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Compensation Report 2025

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Compensation Report

This compensation report presents the main principles of the remuneration system of the Gerresheimer AG Management Board and Supervisory Board. In addition, the report also outlines the remuneration granted and owed in the financial year 2025 to each current and former member of the Management Board and Supervisory Board. The report complies with the requirements of Section 162 of the German Stock Corporation Act (Aktiengesetz, AktG). Detailed information on the remuneration systems for members of the Gerresheimer AG Management Board and the Supervisory Board is available on the website at www.gerresheimer.com/investoren/corporate-governance/verguetungssystem.

For reasons of readability, the masculine form is used when referring to positions in this report and is representative of persons of any gender.

Remuneration for Members of the Management Board

Principles, Structure, and Components

Pursuant to Section 120a(1) of the German Stock Corporation Act (AktG), the Annual General Meeting must pass a resolution approving the compensation system for submitted by the Supervisory Board for members of the Management Board whenever there is a substantial change to the compensation system, but at least every four years. The existing compensation system was approved by the Annual General Meeting on June 9, 2021, with a majority of 90.4%. It has been in effect for the current members of the Management Board since December 1, 2021.

The Supervisory Board has continuously monitored the compensation system since it was last presented to the Annual General Meeting and has subjected it to a critical assessment with regard to regulatory requirements, market practices and market conditions, as well as investor expectations. In doing so, the Supervisory Board has concluded that the current system of Executive Board compensation has proven effective, results in market-based and appropriate compensation for Executive Board members overall, and should therefore, in principle, be continued with a few refinements. The proposed compensation system was not approved by the Annual General Meeting on June 5, 2025. The existing compensation system will therefore continue to apply. An adjustment is planned for the financial year 2027 and will be submitted to the Annual General Meeting in 2026 for approval.

The existing system provides incentives for the successful implementation of the Group strategy and the long-term development of the Gerresheimer Group. This is achieved in compliance with the requirements of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code (DCGK) in the version dated April 28, 2022. The Supervisory Board's goal is also to structure the Management Board's compensation to ensure it is in line with market standards and competitive, enabling Gerresheimer AG to attract competent and dynamic members of the Management Board.

The appropriateness of the compensation system was confirmed by the independent external compensation consultant Korn Ferry.

The entire Management Board of Gerresheimer AG was newly appointed in financial year 2025. For the duration of the employment contract of the new CEO, Mr. Uwe Röhrhoff, a deviation from DCGK recommendations G.1 through G.2 and G.6 through G.12 was declared on November 3, 2025, for the period from November 1, 2025 through October 31, 2026 at the latest, as Mr. Röhrhoff receives only fixed compensation for his one-year term of office.

The total compensation of the members of he Management Board consists of fixed and performance-based components. The performance-based component comprises short-term, one-year, and long-term, multi-year compensation. The Presiding Committee of the Supervisory Board, which as of November 30, 2025, consisted of Supervisory Board Chairman Dr. Axel Herberg, Deputy Supervisory Board Chairman Markus Römer, as well as Prof. Dr. Annette Köhler and Markus Rocholz, sets the annual targets for the total compensation of the individual members of the Management Board at the beginning of the financial year. The individual components of the compensation are explained in more detail in this report.

In the event of particularly extraordinary developments during the year, such as economic or health crises affecting the global economy, the Supervisory Board may take this into account when setting targets for performance-based compensation. The Supervisory Board will report on such adjustments in detail and transparently.

In the financial year 2025, the Supervisory Board had no reason to exercise its authority to withhold or reclaim variable remuneration components.

In addition, Directors & Officers (D&O) liability insurance is in place for members of the Management Board, which provides for a deductible in accordance with Section 93 (2), Sentence 3 of the German Stock Corporation Act (AktG).

If members of the Management Board take on Supervisory Board or other mandates at Gerresheimer AG subsidiaries or at affiliated companies thereof, no separate remuneration is granted for said mandates.

Vote on the Compensation Report at the Annual General Meeting

The 2024 Compensation Report was approved by the Annual General Meeting on June 5, 2025, with a majority of 79.94% of the valid votes cast.

Non-performance-based remuneration

Basic salary
Each member of the Management Board receives a fixed basic salary paid in twelve equal monthly installments.

Fringe benefits
Members of the Management Board receive various non-cash fringe benefits, including contributions to group accident insurance and a company car that is also available for personal use.

Compensation for Loss of Earnings (Sign-on Bonus)
As members of the Management Board, Mr. Lehmann and Mr. Schalk will receive an individually agreed-upon amount to compensate for loss of earnings at their current employer re-sulting from their transition to their roles as members of the Management Board of Gerresheimer AG; this amount is due in three equal installments in January 2026, January 2027, and January 2028, respectively.

Pension contribution
In place of a company pension, current members of the Management Board receive a pension contribution in the form of an annual cash amount to be used at their free disposal for their private pension provision. This pension contribution amounts to 30% of the respective basic salary. It is paid in twelve equal monthly installments, together with the basic salary.

Performance-based remuneration

Short-term variable remuneration (short-term incentive, STI)
Short-term variable remuneration (short-term incentive, STI) is linked to the level of achievement of operating and sustainability-related targets set by the Supervisory Board. These targets are derived from the corporate planning approved by the Supervisory Board. The financial targets refer to differently weighted key performance indicators in the Gerresheimer Group's financial performance system: revenues (weighting: 20%), adjusted EBITDA (weighting: 65%), and net working capital (weighting: 15%). The net working capital target component is calculated as average net working capital as a percentage of revenues.

