– Translation of the legally relevant German Version for Convenience Purposes –

2026 Compensation System for Members of the Executive Board

At the Annual General Meeting of Gerresheimer AG held on June 9, 2021, the shareholders approved the Executive Board compensation system presented by the Supervisory Board by a majority of 90.4%. The Supervisory Board has continuously monitored the compensation system since then and resubmitted it to the Annual General Meeting in 2025 for approval. However, the proposed compensation system for members of the Executive Board was not approved by the 2025 Annual General Meeting with the required majority. The Supervisory Board has therefore comprehensively revised the compensation system once again in light of the criticisms raised by the shareholders. At its meeting on June 26, 2026, the Supervisory Board adopted the **revised compensation system (''2026 Compensation System'')**. As before, the compensation system for members of the Executive Board is intended to comply with regulatory requirements and reflect market practice. The 2026 Compensation System therefore essentially retains the previous, proven compensation structure; virtually all of the points criticized by shareholders and institutional investors have been addressed and amended. The changes primarily involve the removal of certain discretionary powers granted to the Supervisory Board that were viewed critically by shareholders (e.g., the ability to guarantee a variable compensation component to a member of the Executive Board under certain circumstances at the beginning of their term; the payment of variable compensation in the event of resignation prior to the originally agreed-upon due date). The conditions under which the Supervisory Board may deviate from the compensation system, as well as the provisions regarding any severance payments in the event of early termination of a contract, have also been clarified in response to criticism from shareholders. Furthermore, the Supervisory Board has reserved the right to introduce a **Share Ownership Program for the Executive Board (''Share Ownership Guidelines'')**. The compensation system continues to link Executive Board compensation to the achievement of the strategic goals and thus continues to support, above all, the long-term development of Gerresheimer AG. In addition to the contribution the compensation system makes to advancing the business strategy, it continues to implement the statutory requirements and the recommendations of the **German Corporate Governance Code (''GCGC'')**.

I.
Alignment with the Business Strategy and the long-term development of Gerresheimer AG

The compensation system for members of the Executive Board ("Compensation System") of Gerresheimer AG is designed to support the Company's business strategy and the long-term development of Gerresheimer AG and its affiliated companies ("Gerresheimer Group"). This is achieved primarily through a clear incentive structure for Executive Board compensation. Through the compensation system—specifically through the continued strong alignment of performance requirements with the Gerresheimer Group's growth targets, the inclusion of targets for the areas of **Environment, Social, and Governance (''ESG targets'')** in short-term variable compensation (STI), and the focus on growth, earnings, and share price in long-term variable compensation (LTI), external and internal misalignments are avoided. In particular, the aim is to prevent the Executive Board from making decisions that do not contribute to the sustainable success of the Company solely for the purpose of optimizing its short-term compensation.

Within the framework of the STI, three measurable targets (EBITDA, revenue, and free cash flow excluding M&A activities) address the performance metrics that are core components of the

performance and strategy program. The long-term development of Gerresheimer AG and the Gerresheimer Group's social responsibility continue to be supported through the inclusion of an ESG factor relevant to compensation. Under the LTI, the **Total Shareholder Return (''TSR multiplier'')**, which takes into account the performance of Gerresheimer AG's share price, remains the key metric for long-term Executive Board compensation, alongside the performance targets of organic revenue growth and Adjusted Earnings per Share (Adjusted EPS).

In all of this, the compensation system takes into account the challenging task faced by Executive Board members of implementing the Group's strategy and leading a globally operating company with innovative and flexible solutions in a competitive global market. At the same time, Executive Board compensation is intended to remain in line with market standards and competitive in the future so that Gerresheimer AG can attract competent and dynamic Executive Board members. The incentive structure remains clear and understandable, particularly due to the continuity of the performance metrics for all stakeholders.

The compensation system for Executive Board members complies with the requirements of the German Stock Corporation Act for a clear and understandable compensation system and continues to follow the recommendations of the GCGC as adopted by the Government Commission on April 28, 2022.

II.
Procedures for Establishing, Implementing, and Reviewing the Compensation System

Upon the recommendation of the Executive Committee, the Supervisory Board adopted the compensation system at its meeting on June 26, 2026. There are no conflicts of interest to which individual members of the Supervisory Board would be subject in connection with the compensation system and Executive Board compensation. To avoid conflicts of interest, the Supervisory Board will also ensure that any engagement of an external compensation consultant is carried out directly by the Supervisory Board and is thus independent of the Executive Board and the company. Should a conflict of interest unexpectedly arise involving a member of the Supervisory Board, that member will abstain from any deliberations and decisions regarding Executive Board compensation.

