Explanatory Notes on Shareholders' Rights

Annual General Meeting of Gerresheimer AG to be held on September 1, 2026, at 10:00 a.m. CEST
— as a virtual general meeting without the physical presence of shareholders —

– Translation for Convenience Purposes –

Explanatory Notes on Shareholders' Rights Pursuant to Section 122(2), Section 126(1), Section 127, Section 130a, and Section 131(1) of the German Stock Corporation Act (AktG), as well as Section 118a(1), Sentence 2, No. 8, in conjunction with Section 245 of the German Stock Corporation Act (AktG)

The Annual General Meeting will be held as a virtual Annual General Meeting in accordance with Section 118a of the German Stock Corporation Act (AktG). The notice convening the virtual Annual General Meeting contains information regarding the rights of shareholders pursuant to Section 122(2) of the German Stock Corporation Act (AktG), Section 126(1) of the German Stock Corporation Act (AktG), Section 127 of the German Stock Corporation Act (AktG), Section 130a of the German Stock Corporation Act (AktG), Section 131(1) of the German Stock Corporation Act (AktG), and Section 118a(1), second sentence, No. 8, in conjunction with Section 245 of the German Stock Corporation Act (AktG). The following information serves to further explain these provisions.

I. Motions to amend the agenda pursuant to Section 122(2) of the German Stock Corporation Act (AktG)

Shareholders whose shares together represent a proportionate amount of the share capital of 500,000 euros (currently corresponding to 500,000 shares) may, pursuant to Section 122(2) of the German Stock Corporation Act (AktG), request that items be added to the agenda and announced.

The request for inclusion must be addressed to the Executive Board of Gerresheimer AG (hereinafter the "Company"). It must be submitted in writing to the following address

Gerresheimer AG
- Executive Board -
Peter-Müller-Str. 3
40468 Düsseldorf

or in electronic form with a qualified electronic signature (Section 126a of the German Civil Code (BGB)) via email to the following address

gerresheimer.ir@gerresheimer.com

Motions to amend the agenda addressed to any other party will not be considered.

The request must be received by the company **at least 30 days prior to the Annual General Meeting**; the day of receipt and the day of the Annual General Meeting are not included in this

calculation. The latest possible date of receipt is therefore **Saturday, August 1, 2026 (12:00 a.m. CEST)**. Requests for additions received after this date will not be considered.

Each new agenda item must be accompanied by a statement of reasons or a draft resolution. Petitioners must provide evidence that they have been shareholders for at least 90 days prior to the date of receipt of the request and that they will continue to hold the shares until the Executive Board has decided on the request. A corresponding confirmation from the custodian bank is sufficient as proof.

Section 121(7) of the German Stock Corporation Act (AktG) applies mutatis mutandis to the calculation of deadlines. Accordingly, when calculating deadlines and dates retroactively from the date of the meeting, the day of the meeting itself is not included. Furthermore, a rescheduling from a Sunday, a Saturday, or a public holiday to an preceding or following business day is not permitted. Sections 187 through 193 of the German Civil Code (BGB) do not apply by analogy. The day the request is received is also not to be included in the calculation. Furthermore, Section 70 of the German Stock Corporation Act (AktG) must be observed when calculating the minimum holding period. Under the conditions specified therein, beneficial ownership is treated as equivalent to legal ownership.

The motion must be signed by all shareholders who together reach the required quorum, or by their duly appointed representatives, or submitted in electronic form in accordance with Section 126a of the German Civil Code (BGB) (i.e., with a qualified electronic signature).

Any additions to the agenda that are subject to publication—unless they were already announced with the notice of the meeting—shall be published in the Federal Gazette immediately upon receipt of the request and forwarded for publication to media outlets that can be expected to disseminate the information throughout the European Union. They will also be posted on the website
www.gerresheimer.com/hv
and communicated in accordance with Section 125(1), third sentence, of the German Stock Corporation Act (AktG).

II. Counter-motions and nominations by shareholders pursuant to Sections 126(1) and 127 of the German Stock Corporation Act (AktG)

Shareholders may, pursuant to Section 126(1) of the German Stock Corporation Act (AktG), submit counter-proposals to proposals made by the Management Board and/or the Supervisory Board regarding specific items on the agenda.

No counterproposals may be submitted regarding agenda items 6 (Approval of the compensation report for the 2025 fiscal year (December 1, 2024 – November 30, 2025), prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG)) and 7 (Resolution on the approval of the compensation system for members of the Executive Board).