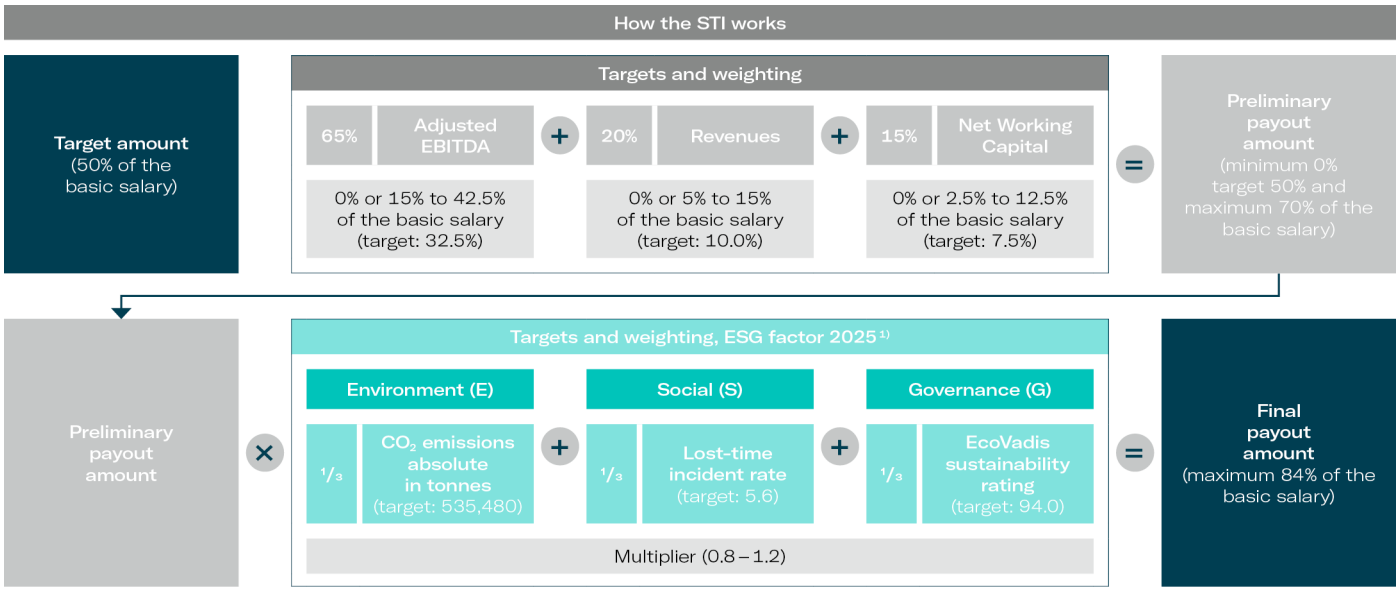
When all financial target values are achieved, the preliminary payout amount is 50% of the basic salary. The preliminary payout amount is capped at 70% of the basic salary.

Achievement of financial targets is calculated on the basis of actual currency-adjusted figures derived from the audited Consolidated Financial Statements.

The sustainability-related targets are derived from equally weighted key performance indicators in the areas of environment (environmental protection), social (social components), and governance (sustainable corporate management). These targets are taken from the sustainability strategy of the Gerresheimer Group: CO_2 emission savings in tons (environment), number of occupational accidents per 1 million work hours (lost-time incident rate) and, sustainability ranking by EcoVadis — a leading provider of sustainability assessments (governance). The sustainability-related targets are linked to the operating targets through the ESG factor; the preliminary payout amount for the operating targets is multiplied by the ESG factor. The ESG factor is calculated on the basis of the level of achievement of the three ESG targets and is between 0.8 and 1.2.

The final payout amount is capped at 84% of the basic salary.

The STI works as follows:



1) The ESG targets are selected annually by the Supervisory Board from a list of options. The targets for financial year 2025 were finalized in February 2025.

The following table shows target achievement of individual STI components in the financial year 2025:

STI component	Weighting	2025 target	2025 actual	**2025 target achievement**
Operating targets				
Adjusted EBITDA[1] (currency-adjusted)	65%	EUR 566m	EUR 396m	70.0%
Revenues[1] (currency-adjusted)	20%	EUR 2,523m	EUR 2,362m	93.6%
Net working capital (currency-adjusted)	15%	25.3%	23.8%	104.6%
ESG factor				
CO_2 emission in total tons	1/3	535,480	483,756	110.7%
Lost-time incident rate	1/3	5.60	4.69	119.4%
EcoVadis sustainability rating	1/3	94.00	96.00	102.1%

[1] All percentage changes were calculated on a EUR k basis. When using the EUR m amounts shown in the table, minor deviations may occur.

Based on the target achievement of the individual STI components in the financial year 2025, the preliminary payout amount is 12.14% of basic salary and the ESG factor is 1.15. As a result, the payout amount for the short-term performance-based remuneration equates to 13.97% of the basic salary. The amounts attributable to individual members of the Management Board are listed in the table in the "Remuneration of current Management Board members" section.

The 2025 STI will be paid out in the month after the approval of the Consolidated Financial Statements that are relevant for calculating the STI target achievement.

The 2024 STI was paid out in February 2025. The amounts attributable to individual members of the Management Board are listed in the table in the "Remuneration of current Management Board members" section.

Long term variable remuneration (long-term-incentive, LTI)

LTI-program from financial year 2022 onwards

Target achievement under the agreement on long-term variable remuneration (long-term incentive, LTI) that has applied since December 1, 2021, is linked to the level of achievement of the strategic targets defined prior to the term of the respective LTI tranche — organic revenue growth rate (weighting: 75%) and adjusted earnings per share (weighting: 25%) — over a period of four years. Those targets are derived from the operating and strategic corporate planning approved by the Supervisory Board. Target achievement for each strategic target is calculated on an annual basis.

