ARTICLES OF ASSOCIATION

of

Gerresheimer AG

I. General provisions

§ 1
Company name, registered seat, financial year

(1) The name of the company is Gerresheimer AG.

(2) The company's registered seat is Düsseldorf.

(3) The financial year commences on December 1 each year and ends on November 30 of the following year.

§ 2
Object of business

(1) The object of business is management of a group of companies which operates particularly in the field of development, production and marketing of glassware, plastics and packaging materials of all kinds and ancillary products for the pharma and life-science industry, and provision of consultancy and other services in these areas; management also comprises the provision of services to companies in the group.

(2) The company may also engage in activity in the areas mentioned in paragraph 1. It is entitled to undertake all measures and business transactions which appear conducive to the object of business. For this purpose it may in particular set up branches and acquire, participate in and sell other companies in Germany and other countries, although financial services within the meaning of section 1 (2) of the German Banking Act are excluded. It may include under its management any companies in which it holds a majority interest or it may restrict itself to administration of the interest. It may wholly or partly hive off its operations to affiliated companies.

§ 3
Announcements and information

(1) Announcements by the Company are made in the Federal Law Gazette (Bundesanzeiger).

(2) The company is entitled to provide information to shareholders by way of remote data transmission.

II. Capital stock and shares

§ 4
Capital stock and shares

(1) The company's capital stock totals EUR 34,540,000.00 (in words: thirty-four million five hundred forty thousand euros).

(2) The capital stock is divided into 34,540,000 shares. The shares are bearer shares.

(3) In the event of a capital increase, profit participation for the new shares may be regulated in variance from section 60 of the German Stock Corporation Act (AktG).

(4) The Management Board is authorized, subject to Supervisory Board approval, to increase the Company's capital stock by issuing new no par-value bearer shares for cash and/or non-cash consideration on one or more occasions up to a total of EUR 6,908,000 by or before June 4, 2027 (authorized capital I).

Shareholders must normally be granted subscription rights. Such subscription rights may also be granted by way of the new shares being underwritten by one or more banks or equivalent undertakings within the meaning of § 186 (5) sentence 1 AktG with an obligation to offer them to the Company's shareholders for subscription (indirect subscription right).

However, subject to Supervisory Board approval, the Management Board is authorized to exclude shareholders' subscription rights in the following instances:

a) to exclude fractional amounts from the subscription rights;
b) to the extent necessary to grant holders of conversion rights or warrants or parties under obligation to exercise conversion rights or warrants attached to bonds issued or yet to be issued by the Company or a Group company a subscription right to new shares to the same extent as they would be entitled to

as shareholders after exercise of the warrant or conversion right or fulfillment of the obligation to exercise the warrant or conversion right;

c) in the event of capital increases for non-cash consideration in connection with business mergers or acquisitions of companies in whole or part or of shareholdings, including increases in existing shareholdings or other assets; however, the total percentage of the capital stock attributable to the new shares for which subscription rights are excluded may not exceed 10 % of the capital stock in existence at the time the authorization comes into effect;

d) in the event of capital increases for cash consideration if the issue price of the new shares is not substantially below that of the existing, listed shares at the time of final fixing of the issue 8 price by the Management Board within the meaning of § 203 (1) and (2) and § 186 (3) sentence 4 AktG, and the percentage of capital stock attributable to the new shares for which the subscription right is excluded does not exceed 10 % of the capital stock in existence at the time the authorization comes into effect or at the time the authorization is exercised, whichever amount is smaller. The maximum limit of 10 % of the capital stock is to be reduced by the pro rata amount of the capital stock attributable to those shares of the Company which are issued or sold as treasury shares during the term of this authorization subject to exclusion of shareholders' subscription rights in direct or analogous application of § 186 (3) sentence 4 AktG. It is also reduced by shares to be issued to service bonds to the extent that the bonds are issued during the period of this authorization subject to exclusion of subscription rights by analogous application of § 186 (3) sentence 4 AktG.