Counterproposals and proof of shareholder status must be submitted exclusively by email to:
gerresheimer.ir@gerresheimer.com

Pursuant to Section 126(1) of the German Stock Corporation Act (AktG), shareholder motions—including the shareholder's name, the rationale, and any statement from management—must be made available to the parties entitled under Section 125(1) through (3) of the AktG in accordance with the conditions set forth therein, as well as via the Company's website at https://www.gerresheimer.com/hv, provided that the shareholder has sent a counterproposal to the above address at least 14 days prior to the company's Annual General Meeting, opposing a proposal by the Executive Board and/or Supervisory Board regarding a specific agenda item and providing a statement of reasons. The day of receipt and the day of the Annual General Meeting are not included in this calculation. The latest possible date of receipt is therefore **Monday, August 17, 2026, at 12:00 a.m. CEST.**

Pursuant to Section 126(2), first sentence, of the German Stock Corporation Act (AktG), a counterproposal and its justification need not be made available,

1. provided that making it available would render the Executive Board liable to criminal prosecution,

2. if the counterproposal would lead to a resolution by the Annual General Meeting that violates the law or the Articles of Association,

3. if the statement of reasons contains information that is manifestly false or misleading on material points, or if it contains insults,

4. if a counterproposal by the shareholder based on the same facts has already been made available at a General Meeting of the company pursuant to Section 125 of the German Stock Corporation Act (AktG),

5. if the same counterproposal by the shareholder, based on substantially the same grounds, has already been made available at at least two of the company's annual meetings over the past five years pursuant to Section 125 of the German Stock Corporation Act (AktG), and less than one-twentieth of the share capital represented at the annual meeting voted in favor of it,

6. if the shareholder indicates that he or she will not attend the Annual General Meeting and will not be represented, or

7. if, in the past two years, the shareholder has failed to submit or have submitted a counterproposal that he or she had previously announced at two Annual General Meetings.

Pursuant to Section 126(2), second sentence, of the German Stock Corporation Act (AktG), the statement of reasons need not be made available if it exceeds 5,000 characters in total. If several shareholders submit counter-proposals regarding the same subject matter of the resolution, the Executive Board may consolidate the counter-proposals and their statements of reasons in accordance with Section 126(3) of the German Stock Corporation Act (AktG).

Each shareholder also has the right to submit nominations for the election of auditors or members of the Supervisory Board (agenda items 4 and 7 of the notice of meeting). The foregoing provisions pursuant to Section 127, Sentence 1 of the German Stock Corporation Act (AktG) apply mutatis mutandis to these nominations. However, nominations by shareholders need not be accompanied by a statement of reasons. Nominations for the election of the auditor need not be made available even if, in the case of a proposed natural person, the name, profession, and place of residence are not included, or, in the case of a proposed auditing firm, the company name and registered office are not included.

Counter-motions or nominations that are to be made available are deemed to have been submitted at the time they are made available at the virtual annual meeting. Voting rights regarding such motions may be exercised even before the general meeting, provided the requirements for exercising voting rights are met. If the shareholder who submitted the motion or nomination that has been made available has not properly registered for the general meeting, the motion need not be considered at the general meeting.

Shareholders participating in the Annual General Meeting via electronic means also have the right to submit counter-motions within the meaning of Section 126 of the German Stock Corporation Act (AktG) and to propose candidates for election within the meaning of Section 127 of the German Stock Corporation Act (AktG) during the Annual General Meeting, regardless of whether they have been made available or not. Such motions and nominations may form part of a speech. To exercise these rights at the Annual General Meeting, shareholders must use the video communication service provided by the company on the InvestorPortal, which requires shareholders to connect electronically to the Annual General Meeting. Exercising these rights

requires that each shareholder first request the floor via the InvestorPortal. This is possible exclusively **on the day of the Annual General Meeting starting at 9:30 a.m. (CEST)**.

The above rights may also be exercised by third parties authorized by a shareholder. However, the proxies appointed by the company do not exercise the above rights on behalf of the shareholders who have authorized them.

The company reserves the right to verify in advance the functionality of the video communication between a shareholder or proxy and the company during the meeting and to reject the request to speak if functionality cannot be ensured.

Voting on counter-motions or nominations is possible exclusively via the InvestorPortal.

III. Right to Submit Statements Pursuant to Sections 130a(1) through (4) of the German Stock Corporation Act (AktG)

Shareholders who have duly registered for the Annual General Meeting have the right to submit statements regarding the items on the agenda prior to the Annual General Meeting via electronic communication through the InvestorPortal at
www.gerresheimer.com/hv

in text form.

Comments must be submitted no later than five days before the Annual General Meeting, i.e., by **Wednesday, August 26, 2026, at 12:00 a.m. (CEST)**. They may not exceed 10,000 characters (including spaces). Only one comment may be submitted per securities account.

Submitted comments that meet these requirements will be made available on the InvestorPortal no later than four days before the Annual General Meeting, i.e., by **Thursday, August 27, 2026, at 12:00 a.m. (CEST)**, along with the shareholder's name. Comments will not be made available if doing so would render the Executive Board liable to criminal prosecution, if the comment contains information that is obviously false or misleading in material respects or contains insults, or if the submitting shareholder indicates that he or she will not attend the Annual General Meeting and will not be represented.

Questions, motions, nominations, and objections to resolutions of the Annual General Meeting contained in statements will not be considered as such. These must be submitted, raised, or declared exclusively through the channels specified separately in this notice of meeting.