At the end of the four-year period, the arithmetic mean of the four levels of target achievements for each of the specific year is calculated for the organic revenue growth rate target figure. If the average value of organic revenue growth lies between the minimum and maximum value at the end of the four-year period, the preliminary payout amount is between 30% (minimum) and 90% (maximum) of the basic salary, with values between these upper and lower bounds interpolated linearly. A value lower than the minimum means that target achievement for this target figure is 0%. If target achievement exceeds the maximum, the preliminary payout amount for this target component is not increased any further.

The adjusted earnings per share (adjusted EPS) target figure is the adjusted earnings per share attributable to the shareholders of Gerresheimer AG, based on the average number of shares in the period (2025: 34.54 million). The effects adjusted when calculating this indicator are the same as those used as a basis for adjusted EBITDA. Adjusted EBITDA consists of net income before income taxes, the financial result, depreciation/amortization and impairment losses on fair value adjustments less capitalized cost items recognized as productions costs, depreciation and amortization, impairment losses, restructuring expenses, and exceptional expenses and income. One-off items that have no negative impact on operating earnings, such as the outcomes of tax audits, are also accounted for in this calculation. At the end of the four-year period, the total of the adjusted EPS reported in the relevant Consolidated Financial Statements is calculated for the adjusted EPS target figure. If the total adjusted EPS lies between the minimum (90%) and maximum value (110%) at the end of the four-year period, the preliminary payout amount is between 10% (minimum) and 30% (maximum) of the basic salary, with values between these upper and lower bounds interpolated linearly. A value lower than the minimum means that target achievement for this target figure is 0%. If target achievement exceeds the maximum, the preliminary payout amount for this target component is not increased any further.

If the targets are achieved (100%) for both of these target figures, the preliminary payout amount is 80% of the basic salary and is capped at 120% of the basic salary.

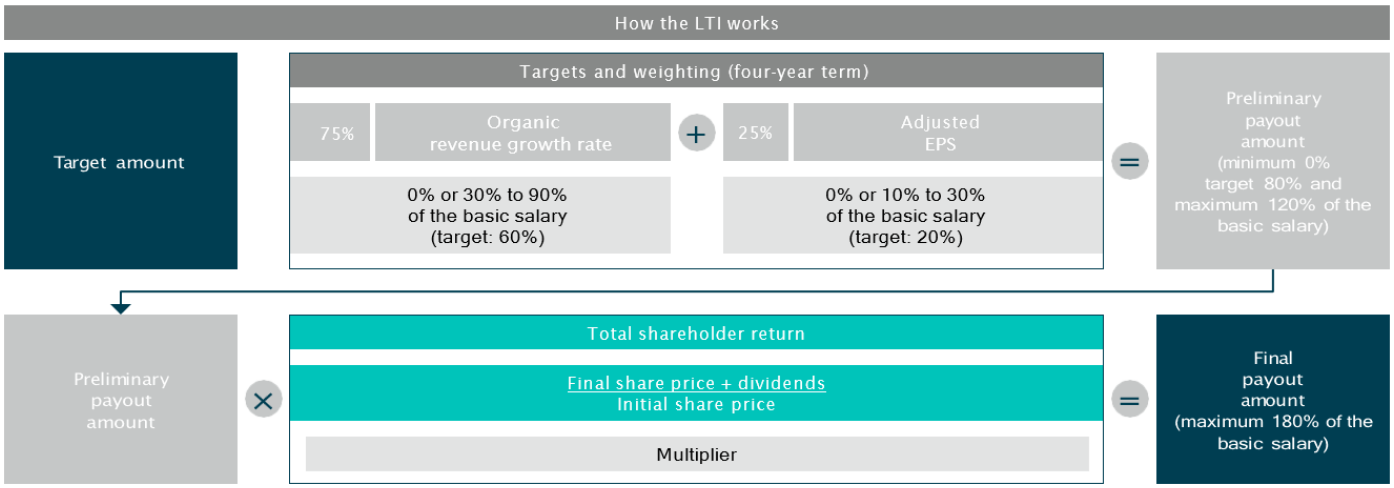
The preliminary payout amount is multiplied by the TSR multiplier. The TSR multiplier is derived from total shareholder return (TSR) as a ratio of the average XETRA[1] closing price of Gerresheimer AG stock for the 30 trading days prior to the end of the respective four-year LTI period (final share price), plus the total dividend payments per Gerresheimer AG share paid out in the respective four-year LTI period (dividends) and the average XETRA closing price of Gerresheimer AG stock during the

[1] XETRA is the reference market for stock-market trading of German stock and a trading platform operated by Deutsche Börse AG.

30 trading days prior to the start of the respective four-year LTI period (initial share price). The TSR therefore reflects the development of the Gerresheimer stock over the four-year period and takes into consideration both actual price performance and the dividends paid out in the period.

The target amount is 105% of the base salary, the final payout amount for an LTI tranche is capped at 180% of the basic salary.

The LTI works as follows:



Payment of the respective LTI tranche due is made in the month after the approval of the Consolidated Financial Statements for the last year of the four-year period and after the Supervisory Board has calculated the target achievement. The 2025 (2025-2028), 2024 (2024-2027) and 2023 (2023-2026) LTI tranches have not yet been fully earned in the financial year 2025.

In financial year 2025, corrections of errors that were required to be restated retrospectively under IAS 8 were made. The figures for financial year 2024 were adjusted accordingly; as a result, the key figures organic revenue growth rate and adjusted EPS for financial year 2024 have changed.