The sum total of shares issued for cash or non-cash consideration subject to exclusion of subscription rights under this authorization may not exceed a total share of 10 % of the capital stock upon entry into effect of this authorization. New shares issued during the term of this authorization under another authorization subject to exclusion of subscription rights and new shares issued to service bonds issued during the term of this authorization under another authorization subject to exclusion of shareholders' subscription rights, are to be taken into account against this maximum limit.

The new shares issued on the basis of this authorization, together with new shares issued during the term of this authorization on the basis of other authorizations and shares to be issued in order to service bonds issued during the term of this authorization with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds), may not exceed a total of 30 % of the capital stock of the Company upon entry into effect of this authorization.

The Management Board is authorized, subject to Supervisory Board approval, to stipulate other details of the capital increase and its execution, including the substantive details of rights attached to shares and the conditions of issue.

(5) The Management Board is authorized, subject to Supervisory Board approval, to increase the Company's capital stock by issuing new no-par value bearer shares for cash consideration on one or more occasions up to a total of EUR 3,454,000 by or before June 4, 2027 (authorized capital II).

Shareholders must normally be granted subscription rights. Such subscription rights may also be granted by way of the new shares being underwritten by one or more banks or equivalent undertakings within the meaning of § 186 (5) sentence 1 AktG with an obligation to offer them to the Company's shareholders for subscription (indirect subscription right).

However, subject to Supervisory Board approval, the Management Board is authorized to exclude shareholders' subscription rights in the following instances:

a) to exclude fractional amounts from the subscription rights;
b) if the issue price of the new shares is not substantially below that of the existing, listed shares at the time of final fixing of the issue price by the Management Board within the meaning of § 203 (1) and (2) and § 186 (3) sentence 4 AktG, and the percentage of the capital stock attributable to the new shares for which subscription rights are excluded does not exceed 10 % of the capital stock in existence at the time the authorization comes into effect or at the time the authorization is exercised, whichever amount is smaller. The maximum limit of 10 % of the capital stock is to be reduced by the pro rata amount of the capital stock attributable to those shares of the Company which are issued or sold as treasury shares during the term of this authorization subject to exclusion of shareholders' subscription rights in direct or analogous application of § 186 (3) sentence 4 AktG. It is also reduced by shares to be issued to service bonds with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds) to the extent that the bonds are issued during the period of this authorization subject to exclusion of subscription rights by analogous application of § 186 (3) sentence 4 AktG.

The sum total of shares issued for cash consideration subject to exclusion of subscription rights under this authorization may not exceed a total share of 10 % of the capital stock upon entry into effect of this authorization. New shares issued during the term of this authorization under another authorization subject to exclusion of subscription rights and new shares issued to service bonds issued during the term of this authorization under another authorization subject to exclusion of shareholders' subscription rights are to be taken into account against this maximum limit.

The new shares issued on the basis of this authorization, together with new shares issued during the term of this authorization on the basis of other authorizations and shares to be issued in order to service bonds issued during the term of this authorization with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds), may not exceed a total of 30 % of the capital stock of the Company upon entry into effect of this authorization.

The Management Board is authorized, subject to Supervisory Board approval, to stipulate other details of the capital increase and its execution, including the substantive details of rights attached to shares and the conditions of issue.

(6) The capital stock is conditionally increased by up to EUR 3,454,000 by the issue of up to 3,454,000 new no-par-value bearer shares. The conditional capital increase serves the purpose of granting no-par-value 17 bearer shares to holders of convertible bonds or warrant bonds (or combinations of these instruments) (together “bonds”) with conversion rights or warrants or obligations to exercise conversion rights or warrants, which on the basis of the authorization approved by resolution of the Annual General Meeting on June 5, 2025, are issued by or before June 4, 2027, by the Company or a Group company within the meaning of § 18 AktG. The new shares will be issued at the conversion or warrant price to be determined in each case in accordance with the authorization resolution described above. The conditional capital increase is to be carried out only to the extent that conversion rights or warrants are used or obligations to exercise a conversion right or warrant are fulfilled and no other forms of fulfillment are employed. New shares issued because of the exercise of conversion rights or warrants or fulfillment of obligations to exercise conversion rights or warrants participate in earnings from the beginning of the financial year in which they are issued; to the extent legally permissible, the Management Board may, with the consent of the Supervisory Board, determine the earnings participation of new shares in deviation therefrom and also in deviation from § 60 (2) AktG, including for a financial year that has already expired.