The Annual General Meeting resolves on the approval of the compensation system presented by the Supervisory Board. Whenever a material change is made to the compensation system — but at least every four years — the Annual General Meeting of Gerresheimer AG will again resolve on the approval of the compensation system for the members of the Executive Board as presented by the Supervisory Board.

The Supervisory Board determines the compensation for individual members of the Executive Board based on the compensation system approved by the Annual General Meeting. This is carried out through the implementation of the compensation system in the Executive Board members' employment contracts, the setting of performance targets, and the assessment of the achievement of those targets.

Even after the Annual General Meeting has passed a resolution confirming the compensation system, the Executive Committee will regularly review the appropriateness and structure of the compensation system. If necessary, the Executive Committee will propose adjustments to the Supervisory Board, which the Supervisory Board may then resolve upon. In this regard, the Supervisory Board may seek the assistance of an external compensation consultant.

III.
Temporary Deviation from the Compensation System

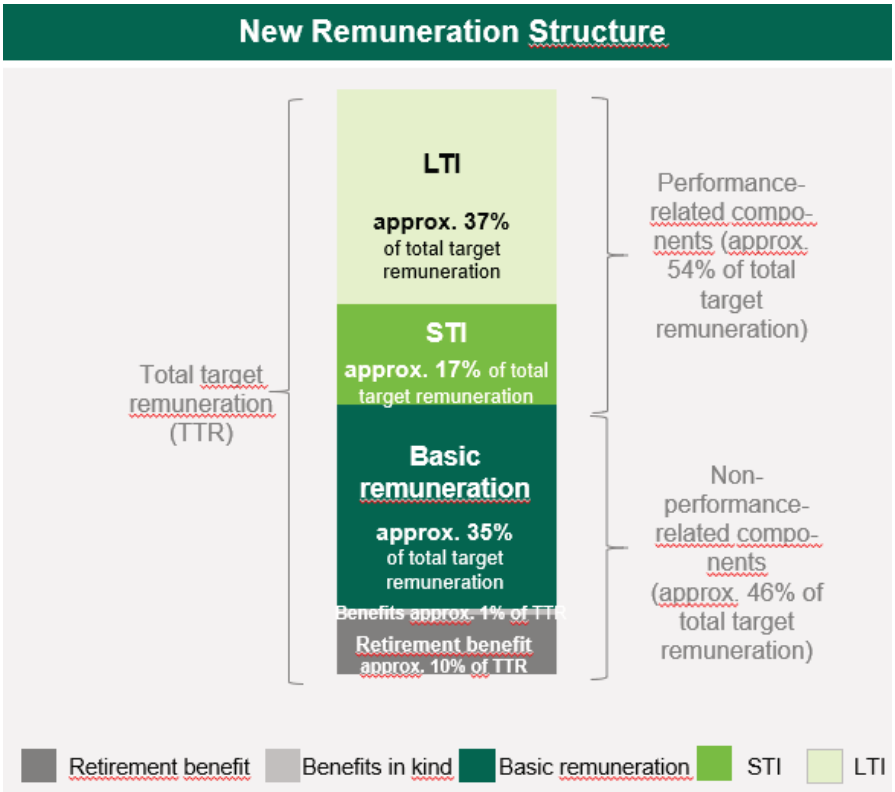
The law permits the Supervisory Board to temporarily deviate from the compensation system if this is necessary in the interest of the long-term success of Gerresheimer AG and the compensation system specifies the procedure for such deviations as well as the components of the compensation system from which deviations are permitted. Procedurally, such a deviation requires an explicit resolution by the Supervisory Board that specifically describes the duration of the deviation, the deviation itself, and the reason for it. The company will report on this transparently in the compensation report (Section 162(1)(5) of the German Stock Corporation Act (AktG)). In substance, the Supervisory Board may, in particular, resolve to make temporary deviations regarding the performance-based variable compensation components, but also deviations from the base compensation and other fixed compensation components or elements of the compensation system, if this is in the interest of the long-term success of Gerresheimer AG. A deviation is in the interest of the long-term success of Gerresheimer AG in particular if maintaining the Executive Board compensation in accordance with the system would foreseeably lead to such significant misalignments of incentives that the long-term viability and profitability of the company would be jeopardized. The appointment of a member of the Executive Board for only a short transitional period (for example, to bridge an unexpected vacancy on the Executive Board) may also justify a deviation from the compensation system. By contrast, general economic circumstances, such as a difficult market environment, do not justify a deviation from the compensation system for members of the Executive Board. The maximum compensation set by the Annual General Meeting may not be exceeded, even temporarily.