The key figures of the current LTI tranches are shown in the following tables:

2025 LTI (2025 – 2028)	2025	2026	2027	2028	Target value (100%)
Initial share price of Gerresheimer AG EUR 76.9 per share					
Organic revenue growth rate (average achieved)	0.3%	–	–	–	7.8%
Adjusted earnings per share in euros (currency-adjusted, cumulative)	–1.68	–	–	–	29.46
Dividend payments per share in euros (paid)	0.04	–	–	–	

2024 LTI (2024 – 2027)	2024 adjusted	2025	2026	2027	Target value (100%)
Initial share price of Gerresheimer AG EUR 88.5 per share					
Organic revenue growth rate (average achieved)	0.7%	0.3%	–	–	8.5%
Adjusted earnings per share in euros (currency-adjusted, cumulative)	4.01	–1.68	–	–	23.68
Dividend payments per share in euros (paid)	1.25	0.04	–	–	

2023 LTI (2023 – 2026)	2023	2024 adjusted	2025	2026	Target value (100%)
Initial share price of Gerresheimer AG EUR 86.9 per share					
Organic revenue growth rate (average achieved)	10.4%	0.7%	0.3%	–	8.0%
Adjusted earnings per share in euros (currency-adjusted, cumulative)	4,96[1)]	4,01[2)]	–1.68	–	23.11
Dividend payments per share in euros (paid)	1.25	1.25	0.04	–	

[1)] 2023: Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 33.336m shares.
[2)] 2024: Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 34.540m shares.

2022 LTI (2022 – 2025)	2022	2023	2024 adjusted	2025	Target value (100%)	Target value	Target achievement
Initial share price of Gerresheimer AG: EUR 64.4 per share Closing share price of Gerresheimer AG: EUR 25.9 per share							
Organic revenue growth rate (average achieved)	16.2%	10.4%	0.7%	0.3%	6.5%	6.9%	64.8%
Adjusted earnings per share in euros (currency-adjusted, cumulative)	4.47[1)]	4.96[2)]	4.01[3)]	–1.68	22.31	11.76	0.0%
Dividend payments per share in euros (paid)	1.25	1.25	1.25	0.04		3.79	
Total shareholder return						0.46	

[1)] 2022: Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 31.400m shares.
[2)] 2023: Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 33.336m shares.
[3)] 2024: Adjusted earnings per share, attributable to shareholders of Gerresheimer AG, based on 34.540m shares.

Long-term share-based variable remuneration (phantom stocks)

Under the remuneration system that applied until November 30, 2021, the then-members of the Management Board were entitled to phantom stocks as a form of long-term variable remuneration. Phantom stocks entitlements are the right to receive a cash payment that can be claimed within two years of the end of a five-year vesting period, subject to the performance of virtual Gerresheimer stock as defined in the target. The current members of the Management Board do not receive any phantom stock entitlements.

The entitlements were granted for each year of Management Board service up to the financial year 2021. Phantom stocks entitlements were issued and granted around one month after the Annual General Meeting for the prior financial year. The issue price of the annual entitlement (annual tranche) was determined on the basis of the closing price of the Gerresheimer stock. The valuation of the entitlements in the years until they are exercised is based on a recognized option pricing model (binomial model).

Target achievement for the entitlement from the respective annual tranche is determined on the basis of the development of the Gerresheimer share price (price performance) or the percentage increase in value of the Gerresheimer share compared to the MDAX (MDAX outperformance). The MDAX is a German mid-cap share index to which Gerresheimer also belongs. The target corridor for the price performance target is between 20% and 40% of the increase in value of the corresponding annual tranche compared to the respective issue price. If the target value is within this corridor, the payment entitlement is a minimum of 40% and a maximum of 80% of the basic salary at the time of issuance. Linear interpolation is used between the values. The MDAX outperformance target is achieved if the price of the Gerresheimer stock outperforms the MDAX in the defined period. If this is the case, the payment entitlement is 40% of the basic salary.

The key figures for the respective tranches of phantom stocks for the former members of the Management Board are as follows:

	Phantom stocks entitlement	Issue price in euros per share	Issue date	End of the vesting period	Exercise period	**Fair value in EUR k Nov. 30, 2025**	Fair value in EUR k Nov. 30, 2024
Dietmar Siemssen (until Oct. 31, 2025)	2020 tranche	92.31	August 6, 2020	August 6, 2025	Aug. 7, 2025 to Aug. 6, 2027	–	–
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 to July 22, 2028	–	–
	Total					**–**	**–**
Dr. Lukas Burkhardt (until Nov. 30, 2025)	2020 tranche	92.31	August 6, 2020	August 6, 2025	Aug. 7, 2025 to Aug. 6, 2027	–	–
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 to July 22, 2028	–	–
	Total					**–**	**–**
Dr. Bernd Metzner (until Aug. 31, 2025)	2020 tranche	92.31	August 6, 2020	August 6, 2025	Aug. 7, 2025 to Aug. 6, 2027	–	–
	2021 tranche	92.57	July 22, 2021	July 22, 2026	July 23, 2026 to July 22, 2028	–	–
	Total					**–**	**–**

No payouts were made in the financial year 2025 for the 2021 annual tranches of phantom stocks entitlements, as the corresponding vesting periods had not yet ended.

The payouts of the phantom stocks tranches attributable to individual former members of the Management Board in the financial years 2025 and 2024 are shown in the tables in the “Remuneration of former Management Board members” section.

Granted and owed remuneration

Remuneration of current Management Board members

The following tables show the remuneration granted and owed to each of the current members of the Management Board pursuant to § 162 (1) Sentence 1 AktG for the respective financial year. In order to present the individual remuneration components in the reporting period transparently, both the actual remuneration received in a financial year and the remuneration earned in the financial year on a voluntary basis are shown. Earned remuneration includes all amounts that the individual members of the Management Board have earned in the respective reporting year in return for their service as members of the Management Board, even if these amounts have not yet fallen due or been received. Received remuneration includes the amounts paid out in the reporting year.

