Explanatory Notes
on Shareholders' Rights

Annual General Meeting — Virtual Annual General Meeting without the Physical Presence of Shareholders — of Gerresheimer AG on June 5, 2025, 10:00 hrs CEST

Explanatory notes on shareholders' rights pursuant to § 122 (2), § 126 (1), § 127 Aktiengesetz (AktG, German Stock Corporation Act), § 130a AktG, § 131 (1) AktG and § 118a (1) Sentence 2 No. 8 in conjunction with § 245 AktG

In accordance with § 118a AktG in conjunction with § 26n Einführungsgesetz zum Aktiengesetz (EGAktG, Act Introducing the German Stock Corporation Act), the Annual General Meeting will be held as a virtual Annual General Meeting. The convocation of the virtual Annual General Meeting includes information on shareholders' rights pursuant to § 122 (2) AktG, § 126 (1) AktG, § 127 AktG, § 130a AktG, § 131 (1) AktG and § 118a (1) Sentence 2 in conjunction with § 245 AktG. The information below provides a more detailed explanation of these provisions.

I. Requests for additions to the agenda pursuant to § 122 (2) AktG

Under § 122 (2) AktG, shareholders whose shares represent in aggregate a proportionate amount of the capital stock of EUR 500,000 (currently corresponding to 500,000 shares) may request that items are placed on the agenda and published.

Requests for additions must be sent to the Management Board of Gerresheimer AG (hereinafter the "Company") either in writing at the following address

Gerresheimer AG
- Management Board -
Klaus-Bungert-Str. 4
40468 Duesseldorf, Germany

or in electronic form, including a qualified electronic signature (§ 126a Bürgerliches Gesetzbuch (BGB, German Civil Code)), at the following e-mail address

gerresheimer.ir@gerresheimer.com

Requests for additions to the agenda that are addressed to a different recipient will not be considered.

Requests must be received by the Company at least 30 days before the Annual General Meeting; the date of receipt and the date of the Annual General Meeting are not to be included in the calculation. The last possible date of receipt is therefore Monday, May 5, 2025, 24:00 hrs CEST. Requests for additions received later will not be considered.

Each new agenda item must be accompanied by an explanation or a proposal for resolution. Applicants must prove that they have owned their shares for at least 90 days prior to the date upon which their request is received and that

they will hold the shares until the Management Board has reached a decision on the request. Confirmation from the shareholder's custodian bank is sufficient as proof of ownership.

§ 121 (7) AktG must be applied mutatis mutandis to the calculation of the period. This provision states that, in the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Furthermore, rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. §§ 187 to 193 BGB are not to be applied mutatis mutandis. Likewise, the date on which the request is received is not to be counted when calculating the period. § 70 AktG must also be taken into account when calculating the minimum period of ownership. Under the criteria mentioned in this provision, beneficial ownership has equal status with legal ownership.

The request must be signed by all shareholders who together achieve the necessary quorum or by their duly appointed representatives or must be submitted in electronic form in accordance with § 126a BGB (i.e., with a qualified electronic signature).

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

II. Countermotions and nominations by shareholders pursuant to §§ 126 (1) and 127 AktG

In accordance with § 126 (1) AktG, shareholders can submit countermotions to proposals by the Management Board and/or Supervisory Board on specific items of the agenda.
No countermotions can be made regarding agenda items 6 (approval of the remuneration report for the 2024 financial year (December 1, 2023 · November 30, 2024) prepared and audited in accordance with Section 162 AktG) and 7 (Resolution on the approval of the remuneration system for members of the Management Board).

Countermotions and proof of shareholder status must be sent exclusively by e-mail to:

gerresheimer.ir@gerresheimer.com

In accordance with § 126 (1) AktG, motions by shareholders, including the name of the shareholder, the justification and any position taken by the Management Board or Supervisory Board, must be made available to the entitled parties specified in § 125 (1) to (3) AktG subject to the criteria laid down therein, as well as via the Company's website https://www.gerresheimer.com/agm, if the shareholder has sent a countermotion to a Management Board and/or Supervisory Board proposal on a specific item of the agenda, stating the justification, to the above address at least 14 days before the Company's Annual General Meeting. The date of receipt and the date of the Annual General Meeting are not to be included in the calculation. The last possible date of receipt is therefore Wednesday, May 21, 2025, 24:00 hrs CEST.