IV.
Structure of the Compensation System
Compensation Components and Relative Share of Total Compensation

The compensation system consists of non-performance-based (fixed) and performance-based (variable) compensation components.

- Fixed compensation consists of base compensation, fringe benefits (including insurance premiums and a company car), and a pension contribution.
- Performance-based compensation is tied to the achievement of specific goals and is therefore variable. It consists of short-term, one-year compensation (Short-Term Incentive, STI) and long-term, multi-year compensation (Long-Term Incentive, LTI). In the case of new appointments, the Supervisory Board may guarantee new members of the Executive Board variable compensation at an appropriate level for a limited period of time. This applies in particular to individuals who join the Executive Board during the fiscal year.

The following chart shows the relative share of the respective compensation components in the total target compensation and, thus, the percentage ratio of fixed to variable compensation:



The non-performance-based compensation components account for approximately 46% of the target total compensation. Accordingly, the performance-based compensation components account for approximately 54% of the target total compensation. Within the variable, performance-based compensation components, the LTI accounts for approximately 68.5% and the STI for approximately 31.5%. By giving greater weight to the LTI, which is also predominantly equity-based, compared to the STI, the compensation structure is geared toward the company's sustainable development and long-term value growth. The above information regarding the relative proportions of the various compensation components is based on the assumption that all performance-based compensation components achieve 100% of their targets. The Supervisory Board may, at its reasonable discretion, establish a different percentage ratio of fixed to variable compensation or within the variable compensation itself if this is in the company's best interest. The ratio of the compensation actually earned by a member of the Executive Board in a fiscal year will typically differ from the relative share of the target total compensation shown here, as the ratios change depending on actual target achievement.

The Supervisory Board sets a specific annual target total compensation for each member of the Executive Board in accordance with the provisions of the compensation system and within the maximum compensation framework established by the Annual General Meeting. Under the compensation system, the respective target total compensation for all members of the Executive Board is derived from the base compensation according to the same rules. The necessary differentiation among Executive Board members — for example, between the Chairman of the Executive Board and the other Executive Board members, or based on seniority on the Executive Board — is achieved through different base compensation amounts, from which the other compensation components are then mathematically derived in accordance with the compensation system.

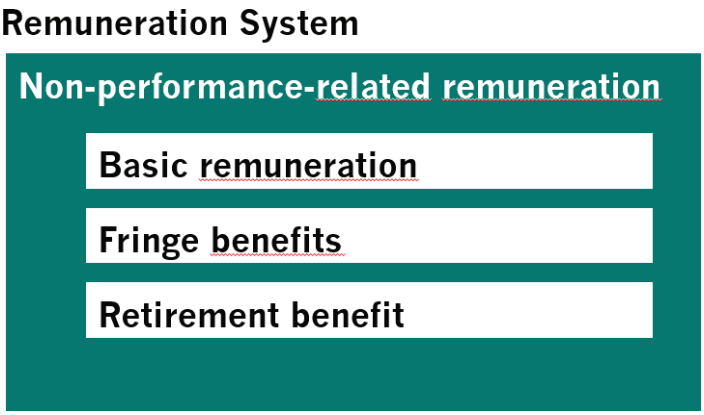
Example of the calculation of target total compensation:

Non-performance-based components: Base compensation / Fringe benefits / Pension contribution	Target STI Amount (100% target achievement)	Target LTI Amount (100% target achievement)	Target Total Compensation
EUR 640,000 (Base Compensation) EUR 18,000 (fringe benefits) EUR 192,000 (pension contribution) EUR 850,000 (Total)	EUR 320,000 (50% of the base compensation)	EUR 672,000 (105% of base compensation)	EUR 1,842,000

Under the proposed Executive Board compensation system, the target total compensation continues to be derived from the base compensation by applying a factor of approximately 2.9.

V.
Fixed, non-performance-based compensation components

Non-performance-based compensation consists of three components: base compensation, fringe benefits (non-cash benefits), and a pension contribution.



- **Base Compensation**: Base compensation is paid in twelve equal monthly installments, net of statutory deductions, in arrears at the end of each month. If a member of the Executive Board joins or leaves during the year, base compensation is granted on a *pro* rata basis (*pro rata temporis*).
- **Fringe Benefits**: The contractually guaranteed fringe benefits primarily include standard additional benefits such as insurance contributions (e.g., group accident insurance and subsidies for private health and long-term care insurance in accordance with social security regulations) and the

provision of a company car, which may also be used for personal purposes. These fringe benefits do not include reimbursement of expenses, to which Executive Board members are entitled by law, or coverage under a D&O insurance policy, for which the Executive Board member must bear the deductible specified under stock corporation law.