Uwe Röhrhoff Chief Executive Officer (since Nov. 1, 2025)	Earned remuneration				Received remuneration			
	2025 In EUR k	**in %**	2024 In EUR k	in %	**2025 In EUR k**	**in %**	2024 In EUR k	in %
Basic salary	250	100.0	–	–	250	100.0	–	–
Fringe benefits	–	–	–	–	–	–	–	–
Pension contribution	–	–	–	–	–	–	–	–
Non-performance-based remuneration	**250**	**100.0**	**–**	**–**	**250**	**100.0**	**–**	**–**
STI	–	–	–	–	–	–	–	–
Performance-based remuneration	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Total remuneration	**250**	**100.0**	**–**	**–**	**250**	**100.0**	**–**	**–**
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	**3,000**							

Achim Schalk Member of the Board (since Nov. 1, 2025)	Earned remuneration				Received remuneration			
	2025 In EUR k	**in %**	2024 In EUR k	in %	**2025 In EUR k**	**in %**	2024 In EUR k	in %
Basic salary	60	39.2	–	–	60	75.9	–	–
Fringe benefits	1	0.7	–	–	1	1.3	–	–
Sign-on bonus	70	45.8	–	–	–	–	–	–
Pension contribution	18	11.8	–	–	18	22.8	–	–
Non-performance-based remuneration	**149**	**97.4**	**–**	**–**	**79**	**100.0**	**–**	**–**
STI[1)]	4	2.6	–	–	–	–	–	–
2025 LTI tranche (2025-2028)[2)]	–	–	–	–	–	–	–	–
Performance-based remuneration	**4**	**2.6**	**–**	**–**	**–**	**–**	**–**	**–**
Total remuneration	**153**	**100.0**	**–**	**–**	**79**	**100.0**	**–**	**–**
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	**5,500**							

[1)] The payout is made in the month following the approval of the Consolidated Financial Statements that are relevant for calculating the STI target achievements. The amount is paid out in the subsequent financial year.

[2)] The LTI is earned on a pro rata basis over a period of multiple years and paid out at the end of this period depending on the level of target achievement. The 2025 LTI is earned during the 2025-2028 period. The total LTI earned will be disclosed at the end of the term in financial year 2028. Payment of the LTI 2025 will be made in financial year 2029.

Wolf Lehmann Chief Financial Officer (since Sept. 1, 2025)	Earned remuneration				Received remuneration			
	2025 In EUR k	**in %**	2024 In EUR k	in %	**2025 In EUR k**	**in %**	2024 In EUR k	in %
Basic salary	180	55.2	–	–	180	76.6	–	–
Fringe benefits	1	0.3	–	–	1	0.4	–	–
Sign-on bonus	80	24.5	–	–	–	–	–	–
Pension contribution	54	16.6	–	–	54	23.0	–	–
Non-performance-based remuneration	**315**	**96.6**	**–**	**–**	**235**	**100.0**	**–**	**–**
STI[1)]	11	3.4	–	–	–	–	–	–
2025 LTI tranche (2025-2028)[2)]	–	–	–	–	–		–	–
Performance-based remuneration	**11**	**3.4**	**–**	**–**	**–**	**–**	**–**	**–**
Total remuneration	**326**	**100.0**	**–**	**–**	**235**	**100.0**	**–**	**–**
Maximum remuneration as defined in § 87a (1) Sentence 2 No. 1 AktG	**5,500**							

[1)] The payout is made in the month following the approval of the Consolidated Financial Statements that are relevant for calculating the STI target achievements. The amount is paid out in the subsequent financial year.
[2)] The LTI is earned on a pro rata basis over a period of multiple years and paid out at the end of this period depending on the level of target achievement. The 2025 LTI is earned during the 2025-2028 period. The total LTI earned will be disclosed at the end of the term in financial year 2028. Payment of the LTI 2025 will be made in financial year 2029.

When agreeing on the defined caps, care was taken to ensure it is not possible to exceed them under the remuneration system.

Remuneration of former Management Board members

The following table shows the remuneration granted and owed to former members of the Management Board that was received in the respective financial year.

Mr. Siemssen stepped down from the Management Board of Gerresheimer AG with effect from October 31, 2025. As part of the mutual termination of his employment contract, a severance payment of EUR 2,700k was agreed. The payment was made in January 2026. The payment complies with the contractual provisions and takes into account the remaining term of the employment contract. The severance payment constitutes a one-time lump-sum payment and is not tied to future performance or conditions. No severance payments were agreed with Dr. Metzner and Dr. Burkhardt.

The total remuneration of former members of the Management Board amounted to EUR 3,134k in the financial year 2025 (previous year: EUR 7,429k).

In EUR k	**Remuneration components**	**2025**	in %	2024	in %
Dr. Lukas Burkhardt (until Nov. 30, 2025)	Basic salary	720	76.9	717	34.3
	Pension contribution	216	23.1	215	10.3
	Non-performance-based remuneration	**936**	**100.0**	**932**	**44.6**
	STI[1)]	–	–	396	19.0
	2021 LTI tranche (2021-2023)	–	–	304	14.6
	Phantom stocks (2019 tranche)	–	–	456	21.8
	Perfomance-based remuneration	**–**	**–**	**1,156**	**55.4**
	Received remuneration	**936**	**100.0**	**2,088**	**100.0**
Dr. Bernd Metzner (until Aug. 31, 2025)	Basic salary	525	76.3	700	36.7
	Fringe benefits	5	0.7	8	0.4
	Pension contribution	158	23.0	210	11.0
	Non-performance-based remuneration	**688**	**100.0**	**918**	**48.1**
	STI[1)]	–	–	403	21.1
	2021 LTI tranche (2021-2023)	–	–	309	16.2
	Phantom stocks (2019 tranche)	–	–	277	14.5
	Perfomance-based remuneration	**–**	**–**	**989**	**51.9**
	Received remuneration	**688**	**100.0**	**1,907**	**100.0**
Dietmar Siemssen (until Oct. 31, 2025)	Basic salary	1,154	76.4	1,150	33.5
	Fringe benefits	10	0.7	10	0.3
	Pension contribution	346	22.9	345	10.0
	Non-performance-based remuneration	**1,510**	**100.0**	**1,505**	**43.8**
	STI[1)]	–	–	670	19.5
	2021 LTI tranche (2021-2023)	–	–	499	14.5
	Phantom stocks (2019 tranche)	–	–	760	22.1
	Perfomance-based remuneration	**–**	**–**	**1,929**	**56.2**
	Received remuneration	**1,510**	**100.0**	**3,434**	**100.0**
Total received remuneration		**3,134**	**–**	**7,429**	

[1)] The payout is made in the month following the approval of the Consolidated Financial Statements that are relevant for calculating the STI target achievements. The amount is paid out in the subsequent financial year.