The Management Board is authorized, subject to Supervisory Board approval, to determine the further details with regard to execution of the conditional capital increase.

§ 5
Shares

(1) Shareholder rights to securitization of shares are excluded.

(2) The form of share certificates, profit participation certificates and renewal coupons is determined by the Management Board.

III. Management Board

§ 6
Composition, rules for the Management Board

(1) The Management Board consists of at least two members. The number of members of the Management Board is otherwise decided by the Supervisory Board. The Supervisory Board may appoint deputy members of the Management Board.

(2) The Supervisory Board nominates one Management Board member as chairman of the Management Board or as its spokesperson.

(3) The Management Board decides on its own rules of procedure by a unanimous resolution of its members unless the Supervisory Board issues rules for the Management Board. The Supervisory Board decides which business transactions may be carried out only with its approval.

§ 7
Representation powers

(1) The company is represented by two Management Board members or by one Management Board member together with an employee with “Prokura” powers of attorney.

(2) The Supervisory Board may exempt one or all Management Board members from the prohibition of multiple representation in accordance with section 181 second alternative of the German Civil Code/BGB; section 112 AktG is unaffected.

IV. Supervisory Board

§ 8
Composition, elections, period of office

(1) The Supervisory Board consists of twelve members. Six of these are elected by the shareholders’ meeting and six by the employees in accordance with the German Codetermination Act (MitbestG).

(2) The election of members of the Supervisory Board and, where appropriate, replacement members, is for the period up to the end of the shareholders' meeting in which a resolution is passed on approval of their actions for the fourth financial year after the start of their period of office. The year in which the period of office commences is excluded. The shareholders' meeting may stipulate a shorter period when electing the members to be appointed by it. The appointment of a successor for any Supervisory Board member leaving before the end of his period of office applies for the rest of the departing member's period of office unless the shareholders' meeting decides otherwise.

(3) On election of a Supervisory Board member a replacement member may simultaneously be appointed to take his place on the Supervisory Board if the Supervisory Board member leaves the Supervisory Board before the end of his period of office without a successor being appointed. The office of any replacement shareholder member of the Supervisory Board lapses as soon as a successor for the departing Supervisory Board member is appointed and at the latest at the end of the period of office of the departing Supervisory Board member.

(4) The period of office of a Supervisory Board member terminates at all events at the end of the ordinary shareholders' meeting following his seventieth birthday.

(5) The members and replacement members of the Supervisory Board may surrender their office by a written declaration to the Management Board with two weeks' prior notice even in the absence of an important reason. The chairman of the Supervisory Board must be informed about this. The company, represented by the Management Board, may waive the need for prior notice.

§ 9
Chairman and deputy chairman

(1) In accordance with section 27 (1) and (2) MitbestG the Supervisory Board elects from its ranks a chairman and deputy chairman. The period of office of the chairman and deputy chairman is the same as their period of office as members of the Supervisory Board unless a shorter period of office is stipulated on their election. The election should take place after the shareholders' meeting in which the Supervisory Board members to be appointed by the shareholders' meeting are newly elected; no special summons of this meeting is required.

(2) If the chairman or deputy chairman leaves office prematurely the Supervisory Board must promptly conduct a new election.

(3) The chairman or, if he is prevented, the deputy chairman is authorized on behalf of the Supervisory Board to make the declarations required for implementation of the resolutions of the Supervisory Board and its committees. Only the chairman or, if he is prevented, the deputy chairman is authorized to accept declarations on behalf of the Supervisory Board.

§ 10
Rules for the Supervisory Board; amendments to the articles of association

(1) The Supervisory Board issues its own rules of procedure in accordance with the provisions of the law and these articles of association.