- **Pension Contribution**: Gerresheimer AG grants each member of the Executive Board an annual amount equal to 30% of the applicable base compensation (gross) to build up a pension. If a member of the Executive Board joins or leaves during the fiscal year, this amount is granted on a *pro* rata basis (*pro rata temporis*). The member of the Executive Board may convert this amount, through deferred compensation, into an entitlement to a company pension plan in the form of a direct commitment. The compensation system does not provide for a bridging allowance or other forms of early retirement arrangements.

The minimum compensation under the compensation system corresponds to the sum of the base compensation, fringe benefits, and pension contribution.

VI.
Performance-Based Variable Compensation Components

Performance-based variable compensation consists of two components: short-term, one-year compensation (STI) and long-term, multi-year compensation (LTI).

- **Short-term, one-year variable compensation (STI)**: The target amount for the STI that the Executive Board member receives upon achieving exactly 100% of the annual STI targets is 50% of the base compensation. The payout amount for the STI is capped at a maximum of 84% of the base compensation (upper limit). If a member of the Executive Board joins or leaves during the fiscal year, the STI is granted on a pro rata basis (*pro rata temporis*).

The STI is calculated for each fiscal year and generally depends on the achievement of the following financial (operational) targets (the relative weighting of the financial STI targets is shown in parentheses):

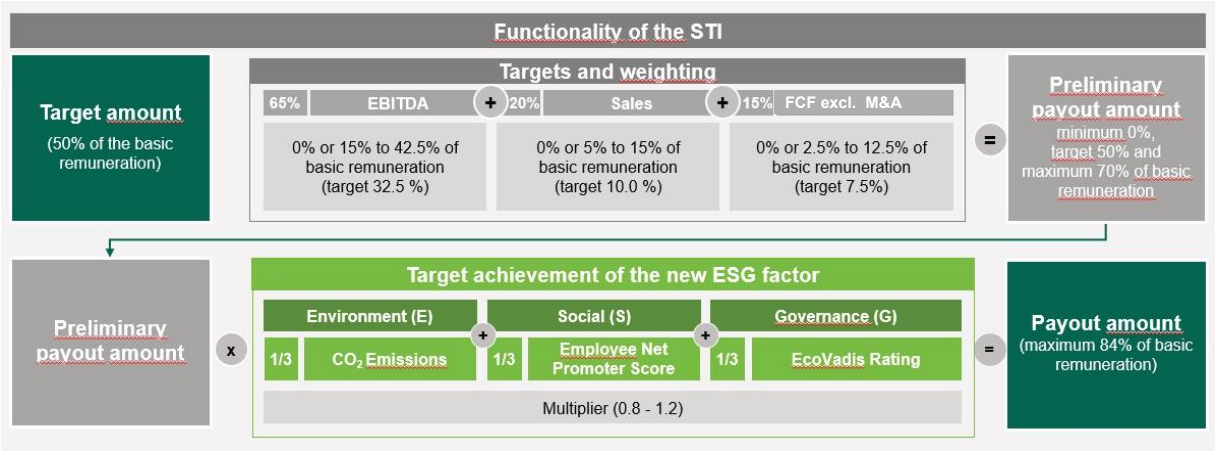
- EBITDA (65%)
- Revenue (20%)
- Free cash flow before M&A activities (15%) ("FCF target")

The Supervisory Board sets the targets for the financial STI components annually before or at the beginning of the fiscal year, exercising its due discretion. It may, at its discretion, adjust the weighting of the targets on a case-by-case basis. When setting targets, the Supervisory Board will ensure that appropriate and challenging target values are established, ones that are ambitious yet remain achievable for the Executive Board, thereby ensuring they serve their intended incentive function. As a general rule, the Supervisory Board will base its target-setting on budget figures.

At the same time, the Supervisory Board sets non-financial (strategic) ESG targets annually in advance and determines the achieved ESG factor at the end of the fiscal year. The intended, consistent application of the ESG targets is intended to guarantee a sustainable incentive effect. The ESG factor may range between 0.8 and 1.2. The "preliminary payout amount" calculated from the financial component, which may not exceed 70% of the base compensation, is multiplied by the ESG factor. This results in the final payout amount for the STI. The final payout amount may not exceed 84% of the

base compensation (70% × 1.2).