Under § 126 (2) Sentence 1 AktG, a countermotion and the reasons for which it is being made need not be made accessible:

1. if the management board would be liable to punishment under law, were it to make such proposal accessible;
2. if the countermotion were to result in the general meeting adopting a resolution that is in violation of the law or of the statute;

3. if the justification consists of false or misleading statements regarding essential aspects, or if they are insulting;

4. if a countermotion made by the shareholder based on the same facts and circumstances has already been made accessible for a general meeting of the company pursuant to § 125 AktG;

5. if the same countermotion of the shareholder, citing essentially the same reasons, has been made accessible pursuant to § 125 AktG in the past five (5) years to at least two (2) general meetings of the company, and if less than one-twentieth of the share capital represented voted for this countermotion at the general meeting;

6. if the shareholder indicates that they will not attend the general meeting and will not have a proxy represent them;

7. if, in the past two (2) years at two (2) general meetings, the shareholder has failed to propose or to have proposed a countermotion regarding which he has informed the company.

In accordance with § 126 (2) Sentence 2 AktG, the justification does not need to be made accessible if it amounts to more than 5,000 characters in total. If several shareholders submit countermotions to the same proposed resolution, the Management Board may summarize the countermotions and their justification in accordance with § 126 (3) AktG.

Every shareholder has the right to submit nominations for the election of auditors (agenda item 5 of the convocation notice). The above statements pursuant to § 127 Sentence 1 AktG apply mutatis mutandis to these nominations. However, no justification needs to be stated for nominations by shareholders. Nominations for the election of the auditor also do not need to be made accessible if the name, occupation and place of residence are not included in the case of a proposed natural person, or if the company name and registered office are not included in the case of a proposed audit firm.

At the virtual Annual General Meeting, countermotions or nominations to be made accessible are regarded as submitted at the time they are made accessible. Voting rights relating to such motions may also be exercised before the Annual General Meeting if the criteria for exercising voting rights are met. If the shareholder who submitted the motion or nomination that has been made accessible is not duly registered for the Annual General Meeting, the motion does not have to be addressed at the Annual General Meeting.

In addition, shareholders who participate in the Annual General Meeting online have the right to submit countermotions within the meaning of § 126 AktG and nominations within the meaning of § 127 AktG at the Annual General Meeting, regardless of whether they have been made accessible or not. Such motions and nominations may be part of an intervention. To exercise these rights at the Annual General Meeting, the means of video communication offered by the Company in the InvestorPortal must be used, and shareholders therefore require online access to the Annual General Meeting. A prerequisite for exercising these rights is that each shareholder submits an advance request to speak in the InvestorPortal. This is only possible on the day of the Annual General Meeting from 9:30 am (CEST).

The above-mentioned rights may also be exercised by third parties authorized by a shareholder. However, the proxies appointed by the Company will not exercise the above-mentioned rights on behalf of the shareholders granting them power of proxy.

The Company reserves the right to review the functionality of video communication between the shareholder or authorized representative and the Company at the meeting in advance and to reject the request to speak if the functionality is not assured.

Voting rights relating to countermotions or nominations may be exercised exclusively via the InvestorPortal.

III. Right to submit statements pursuant to §§ 130a (1) to (4) AktG

Shareholders who have duly registered for the Annual General Meeting have the right to submit statements on the agenda items by means of electronic communication via the InvestorPortal at

www.gerresheimer.com/agm

in text form before the Annual General Meeting.

Statements must be submitted by no later than five days before the Annual General Meeting, i.e., by Friday, May 30, 2025 24:00 hrs (CEST). They must not exceed 10,000 characters, and only one statement may be submitted per securities account.

Submitted statements that meet these requirements will be made accessible, including the name of the shareholder, in the InvestorPortal at the latest four days before the Annual General Meeting, i.e., by Saturday, May 31, 2025 24:00 hrs (CEST). Statements will not be made accessible if the Management Board would be liable to punishment under law, were it to make such proposal accessible; the statement makes manifestly false or misleading statements regarding essential aspects or is insulting; or if the shareholder indicates that they will not attend the Annual General Meeting and will not have a proxy represent them.

Questions, requests, nominations and objections to resolutions of the Annual General Meeting that are included in statements will not be considered as such. They must be submitted or declared in the ways stated separately in this convocation notice.

IV. Right of shareholders to speak pursuant to § 130a (5) and (6) AktG

Shareholders who participate in the Annual General Meeting online have a right to speak at the Annual General Meeting. Requests for information may be part of an intervention. The same applies to motions and nominations.

To exercise the right to speak, the means of video communication offered by the Company in the InvestorPortal must be used. Shareholders therefore require online access to the Annual General Meeting. A prerequisite for exercising the right to speak is that each shareholder or their authorized representative submits an advance request to speak in the InvestorPortal. This is only possible on the day of the Annual General Meeting from 9:30 am (CEST) to the time determined by the chair of the meeting.