(2) The Supervisory Board is authorized to decide to make amendments to the articles of association relating only to its wording.

§ 11
Summoning of meetings

(1) Meetings of the Supervisory Board are summoned by the chairman or, if he is prevented, the deputy chairman with fourteen days' prior notice. The summons may be issued verbally, by telephone, in text form or by means of electronic communication. In calculating the period of notice, the date of dispatch of the summons and the date of the meeting are excluded. In urgent cases, the chairman may reduce the required period of prior notice.

(2) The summons must state the individual agenda items for the meeting. Supplementary agenda items must be notified by the seventh day before the meeting unless later notification is justified by an urgent matter.

(3) A meeting which has been summoned may be cancelled or postponed by the chairman at his reasonable discretion.

§ 12
Resolutions; quorum

(1) Resolutions of the Supervisory Board are generally passed in meetings. Meetings are led by the chairman. He decides the sequence in which agenda items are dealt with and the nature and sequence of voting.

(2) Resolutions may be passed only on agenda items notified in good time with the summons. If an agenda item is not notified in good time, a resolution on it may be passed only if no member objects. In such cases, absent members must be given an opportunity to object to the resolution retroactively within a reasonable period

stipulated by the chairman. The resolution takes effect only if no absent member objects to it within this period.

(3) On the orders of the chairman, resolutions by the Supervisory Board may also be passed in a telephone or video conference or outside a meeting by means of votes cast verbally, by telephone, in text form or by means of electronic communication. A combination of the above possibilities for passing a resolution is permissible. There is no right to object to the form decreed by the chairman for passing a resolution. Any such resolutions are recorded by the chairman in writing and circulated to all members.

(4) The Supervisory Board has a quorum if at least half of the total members which it must comprise participate in the vote on the resolution. Any member who abstains in the vote on the resolution is deemed to participate. Members connected to a telephone or video conference are deemed to be present. Absent members may participate in the vote on a resolution if they arrange for a vote to be submitted by another member in writing or which has been sent by telefax or in other facsimile form.

(5) Resolutions are passed by a simple majority of votes cast unless a different majority is stipulated by mandatory provisions of the law. In the case of a tied vote, the chairman has a casting vote in a repeated vote on the same matter if there is again a tied vote. Paragraph 4 sentence 4 also applies to the casting vote in the second round. The deputy chairman has no casting vote. In the event of a tied vote, the chairman decides whether another vote should be taken in the same meeting.

(6) The chairman may postpone the vote on a resolution on individual or all agenda items for a maximum of four weeks if the same number of shareholder and employee members would not participate in the vote on the resolution or there is other good reason for postponement. The chairman is not authorized to postpone the meeting again.

(7) Minutes of the deliberations and resolutions of the Supervisory Board must be drawn up, signed by the chairman and circulated to each Supervisory Board member.

§ 13
Committees

(1) Directly after the election of the chairman and deputy chairman, the Supervisory Board sets up a committee to perform the functions stipulated by section 31 (3) MitbestG. This committee comprises the chairman, the deputy chairman and two other members of whom one is elected by the employee members of the

Supervisory Board and one by the shareholder members on the basis of a majority of votes cast.

(2) The Supervisory Board may set up other committees and appoint members to them from its own ranks. Decision-making powers of the Supervisory Board may be delegated to a committee if this is permitted by law.

(3) The committee may elect a chairman from its ranks unless the Supervisory Board nominates the chairman. The committee has a quorum if half of the members - but at least three members - participate in the vote on a resolution. In the event of a tied vote in the committee - except in the case of the committee in accordance with section 27 (3) MitbestG - the chairman of the committee has a casting vote in the event of a tie in a repeated vote on the same matter. The Supervisory Board may furthermore decide the composition, powers and procedures of committees. In the absence of a contrary ruling by the Supervisory Board, sections 11 and 12 apply accordingly for committees unless the Supervisory Board stipulates other provisions when setting up a committee.