The following diagram illustrates how the STI works:



Specifically, the following applies to the performance targets:

- If 90% of the EBITDA target is achieved, the preliminary payout amount for this target component is 15% of the base compensation. If 100% of the EBITDA target is achieved, the preliminary payout amount for this target component is 32.5% of the base compensation. If 105% of the EBITDA target is achieved, the preliminary payout amount for this target component is 42.5% of the base compensation. Linear interpolation is applied between these values. If the EBITDA target is achieved at less than 90%, the preliminary payout amount for this target component is zero; if performance exceeds 105% of the EBITDA target, there is no further increase in the preliminary payout amount.

- If 95% of the revenue target is achieved, the preliminary payout amount for this target component is 5% of the base compensation. If 100% of the revenue target is achieved, the preliminary payout amount for this target component is 10% of the base compensation. If 105% of the revenue target is achieved, the preliminary payout amount for this target component is 15% of the base compensation. Linear interpolation is applied between these values. If the revenue target is achieved at less than 95%, the preliminary payout amount for this target component is zero; if performance exceeds 105% of the revenue target, there is no further increase in the preliminary payout amount.

- If 95% of the FCF target is achieved, the preliminary payout amount for this target component is 2.5% of the base compensation. If 100% of the FCF target is achieved, the preliminary payout amount for this target component is 7.5% of the base compensation. If 105% of the FCF target is achieved, the preliminary payout amount for this target component is 12.5% of the base compensation. Linear interpolation is applied between these values. If the FCF target is achieved at less than 95%, the preliminary payout amount for this target component is zero; if performance exceeds 105% of the revenue target, there is no further increase in the preliminary payout amount.

In determining the target components of EBITDA, revenue, and FCF, the Supervisory Board will rely on the definitions and results of the consolidated financial statements, thereby ensuring a high degree of transparency and reliability. After the end of the fiscal year, the Supervisory Board will determine, based on the actual figures derived from the audited consolidated financial statements, whether has met, exceeded, or fallen short of the financial STI targets. If the financial STI targets are not fully met, the STI may be less than the STI target amount or may be waived entirely.

ESG Targets:

Recognizing its responsibility as a globally active company, Gerresheimer AG is also committed to environmental protection and engagement in social and societal issues. To provide members of the Executive Board with incentives to achieve outstanding performance in these areas as well, the Supervisory Board will, in addition to the financial STI targets used to calculate the STI, regularly set three non-financial performance targets (ESG targets) each year. As a general rule, the ESG targets will be drawn from the areas of Environment (environmental protection), Social (social responsibility), and Governance (sustainable corporate governance).

The Supervisory Board will set the ESG targets in accordance with its duty of care and in coordination with the Executive Board's annual planning, ensuring that they are as quantifiable as possible and thus objectively measurable. However, as in the past, it reserves the right to include a certain degree of discretion in setting the targets if objective measurement is not reasonably achievable. The Supervisory Board will exercise any such discretion in accordance with its duties. In this case, the result will be determined using a 5-point scale (from 0.8 to 1.2). Possible ESG targets include, for example, in the Environment category, the Group-wide reduction of CO_2 emissions; in the Social category, the improvement of the Employee Net Promoter Score, which measures the satisfaction, loyalty, and engagement of Gerresheimer Group employees; and in the Governance category, improved workplace safety or product quality. The three ESG targets are weighted equally, unless the Supervisory Board decides otherwise. Based on the achievement of these three ESG targets, an annual ESG factor is calculated, which can range from 0.8 to 1.2.

If a member of the Executive Board leaves the company during a fiscal year as a so-called "Good Leaver," the STI will be granted on a *pro rata temporis* basis as of the maturity date specified in the employment contract, provided that the relevant targets have been met by the end of the fiscal year. A member of the Executive Board is considered a "Good Leaver" if he or she leaves the company by mutual agreement, at the request or initiative of Gerresheimer AG, without having provided a reason for doing so, or if the contractual relationship expires in accordance with the terms of the agreement. If a member of the Executive Board leaves the service of Gerresheimer AG as a so-called "Bad Leaver," all outstanding claims to the STI shall lapse. A member of the Executive Board is considered a "Bad Leaver" if he or she leaves the company of his or her own accord without cause, or if Gerresheimer AG has terminated the contractual relationship for good cause attributable to the member of the Executive Board.

- **Long-Term Incentive (LTI)**: The target amount for the LTI that is payable upon 100% achievement of the LTI targets ("LTI Target Amount") corresponds to 105% of the base compensation. The maximum payout amount for the LTI is 180% of the base compensation (upper limit). If a member of the Executive Board joins or leaves during the fiscal year, the LTI is granted on a pro rata basis (*pro rata temporis*).

