom must be an employee representative and one of whom must be a shareholder representative of the Supervisory Board. They must be elected with a majority of votes cast. The chairman of this committee is the Chairman of the Supervisory Board.

Section 13

Coming into Force

These rules of procedure shall come into force through a resolution of the Supervisory Board. The regulations of these rules of procedure shall only apply if they do not violate the Articles of Association in its current valid version.