§ 14
Remuneration of the Supervisory Board

(1) The members of the Supervisory Board receive a fixed annual remuneration of EUR 70,000. The chairman of the Supervisory Board receives two-and-a-half times and the deputy chairman one-and-a-half times the remuneration under sentence 1 .

(2) The members of the Presiding Committee and of the Audit Committee each receive an additional fixed remuneration of EUR 20,000. The members of all further committees receive an additional fixed remuneration of EUR 10,000. Committee chairmen receive twice the remuneration under sentences 1 and 2. The remuneration for chairmanship and membership of all further committees shall only be payable if the committees meet to perform their duties at least once in the financial year in question, irrespective of whether it is in the form of a face-to-face meeting, by telephone conference or by video conference.

(3) The remuneration under paragraphs 1 and 2 falls due for payment at the end of the shareholders' meeting at which a resolution is adopted on formal approval of the actions of the members of the Supervisory Board for the financial year in question. Supervisory Board and committee members who belonged to the Supervisory Board or a committee for only part of the financial year receive remuneration pro rata temporis.

(4) In addition to the remuneration under paragraphs 1 and 2, the members of the Supervisory Board each receive an attendance allowance for meetings of the

Supervisory Board, and for meetings of any committees to which they belong, in the amount of EUR 2,000 per meeting subject to a maximum of EUR 2,000 per calendar day.

(5) The Company reimburses reasonable expenses of members of the Supervisory Board against vouchers. Value-added tax is reimbursed by the Company to the extent that members of the Supervisory Board are entitled to charge the Company value-added tax separately and exercise that right.

(6) The Company may take out third-party liability insurance in favor of the Supervisory Board members covering statutory liability resulting from Supervisory Board activity. In addition, it may take out legal expenses insurance covering Supervisory Board members' litigation and legal-defense risks in connection with their Supervisory Board activity.

(7) The foregoing provisions shall apply for the first time for the financial year beginning December 1, 2024.

V. Shareholders' meeting

§ 15
Location and summonses

(1) The shareholders' meeting is held at the registered seat of the company, in a city in the Federal Republic of Germany with more than 100,000 inhabitants or within a radius of 50 kilometers around the company's registered seat. Subject to the legal summons rights of the Supervisory Board and a shareholder minority, it is summoned by the Management Board.

(2) The shareholders' meeting is summoned at least thirty days before the date by which the shareholders have to register for the meeting. The date of the summons is not included in the calculation.

(3) For notification of summonses in accordance with section 125 (2) sentence 1 AktG and section 128 (1) AktG, electronic communication is sufficient if the conditions in section 30b (3) number 1d of the German Securities Trading Act (WpHG) are fulfilled.

(4) The Management Board is authorized, with the approval of the supervisory board, to stipulate that the General Meeting is to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). The authorization to hold virtual General Meetings applies for a

period of two years following the entry of this amendment to the Articles of Association in the commercial register.

§ 16
Registration and entitlement documentation

(1) Shareholders who wish to attend the shareholders' meeting or exercise their voting rights must register before the meeting. Notification of registration must be received by the company at the address stated in the summons at least six days before the meeting. A shorter period to be measured in days may be specified in the summons. The date of receipt is not included in the calculation. The notification must be in text form in either German or English.

(2) Shareholders must also present proof of the right to participate and vote in the shareholders' meeting. Proof of share ownership in text form from the last intermediary in accordance with the statutory requirements (section 67c (3) AktG) is required for this purpose. The last intermediary is whosoever holds shares in a company in safe custody for a shareholder. An intermediary is a person who provides services for the safe custody or management of securities or the keeping of custody accounts for shareholders or other persons if the services are in connection with shares in companies domiciled in a Member State of the European Union or another signatory state to the Agreement on the European Economic Area. Proof of share ownership must relate to the close of business of the 22nd day before the shareholders' meeting and must be received by the company at the address specified for the purpose in the convocation notice at least six days prior to the meeting. The convocation notice may provide for a shorter period, which is to be measured in days. The date of receipt and the date of the shareholders' meeting are not included in the calculation.