The development of pension entitlements to and payouts received by former members of the Management Board in the respective financial year are shown in the following table:

	Pension payments		Present value of the defined benefit obligation[1]		Fair value plan assets[1]		Net defined benefit obligation[1]	
In EUR k	**2025**	2024	**2025**	2024	**2025**	2024	**2025**	2024
Rainer Beaujean (until Apr. 30, 2019)	–	–	1,210	1,410	–	–	1,210	1,410
Uwe Röhrhoff (until Aug. 31, 2017)	–	–	4,615	5,060	2,475	2,567	2,140	2,493
Andreas Schütte (until Feb. 28, 2019)	–	–	2,786	3,054	1,710	1,826	1,076	1,228
Other former Management Board members	1,322	1,335	18,947	21,082	5,120	5,212	13,827	15,870
Total	**1,322**	**1,335**	**27,558**	**30,606**	**9,305**	**9,605**	**18,253**	**21,001**

[1] The figures were calculated in accordance with International Financial Reporting Standards (IFRS).

Mr. Röhrhoff has been Chairman of the Management Board of Gerresheimer AG since November 1, 2025. He receives no pension contributions for this role. The pension entitlements he has accrued remain unchanged in this respect.

None of the members of the Management Board who left the company in financial year 2025 have accrued pension entitlements.

In accordance with Section 162 (5) AktG, personal information relating to former members of the Management Board is omitted if they left the Management Board prior to November 30, 2015.

Benefits at the end of a Management Board contract

Termination benefits

In the event of premature termination of a Management Board member's contract other than for cause, payments to said member are limited to two times the member's annual remuneration and may not exceed the annual remuneration for the remaining term of the employment contract. The annual remuneration used to calculate the severance payment is twice the basic salary.

Remuneration for Members of the Supervisory Board

Supervisory Board remuneration is governed by § 14 of Gerresheimer AG's Articles of Association. In addition to reimbursement of expenses and an attendance allowance of EUR 2k per meeting day, each member of the Supervisory Board receives fixed annual remuneration of EUR 70k. The fixed annual remuneration of the chairperson of the Supervisory Board is EUR 175k and that of the deputy chairperson is EUR 105k. Members of the Supervisory Board receive additional fixed remuneration for chairing or serving on committees, which is also set out in Section 14 of the Articles of Association of Gerresheimer AG. Fixed remuneration is considered to have been granted, as the relevant service has been performed by November 30, 2025, and the remuneration has therefore been fundamentally earned. Supervisory Board remuneration does not include performance-based components.

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.

The annual fixed remuneration and the additional remuneration for committee work fall due for payment at the end of the Annual General 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. Attendance allowances are paid out immediately after the respective meeting.

Granted and owed Supervisory Board remuneration in the financial year 2025 is distributed among the individual members as follows:

In EUR	Period of membership	Fixed remuneration	Additional remuneration for committee work	Attendance allowance	**2025[1]**	2024[2]
Dr. Axel Herberg, Chairman	full year	175,000	60,000	44,000	279,000	293,000
Markus Römer, Deputy Chairman	full year	105,000	40,000	44,000	189,000	–
Andrea Abt	full year	70,000	–	24,000	94,000	120,273
Dr. Sidonie Golombowski-Daffner	full year	70,000	10,000	30,000	110,000	57,126
Prof. Dr. Annette G. Köhler	full year	70,000	60,000	44,000	174,000	141,781
Marlis Mergenthal	full year	70,000	–	22,000	92,000	80,000
Markus Rocholz	full year	70,000	50,000	50,000	170,000	132,000
Klaus Röhrig	since Nov. 20, 2025	2,110	603	2,000	4,713	–
Manuela Scheinost	since June 5, 2025	34,329	–	20,000	54,329	–
Paul Schilling	full year	70,000	10,000	30,000	110,000	80,000
Katja Schnitzler	full year	70,000	20,000	34,000	124,000	110,000
Dr. Christoph Zindel	full year	70,000	20,000	25,000	115,000	40,235
Total fixed remuneration		**876,438**	**270,603**	**369,000**	**1,516,041**	**1,054,415**

[1] The remuneration for the financial year 2025 will be paid in 2026 following the Annual General Meeting The attendance allowances are paid out after the meetings.
[2] The remuneration was paid out in mid-2025 after the Annual General Meeting for the 2024 financial year. The attendance allowances are paid out after the meetings.

In the reporting year, Markus Rocholz received EUR 5,000 for a Supervisory Board mandate at a Gerresheimer AG subsidiary.

In the financial year 2025, the members of the Supervisory Board did not take out any loans or receive any further remuneration or benefits in the reporting year for services they provided personally, such as consulting and referral services.