The LTI is initially determined based on two strategic targets: the organic revenue growth rate and Adjusted EPS, each over a period of four fiscal years. In determining the overall achievement of this LTI component, the organic revenue growth rate is weighted at 75% and Adjusted EPS at 25%, based on the achievable "provisional payout amounts." The Supervisory Board may, at its discretion, set a different weighting for individual LTI tranches. The organic revenue growth rate is the average of the annual revenue growth rates during the four-year term of the respective LTI tranche. Adjusted EPS is the sum of the Adjusted Earnings per Share reported in the relevant consolidated financial statements during the four-year term of the respective LTI tranche.

At the beginning of the term of the respective four-year LTI tranche, the Supervisory Board sets the minimum value ("threshold"), the target value (100%), and the maximum value ("cap") for the organic revenue growth rate, as well as the target value for Adjusted EPS ("EPS target"). Achieving these two LTI targets results in a euro amount, hereinafter referred to as the "preliminary LTI payout amount."

Specifically, the provisional LTI payout amount is calculated as follows:

- If the threshold target for the organic revenue growth rate is achieved after four years, the preliminary LTI payout amount for this target component is 30% of the base compensation. If the organic revenue growth rate reaches the target value after four years, the preliminary LTI payout amount is 60% of the base compensation. If the organic revenue growth rate reaches the cap value after four years, the preliminary LTI payout amount is 90% of the base compensation. Linear interpolation is applied between these values. If the organic revenue growth rate falls below the threshold, the preliminary LTI payout amount for this target component is zero. If the organic revenue growth rate exceeds the cap, there is no further increase in the preliminary LTI payout amount.

- If the EPS target is met, the preliminary LTI payout amount for this target component is 20% of the base compensation. If the Executive Board member achieves only 90% of the EPS target, the preliminary LTI payout amount for this target component is 10% of the base compensation. If the Executive Board member achieves 110% of the EPS target, the preliminary LTI payout amount for this target component is 30% of the base compensation. Linear interpolation is applied between these values. If a value below 90% of the EPS target is achieved, the preliminary LTI payout amount for this target component is zero. If a value above 110% of the EPS target is achieved, there is no further increase in the preliminary LTI payout amount.

In determining the target components—organic revenue growth rate and cumulative Adjusted EPS — Gerresheimer AG will follow the definitions and results of the Group's financial reporting, thereby ensuring a high degree of transparency and reliability. At the end of the four-year term of the respective LTI tranche, the Supervisory Board will determine, based on the actual figures derived from the relevant audited consolidated financial statements, whether the LTI targets were met, exceeded, or missed. If the LTI targets are not fully met, the LTI may be less than the LTI target amount or may be forfeited entirely.

The determined preliminary LTI payout amount is then multiplied by a TSR multiplier, which is calculated based on the Total Shareholder Return using the following formula:

$$\frac{\text{Closing price + dividends}}{\text{Opening price}}$$

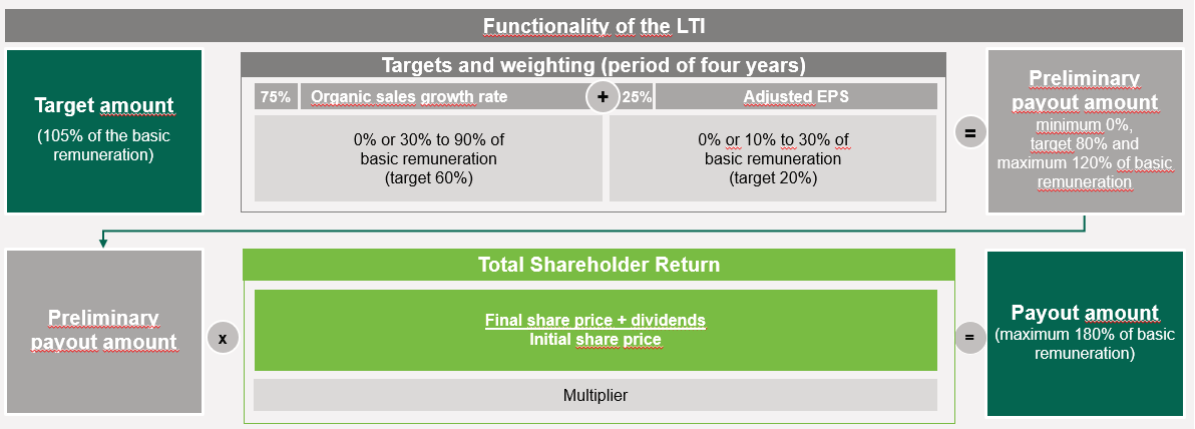
The opening price refers to the average XETRA closing price of Gerresheimer AG shares during the last 30 trading days prior to the start of the respective four-year LTI period.