The right to speak may also be exercised by third parties authorized by a shareholder. However, the proxies appointed by the Company will not exercise this right on behalf of the shareholders granting them power of proxy.

The Company reserves the right to review the functionality of video communication between the shareholder or authorized representative and the Company at the meeting in advance and to reject the request to speak if the functionality is not assured.

According to § 18 (3) of the Company's Articles of Association, the chair of the meeting is entitled to set an appropriate time limit governing the right of shareholders and shareholder representatives to speak. In particular, the chair of the meeting is authorized to set an appropriate time limit for the entire course of the Annual General Meeting, as well as for individual agenda items and individual interventions. This authorization also applies to the virtual Annual General Meeting.

V. Right of shareholders to information pursuant to § 131 AktG

Shareholders who participate in the Annual General Meeting online have a right to information at the Annual General Meeting. It is not possible to submit questions in advance of the Annual General Meeting.

To exercise the right to information, the means of video communication offered by the Company in the InvestorPortal must be used. Shareholders therefore require online access to the Annual General Meeting. A prerequisite for exercising the right to information is that each shareholder or their authorized representative submits an advance request to speak in the InvestorPortal. This is only possible on the day of the Annual General Meeting from 9:30 am (CEST) to the time determined by the chair of the meeting.

The right to information may also be exercised by third parties authorized by a shareholder. However, the proxies appointed by the Company will not exercise this right on behalf of the shareholders granting them power of proxy.

The Company reserves the right to review the functionality of video communication between the shareholder or authorized representative and the Company at the meeting in advance and to reject the request to speak if the functionality is not assured.

According to § 18 (3) of the Company's Articles of Association, the chair of the meeting is entitled to set an appropriate time limit governing the right of shareholders and shareholder representatives to ask questions. In particular, the chair of the meeting is authorized to set an appropriate time limit for the entire course of the Annual General Meeting, individual agenda items and individual questions and interventions. This authorization also applies to the virtual Annual General Meeting.

Pursuant to § 131 (1) AktG, the shareholders' right to information covers information about Company matters, insofar as this information is necessary for a proper appraisal of an agenda item. The Management Board's duty to provide information also applies to the Company's legal and business relationships with its affiliated companies. The duty to provide information also relates to the situation of the Group and the companies included in the consolidated financial statements.

Under § 131 (3) AktG, the Management Board may refuse to provide the information

1. if, according to reasonable commercial judgment, disclosing the information is likely to cause a not inconsiderable disadvantage for the company or an affiliated company;
2. if the information refers to carrying amounts for tax purposes or the amount of individual taxes;
3. if the information refers to the difference between the value at which items were stated in the annual balance sheet and a higher value of such items, unless the general meeting adopts the annual financial statements;
4. if the information refers to the accounting and valuation methods if the disclosure of these methods in the notes to the financial statements is sufficient to convey a true and fair view of the company's net assets position, financial position and results of operations within the meaning of § 264 (2) Handelsgesetzbuch (HGB, German Commercial Code); this does not apply if the general meeting adopts the annual financial statements;
5. if the management board would be liable to punishment under law, were it to provide the information;
6. if, in the case of a credit institution, financial services provider or investment firm, no information need be provided regarding accounting and valuation methods applied and offsetting performed in the annual financial statements, management report, consolidated financial statements or Group management report;
7. if the information is continuously accessible on the company's website for at least seven days before the beginning of the general meeting and during the general meeting.

The information may not be refused for other reasons.

If information is provided to a shareholder outside the Annual General Meeting due to that person's status as a shareholder, the information must, pursuant to § 131 (4) AktG, be provided to any other shareholder at their request at the Annual General Meeting, even if the information is not necessary for a proper appraisal of the agenda item. A corresponding request must be submitted via the InvestorPortal as a verbal contribution by means of video communication at the Annual General Meeting. In this case, the Management Board may not refuse the information for the reasons specified in numbers 1 to 4 above.

If a shareholder is refused information, they may request in accordance with § 131 (5) AktG that their question and the reason for which the information was refused be recorded in the minutes of the meeting. This request must be sent via the InvestorPortal.

VI. Right of shareholders to object

From the beginning to the end of the virtual Annual General Meeting, duly registered shareholders or their authorized representatives may declare an objection to resolutions at the Annual General Meeting for recording by the officiating notary. Such an objection must be lodged by electronic means via the InvestorPortal using the button provided. The Company's proxies will not declare any objections to resolutions at the Annual General Meeting for recording by the officiating notary.