Renumeration of former Members of the Supervisory Board

In EUR	Period of membership	Fixed remuneration	Additional remuneration for committee work	Attendance allowance	**2025[1]**	2024[2]
Dr. Karin L. Dorrepaal	until June 5, 2024	–	–	–	–	39,956
Robert Fröhler	until June 5, 2025	35,671	–	4,000	39,671	–
Dr. Peter Noé	until June 5, 2024	–	–	–	–	50,229
Udo J. Vetter	until June 5, 2024	–	–	–	–	49,093
Dr. Dorothea Wenzel	until Nov. 10, 2025	67,890	19,397	26,000	113,287	–
Total fixed remuneration former Supervisory Board members		**103,561**	**19,397**	**30,000**	**152,958**	**139,278**

[1] The remuneration for the financial year 2025 will be paid in 2026 following the Annual General Meeting The attendance allowances are paid out after the meetings.
[2] The remuneration was paid out in mid-2025 after the Annual General Meeting for the 2024 financial year. The attendance allowances are paid out after the meetings.

Comparison of earnings development and annual change in remuneration

The table below lists, in accordance with Section 162 (1) Sentence 2, No. 2 AktG, the annual changes in granted and owed remuneration of members of the Management Board and Supervisory Board, the development of average employee remuneration on the basis of the number of employees, and variation in selected earnings indicators. For the current members of the Management Board and the Supervisory Board, the calculation is based on earned renumeration. For former members of the Management Board, the calculation is based on renumeration received.

These disclosures are made in accordance with the transitional provision defined in Section 26j (2) German Introductory Act to the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG) and, for the first time, are based on a comparison with the financial years 2022 and 2021. The basis for comparison will gradually be expanded to five periods in the coming years.

Earnings development is presented using the key performance indicators of revenues, organic revenue growth rate, adjusted EBITDA, and adjusted EPS. These key performance indicators are the most important indicators to the Gerresheimer Group and form part of the financial targets for the short- and long-term variable remuneration of Management Board members, and therefore have a significant effect on the amount of remuneration. In addition, the development of the net income of Gerresheimer AG is also shown in accordance with Section 275 (3) No. 16 German Commercial Code (Handelsgesetzbuch, HGB).

In financial year 2025, corrections of errors that were required to be restated retrospectively in accordance with IAS 8 were made, which also affected the key performance indicators of revenues, organic revenue growth rate, adjusted EBITDA, and adjusted EPS. The figures for financial year 2024 were adjusted accordingly. These adjustments resulted in changes to the comparison of the performance of these key performance indicatores figures between financial years 2024 and 2023.

The figures concerning the average remuneration of employees (including trainees) are based on the workforce of Gerresheimer AG and its subsidiaries based in Germany, which comprised an average of 4,531 employees in the financial year 2025 (previous year: 4,267 employees). They include payments for wages and salaries, fringe benefits, employer social security contributions, and variable remuneration components attributable to the respective financial year.

Change in earnings development and remuneration of employees, the Management Board, and the Supervisory Board	2025	2024 adjusted	2023	2022
	Change from 2025 compared to 2024 in %	Change from 2024 compared to 2023 in %	Change from 2023 compared to 2022 in %	Change from 2022 compared to 2021 in %
Earnings development				
Revenues	16.6%	0,0%	9.5%	21.3%
Organic revenue growth	–40 bps	–970 bps	–580 bps	860 bps
Adjusted EBITDA (currency-adjusted)	0.3%	–4.1%	17.5%	10.2%
Adjusted EPS	> –100.0%	–12.8%	0.2%	11.6%
Net loss/income of Gerresheimer AG according to HGB	> –100.0%	29.1%	–43.6%	–45.8%
Average employee remuneration				
Employees in Germany	2.4%	3.6%	1.8%	2.2%
Current members of the Management Board				
Uwe Röhrhoff (since Nov. 1, 2025)	100.0%	–	–	–
Achim Schalk (since Nov. 1, 2025)	100.0%	–	–	–
Wolf Lehmann (since Sept. 1, 2025)	100.0%	–	–	–
Former members of the Management Board				
Rainer Beaujean (until Apr. 30, 2019)	–	–100.0%	>100.0%	–81.4%
Dr. Lukas Burkhardt (until Nov. 30, 2025)	–55.2%	1.0%	27.3%	35.0%
Dr. Bernd Metzner (until Aug. 31, 2025)	–63.9%	16.8%	6.5%	43.6%
Uwe Röhrhoff (until Aug. 31, 2017)	–	–100.0%	100.0%	–100.0%
Andreas Schütte (until Feb. 28, 2019)	–	–100.0%	>100.0%	–63.9%
Dietmar Siemssen (until Oct. 31, 2025)	–56.0%	29.2%	–0.7%	56.9%
Current members of the Supervisory Board				
Dr. Axel Herberg, Chairman	–4.8%	3.5%	11.0%	–17.5%
Markus Römer, Deputy Chairman (since Dec. 1, 2024)	100.0%	–	–	–
Andrea Abt	–21.9%	–4.5%	18.9%	0.0%
Dr. Sidonie Golombowski-Daffner (since June 5, 2024)	92.6%	100.0%	–	–
Prof. Dr. Annette G. Köhler (since June 8, 2022)	22.7%	10.8%	109.8%	100.0%
Marlis Mergenthal (since June 8, 2022)	15.0%	0.0%	101.0%	100.0%
Markus Rocholz	28.8%	1.5%	0.0%	–5.8%
Klaus Röhrig (since Nov. 20, 2025)	100.0%	–	–	–
Manuela Scheinost (since June 5, 2025)	100.0%	–	–	–
Paul Schilling	37.5%	0.0%	2.6%	0.0%
Katja Schnitzler	12.7%	1.9%	1.9%	0.0%
Dr. Christoph Zindel (since June 5, 2024)	186.1%	100.0%	–	–
Former members of the Supervisory Board				
Heike Arndt (until Dec. 30, 2021)	–	–	–100.0%	–92.5%
Dr. Karin L. Dorrepaal (until June 5, 2024)	–100.0%	–50.1%	2.6%	0.0%
Robert Fröhler (June 8, 2022 until June 5, 2025)	–50.4%	0.0%	101.0%	100.0%
Francesco Grioli (until Nov. 30, 2024)	–100.0%	0.0%	2.5%	–8.1%
Franz Hartinger (until June 8, 2022)	–	–	–100.0%	–50.8%
Theodor Stuth (until June 8, 2022)	–	–	–100.0%	–49.8%
Dr. Peter Noé (until June 5, 2024)	–100.0%	–50.8%	11.4%	–11.9%
Udo J. Vetter (until June 5, 2024)	–100.0%	–49.9%	10.9%	–35.3%
Dr. Dorothea Wenzel (June 5, 2024 until Nov. 20, 2025)	102.1%	100.0%	–	–