The closing price refers to the average XETRA closing price of Gerresheimer AG shares during the last 30 trading days prior to the end of the respective four-year LTI period.

Dividends refer to the total amount of dividends paid per share by Gerresheimer AG during the respective four-year LTI period.

To achieve the LTI target amount, the Total Shareholder Return must show an average annual growth rate of approximately 7% (CAGR) over the four-year term.

The LTI works as illustrated in the following graph:



If a member of the Executive Board leaves the company before the end of the four-year term as a so-called "Good Leaver," the LTI will be granted for the year of departure on a *pro rata temporis* basis as of the maturity date specified in the employment contract, provided that the relevant targets have been met by the end of the term. If the Executive Board member leaves the service of Gerresheimer AG as a so-called "Bad Leaver," all claims to the LTI for the year of departure are forfeited.

The Executive Board member contracts will contain standard provisions to protect Executive Board members against dilution resulting from capital increases, stock splits, etc.

VII.
Appropriateness of the Specific Total Compensation

The Supervisory Board considers the existing, current target total compensation to be appropriate and customary in light of the Executive Board's upcoming tasks and expected performance, as well as in light of Gerresheimer AG's current situation compared to other companies in a suitable peer group and with regard to a vertical comparison within the Gerresheimer Group.

- For the so-called "peer group comparison" (horizontal assessment of the appropriateness of Executive Board compensation), the Supervisory Board uses comparable companies that can be meaningfully compared to the Gerresheimer Group in terms of industry, size, region, and transparency of Executive Board compensation.[1]
- For the appropriateness comparison within the Gerresheimer Group (vertical assessment of the appropriateness of Executive Board compensation), the Supervisory Board has considered the development of compensation for senior management and the workforce as a whole, taking into account trends over time.

[1] In this regard, the Supervisory Board currently bases its decisions on the compensation packages offered by companies listed on the SDAX. The Supervisory Board reserves the right to exclude SDAX companies if their Executive Board compensation—for whatever reason—is exceptional (statistical adjustments) and, if necessary, to take selected competitor companies into account.

VIII.
Maximum Compensation

Gerresheimer AG defines maximum compensation as the maximum compensation a member of the Executive Board can receive for a fiscal year. The Supervisory Board has again set the following annual maximum compensation in accordance with Section 87a (1), Sentence 2, No. 1 of the German Stock Corporation Act (AktG):

Position	Maximum Compensation
Chairperson of the Executive Board	EUR 7,000,000
Members of the Executive Board (full members)	EUR 5,500,000

Under the provisions of stock corporation law, the maximum compensation is neither the amount targeted by the Supervisory Board nor the amount considered appropriate. It must be clearly distinguished from the annual target compensation. It merely sets an absolute upper limit (ceiling), for example, to prevent disproportionately high Executive Board compensation in the event of an unexpectedly strong fiscal year. Setting the maximum compensation does not prevent the Supervisory Board from increasing the number of Executive Board members during the term of the compensation system, in accordance with its due discretion. Any compensation payments for lost salary from a previous employer are not taken into account when calculating the maximum compensation.

IX.
Exceptional Developments

The criteria for determining performance-based compensation and the annual targets set by the Supervisory Board at the beginning of the fiscal year are not changed during the course of a fiscal year. A retroactive change to the target values or the benchmark parameters is excluded.

However, the Supervisory Board may take extraordinary developments into account appropriately when setting targets in justified, rare exceptional cases (Recommendation G.11, Sentence 1, GCGC). This may result in either an increase or a decrease in the STI payout amount. Examples of extraordinary developments during the fiscal year include exceptional changes in the economic situation (e.g., due to economic crises or health crises affecting the global economy) that render the original corporate targets obsolete, provided that such changes were unforeseeable. Generally unfavorable market developments are not considered extraordinary developments during the fiscal year. Should extraordinary developments occur that necessitate an adjustment, the Supervisory Board will report on them in detail and transparently. The Supervisory Board may also take such extraordinary developments into account appropriately when setting LTI targets in justified, rare, exceptional cases.

X.
Malus and Clawback Provisions for Variable Compensation

The employment contracts of the members of the Executive Board will contain provisions that enable the Supervisory Board to withhold (STI and LTI) (malus clause) or to reclaim it (clawback clause) if a member of the Executive Board has seriously breached his or her duties, in particular compliance obligations (Recommendation G.11, Sentence 2 of the German Corporate Governance Code). The Supervisory Board may, at its reasonable discretion, agree on the details of these clauses in individual service contracts with the members of the Executive Board.