IV. Shareholders' Right to Speak Pursuant to Section 130a, Paragraphs 5 and 6 of the German Stock Corporation Act (AktG)

Shareholders participating in the Annual General Meeting via electronic means have the right to speak at the Annual General Meeting. Requests for information may be included in a speech. Similarly, motions and nominations may be included in a speech.

To exercise the right to speak, shareholders must use the video communication service provided by the company on the InvestorPortal, which requires shareholders to connect electronically to the Annual General Meeting. To exercise the right to speak, each shareholder or their proxy must first request the floor via the InvestorPortal. This is possible exclusively **on the day of the Annual General Meeting from 9:30 a.m. (CEST)** until the time specified by the chairperson 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 do not exercise this right on behalf of the shareholders who have authorized them.

The company reserves the right to verify in advance the functionality of the video communication between a shareholder or proxy and the company during the meeting and to reject the request to speak if functionality cannot be ensured.

Pursuant to Section 18(3) of the Company's Articles of Association, the chairperson of the meeting is authorized to impose reasonable time limits on the right of shareholders and shareholder representatives to speak. In particular, the chairperson is authorized to set reasonable time limits for the entire course of the Annual General Meeting, for individual agenda items, and for individual remarks. This authorization also applies to the virtual Annual General Meeting.

v. Shareholders' Right to Information Pursuant to Section 131 of the German Stock Corporation Act (AktG)

Shareholders participating in the Annual General Meeting via electronic means have a right to information during the meeting. It is not possible to submit questions in advance of the Annual General Meeting.

To exercise the right to information, shareholders must use the video communication service provided by the company on the InvestorPortal, which requires shareholders to connect electronically to the Annual General Meeting. Exercising the right to information requires that each shareholder or their proxy first request the floor via the InvestorPortal. This is possible exclusively **on the day of the Annual General Meeting from 9:30 a.m. (CEST)** until the time specified by the chairperson 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 do not exercise this right on behalf of the shareholders who have authorized them.

The company reserves the right to verify in advance the functionality of the video communication between a shareholder or proxy and the company during the meeting and to reject the request to speak if functionality cannot be ensured.

Pursuant to Section 18(3) of the Company's Articles of Association, the chairperson of the meeting is authorized to impose reasonable time limits on the right of shareholders and shareholder representatives to ask questions. In particular, the chairperson is authorized to set reasonable time limits during the Annual General Meeting for the entire proceedings, for individual agenda items, and for individual questions or remarks. This authorization also applies to the virtual Annual General Meeting.

Pursuant to Section 131(1) of the German Stock Corporation Act (AktG), shareholders' right to information includes the right to receive information regarding the company's affairs to the extent that such information is necessary for a proper assessment of an item on the agenda. The Executive Board's duty to provide information also extends to the company's legal and business relationships with its affiliated companies. Furthermore, this duty to provide information also applies to the financial position of the Group and the companies included in the consolidated financial statements.

The Executive Board may refuse to provide information pursuant to Section 131(3) of the German Stock Corporation Act (AktG),

1. to the extent that, based on reasonable business judgment, providing such information is likely to cause the company or an affiliated company a significant disadvantage,

2. to the extent that it relates to tax valuations or the amount of individual taxes,

3. to the difference between the value at which assets are stated in the annual balance sheet and a higher value of such assets, unless the Annual General Meeting approves the annual financial statements,

4. regarding accounting and valuation methods, provided that 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, financial position, and results of operations within the meaning of Section 264(2) of the German Commercial Code (HGB); this does not apply if the Annual General Meeting approves the annual financial statements,

5. to the extent that the Executive Board would be liable to criminal prosecution by providing such information,

6. to the extent that, in the case of a credit institution, financial services institution, or securities firm, disclosures regarding
the accounting and valuation methods applied, as well as offsets made in the annual financial statements, management report, consolidated financial statements, or consolidated management report,

7. to the extent that the information is continuously available on the company's website for at least seven days prior to the start of the Annual General Meeting and during the meeting itself.

Information may not be withheld for any other reasons.

If information has been provided to a shareholder outside the Annual General Meeting by virtue of the shareholder's status as a shareholder, such information must be provided to any other shareholder upon request at the Annual General Meeting in accordance with Section 131(4) of the German Stock Corporation Act (AktG), even if it is not necessary for a proper assessment of the agenda item. Such a request must be made via video communication as part of a spoken contribution through the InvestorPortal during the Annual General Meeting. In this case, the Executive Board may not refuse to provide the information pursuant to the aforementioned items 1 through 4.

If a shareholder is denied information, he or she may, pursuant to Section 131(5) of the German Stock Corporation Act (AktG), request that his or her question and the reason for which the information was denied be included in the minutes of the meeting. This request must be submitted via the InvestorPortal.

VI. Shareholders' Right to Object

Shareholders who have duly registered, or their authorized representatives, may, from the beginning to the end of the virtual Annual General Meeting, electronically file an objection to resolutions of the Annual General Meeting via the InvestorPortal using the button provided for this purpose, to be recorded in the minutes by the presiding notary. The Company's proxies shall not file any objections to resolutions of the Annual General Meeting to be recorded in the minutes by the presiding notary.