(3) The Management Board may stipulate that, even without being present at its location and without an authorized representative, shareholders may participate in the shareholders' meeting and wholly or partly exercise individual rights or all rights by means of electronic communication. The Management Board may further stipulate that shareholders may without attending the meeting cast their votes in writing or by means of electronic communication. It may issue detailed procedures for this.

§ 17
Voting rights

(1) Each share gives entitlement to one vote in the shareholders' meeting.

(2) The voting right may be exercised by an authorized person. The authorization, its revocation, and proof of power of attorney to the company must be in text form: section 135 AktG is unaffected. A relaxation of the form may be specified in the summons. Proof of power of attorney may be sent to the company by means of an electronic communication form to be specified in the summons.

(3) In the absence of mandatory legal provisions to the contrary, resolutions are passed by a simple majority of votes cast or, if the law stipulates a capital majority in addition to a majority of votes cast, by a simple majority of the capital represented in the vote on the resolution.

§ 18
Direction of the shareholders' meeting

(1) The chair at shareholders' meetings is taken by the chairman of the Supervisory Board. If he is prevented from doing so, he nominates another Supervisory Board member to carry out this duty. If the chairman is prevented and has not nominated a deputy, the leader of the shareholders' meeting is elected by a simple majority of votes cast by the shareholders' members of the Supervisory Board who are present.

(2) The leader of the meeting may decide that the sequence in which agenda items are dealt with varies from that in the summons. He decides the nature, form and sequence of voting.

(3) The chairman may put a reasonable time limit on shareholders' rights to ask questions and speak. In particular, he is entitled - at the start of the meeting or during the course of the meeting - to stipulate a reasonable time framework for the proceedings of the shareholders' meeting, for individual agenda items or for individual speakers.

§ 19
Transmission of the shareholders' meeting

(1) The shareholders' meeting may be wholly or partially transmitted and recorded in audio and video form.

(2) Further details are stipulated by the Management Board by agreement with the Supervisory Board and, during the shareholders' meeting, by the leader of the meeting.

(3) If public transmission is to take place, this must be stated with details in the summons to the shareholders' meeting.

(4) Participation of members of the Supervisory Board in the shareholders' meeting may be in the form of video or audio transmission if the relevant member is resident in a foreign country or on the date of the shareholders' meeting is prevented by attending because of his own service duties or for other reasons. The chairman of the Supervisory Board decides the manner in which an audio and video transmission takes place.

VI. Annual financial statements, appropriation of profit, ordinary shareholders' meeting

§ 20
Annual financial statements

(1) The annual financial statements and management report as well as consolidated financial statements and group management report for the past financial year must be drawn up by the Management Board within the periods stipulated by law, and submitted to the Supervisory Board and auditors without delay after they have been drawn up. The Management Board must in parallel submit a proposal to the Supervisory Board for the appropriation of profit.

(2) In adopting the annual financial statements, the Management Board and Supervisory Board are authorized to transfer to other capital reserves in whole or in part the net annual surplus remaining after deduction of amounts which have to be taken to the statutory reserve and after any loss carried over. It is not permitted to transfer more than half of the net annual surplus if the other capital reserves are greater than half the capital stock or would be after the transfer.

§ 21
Profit appropriation, ordinary shareholders' meeting

(1) In the first eight months of each financial year, the shareholders' meeting passes a resolution on approval of the actions of the members of the Management Board and the Supervisory Board, on appropriation of accumulated net profit for the past financial year and on election of the auditor (ordinary shareholders' meeting).

(2) Instead of or in addition to a cash distribution, the shareholders' meeting may resolve to appropriate accumulated net profit by way of a distribution in kind.

VII. Change of form, formation expenses

§ 22
Change of form

The company was created through form-changing conversion of Gerresheimer Alpha GmbH. The capital stock of EUR 20,000,000.00 which existed on the date of registration of the change of form was contributed through the change in form.

§ 23
Formation expenses

Costs and taxes in connection with the change of form and its registration in the commercial register are borne by the company up to an amount of EUR 20,000.00.