XI.
Offset of Compensation from Secondary Employment

Compensation for any intra-group Supervisory Board positions or other concurrent positions shall be offset against Executive Board compensation. If a member of the Executive Board wishes to assume a supervisory board position outside the Group, the Executive Committee of the Supervisory Board shall decide, as part of the required approval process, whether the external compensation shall be offset against the Executive Board compensation. In doing so, the Executive Committee shall base its decision in particular on the anticipated time commitment required for the supervisory board position outside the Group.

XII.
Benefits Upon Assumption and Termination of Executive Board Membership

Upon a member of the Executive Board assuming office, the Supervisory Board shall decide, in accordance with its duty of care, whether and to what extent additional compensation benefits (e.g., relocation assistance or compensation for loss of earnings resulting from the move to Gerresheimer) are to be granted under an individual contract. The Supervisory Board is entitled, at its reasonable discretion, to provide appropriate compensation for loss of earnings incurred by a member of the Executive Board as a result of his or her move to Gerresheimer. Payments to a member of the Executive Board in the event of early termination of the employment contract are limited to a maximum of two years' compensation and shall not exceed the annual compensation for the remaining term of the employment contract (severance pay cap, Recommendation G.13 of the German Corporate Governance Code). If the Company has good cause for the early termination of the employment contract or if the member of the Executive Board wishes to terminate the employment contract early of his or her own accord without having good cause on his or her part, no severance payment will be made. The annual compensation used to calculate the severance payment is equal to twice the base compensation.

XIII.
Share Ownership Program for the Executive Board (Share Ownership Guidelines)

The Supervisory Board has the option, within the framework of the employment contract provisions, to require members of the Executive Board of Gerresheimer AG to participate in an Executive Share Ownership Program ("Share Ownership Guidelines," SOG). The Executive Board Share Ownership Program requires Executive Board members to acquire shares of the company and hold them for specified holding periods. It serves to align the interests of the Executive Board with those of the company's shareholders over the long term. When implementing the SOG, the Supervisory Board will

take into account whether and to what extent a member of the Executive Board is already receiving share-price-based incentives through other compensation components. Under the program, each member of the Executive Board is required to invest a certain percentage (for example, 25%) of the STI payout amount (gross) in shares of the company (share purchase obligation). The total amount to be invested by the Executive Board member under the stock purchase obligation is based on the respective Executive Board member's base compensation and generally amounts to 150% of the annual base compensation for the Chairman of the Executive Board and 100% for regular Executive Board members. In the event of its implementation, the Supervisory Board shall determine the details of the SOG in accordance with its due discretion and in line with market practice. It may differentiate the provisions for individual members of the Executive Board; for example, it may require the Chairman of the Executive Board to make a higher SOG investment than ordinary members of the Executive Board.

XIV.
Other Material Provisions in the Employment Contract

The employment contracts of Executive Board members shall generally not exceed a term of three years upon initial appointment. In all other respects, the Supervisory Board may make full use of the maximum term of five years provided for under stock corporation law. Ordinary termination of the employment contract is excluded for both parties. The right to terminate for cause remains unaffected. In the event of early termination of the mandate, the employment contract also automatically terminates (linkage clause). The employment contract will not contain any commitments regarding benefits arising from the early termination of the employment contract by the Executive Board member as a result of a change of control. The employment contract currently does not contain a post-termination non-compete clause. However, the Supervisory Board is entitled, at its reasonable discretion, to agree to a post-termination non-compete clause with a member of the Executive Board. In this case, it will take into account Recommendation G.13, Sentence 2 of the GCGC regarding the offsetting of any severance payment against the post-termination compensation.

XV.
Transparency, Documentation, and Compensation Report

The resolution of the Annual General Meeting approving the compensation system and the compensation system itself will be published immediately on the Gerresheimer AG website and will remain publicly accessible there free of charge for the duration of the compensation system's validity, but for at least ten years. In addition, the Executive Board and Supervisory Board of Gerresheimer AG prepare an annual, clear, and comprehensible report on the compensation granted and owed by Gerresheimer AG and companies of the Gerresheimer Group to each current or former member of the Executive Board and the Supervisory Board during the most recent fiscal year ("Compensation Report"). The Compensation Report, which must be audited by the independent auditor, will contain detailed information on the individual compensation of each member of the governing bodies as well as on the trend in Executive Board compensation, in accordance with Section 162 of the German Stock Corporation Act (AktG).