Duesseldorf (Germany), June 29, 2026

Dr. Axel Herberg	Uwe Röhrhoff	Wolf Lehmann	Achim Schalk
Chairman of the Supervisory Board	Chairman	CFO	Member of the Management Board

Vermerk des unabhängigen Wirtschaftsprüfers über die Prüfung des Vergütungsberichts nach § 162 Abs. 3 AktG

An die Gerresheimer AG, Düsseldorf

Prüfungsurteil

Wir haben den Vergütungsbericht der Gerresheimer AG, Düsseldorf, für das Geschäftsjahr vom 1. Dezember 2024 bis zum 30. November 2025 daraufhin formell geprüft, ob die Angaben nach § 162 Abs. 1 und 2 AktG im Vergütungsbericht gemacht wurden. In Einklang mit § 162 Abs. 3 AktG haben wir den Vergütungsbericht nicht inhaltlich geprüft.

Nach unserer Beurteilung sind im beigefügten Vergütungsbericht in allen wesentlichen Belangen die Angaben nach § 162 Abs. 1 und 2 AktG gemacht worden. Unser Prüfungsurteil erstreckt sich nicht auf den Inhalt des Vergütungsberichts.

Grundlage für das Prüfungsurteil

Wir haben unsere Prüfung des Vergütungsberichts in Übereinstimmung mit § 162 Abs. 3 AktG unter Beachtung des IDW Prüfungsstandards: Die Prüfung des Vergütungsberichts nach § 162 Abs. 3 AktG (IDW PS 870 (09.2023)) durchgeführt. Unsere Verantwortung nach dieser Vorschrift und diesem Standard ist im Abschnitt „Verantwortung des Wirtschaftsprüfers“ unseres Vermerks weitergehend beschrieben. Wir haben als Wirtschaftsprüferpraxis die Anforderungen des IDW Qualitätsmanagementstandards: Anforderungen an das Qualitätsmanagement in der Wirtschaftsprüferpraxis (IDW QMS 1 (09.2022)) angewendet. Die Berufspflichten gemäß der Wirtschaftsprüferordnung und der Berufssatzung für Wirtschaftsprüfer / vereidigte Buchprüfer einschließlich der Anforderungen an die Unabhängigkeit haben wir eingehalten.

Verantwortung des Vorstands und des Aufsichtsrats

Der Vorstand und der Aufsichtsrat sind verantwortlich für die Aufstellung des Vergütungsberichts, einschließlich der dazugehörigen Angaben, der den Anforderungen des § 162 AktG entspricht. Ferner sind sie verantwortlich für die internen Kontrollen, die sie als notwendig erachten, um die Aufstellung eines Vergütungsberichts, einschließlich der dazugehörigen Angaben, zu ermöglichen, der frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen (d. h. Manipulationen der Rechnungslegung und Vermögensschädigungen) oder Irrtümern ist.

Verantwortung des Wirtschaftsprüfers

Unsere Zielsetzung ist, hinreichende Sicherheit darüber zu erlangen, ob im Vergütungsbericht in allen wesentlichen Belangen die Angaben nach § 162 Abs. 1 und 2 AktG gemacht worden sind, und hierüber ein Prüfungsurteil in einem Vermerk abzugeben.

Wir haben unsere Prüfung so geplant und durchgeführt, dass wir durch einen Vergleich der im Vergütungsbericht gemachten Angaben mit den in § 162 Abs. 1 und 2 AktG geforderten Angaben die formelle Vollständigkeit des Vergütungsberichts feststellen können. In Einklang mit § 162 Abs. 3 AktG haben wir die inhaltliche Richtigkeit der Angaben, die inhaltliche Vollständigkeit der einzelnen Angaben oder die angemessene Darstellung des Vergütungsberichts nicht geprüft.

Umgang mit etwaigen irreführenden Darstellungen

Im Zusammenhang mit unserer Prüfung haben wir die Verantwortung, den Vergütungsbericht unter Berücksichtigung der Kenntnisse aus der Abschlussprüfung zu lesen und dabei für Anzeichen aufmerksam zu bleiben, ob der Vergütungsbericht irreführende Darstellungen in Bezug auf die inhaltliche Richtigkeit der Angaben, die inhaltliche Vollständigkeit der einzelnen Angaben oder die angemessene Darstellung des Vergütungsberichts enthält.

Falls wir auf Grundlage der von uns durchgeführten Arbeiten zu dem Schluss gelangen, dass eine solche irreführende Darstellung vorliegt, sind wir verpflichtet, über diese Tatsache zu berichten. Wir haben in diesem Zusammenhang nichts zu berichten.

Düsseldorf, den 29. Juni 2026

KPMG AG
Wirtschaftsprüfungsgesellschaft

Jessen
Wirtschaftsprüfer

Cremer
Wirtschaftsprüfer

Anlagen

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Due to the commercial rounding of figures and percentages, small deviations may occur.

Translation
This Compensation Report is the English translation of the original German version; in case **of deviations between these two, the German version prevails.**