

Competence Profile and Objectives for the Supervisory Board of Gerresheimer AG

In accordance with Recommendation C.1 of the German Corporate Governance Code, the Supervisory Board has specified concrete objectives for its composition and drawn up a competence profile and a diversity concept for the entire body.

This is intended to ensure an orderly selection process for the nomination of new Supervisory Board members for Gerresheimer AG, by using objective requirement criteria.

The Supervisory Board shall be composed in a manner that ensures qualified supervision of and advice to the Management Board by the Supervisory Board as well as the proper exercise of the (co-)decision-making and other powers of the Supervisory Board.

The following requirements and objectives described therein shall apply to the composition of the Supervisory Board:

A. Requirements for the individual members of the Supervisory Board

1. General personal suitability

Each member of the Supervisory Board of Gerresheimer AG should, by virtue of his or her integrity, commitment, independence and personality, be able to carry out the duties of a member of the Supervisory Board in the parent company of an international group and to maintain its public reputation.

2. Independence and conflicts of interest

At least four of six shareholder representatives on the Supervisory Board should be independent from the Company and the Management Board. If the Company has a controlling shareholder, at least two shareholder representatives should be independent from the controlling shareholder. The Chairman of the Supervisory Board, the chairman of the Audit Committee, as well as the chairman of the Presiding Committee shall be independent from the Company and the Management Board. The chairman of the Audit Committee shall also be independent from the controlling shareholder.

A Supervisory Board member is considered independent if he is independent from the Company and its Management Board, and independent from any controlling shareholder.

Supervisory Board members are to be considered independent from the Company and its Management Board if they have no personal or business relationship with the Company or its Management Board that may cause a substantial and not merely temporary conflict of interest. When assessing the independence of Supervisory Board members from the Company and its Management Board, shareholder representatives shall particularly take into consideration whether the respective Supervisory Board member or a close family member was a member of the Company's Management Board in the two years prior to his appointment; whether he currently is maintaining (or has maintained) a material business relationship with the company or one of the entities dependent upon the Company (e.g. as customer, supplier, lender or advisor) in the year up to his appointment, directly or as a shareholder, or in a leading position of a non-group entity; whether he is a close family member of a Management Board member; or, whether he has been a member of the Supervisory Board for more than twelve years.

A Supervisory Board member is considered independent from the controlling shareholder if he, or a close family member, is neither a controlling shareholder nor a member of the executive governing body of the controlling shareholder, and does not have a personal or business relationship with the controlling shareholder that may cause a substantial and not merely temporary conflict of interest.

Supervisory Board members shall not be members of governing bodies of, or exercise advisory functions at, significant competitors of the Company, and shall not hold any personal relationships with a significant competitor.

3. Time availability

Supervisory Board members should have sufficient time to carry out their duties, so that they are able to complete their duties with the appropriate orderliness and care.

A Supervisory Board member who belongs to the management board of a listed company shall not have, in aggregate, more than two supervisory board mandates in non-group listed companies or comparable functions, and shall not accept the chairmanship of a supervisory board in a non-group listed company.

A Supervisory Board member who does not belong to the management board of a listed company shall not accept more than five supervisory board mandates at non-group listed companies or comparable functions, with an appointment as chairman of the supervisory board being counted twice.

4. Former members of the Company's Management Board

The Supervisory Board should not include more than two former members of the Management Board of the Company. Management Board members may not become members of the Company's Supervisory Board for two years after the end of their appointments, unless they are elected at the suggestion of shareholders holding more than 25% of voting rights in the Company. In this case, their move to the chairmanship of the Supervisory Board should be an exception, and reasons for the exception must be presented in the annual general meeting.

5. Age limit

In accordance with the Articles of Association, the term in office of Supervisory Board members ends at the end of the next ordinary annual general meeting which is held after they turn 70 years old.

B. Requirements for the composition of the full body

1. Competence profile

The Supervisory Board as a whole shall have the competences which are deemed essential in view of the activities of Gerresheimer AG. These include in particular:

a. Industry knowledge

The members of the Supervisory Board as a whole must be familiar with the sector in which the Company operates. At least two shareholder representatives shall have in-depth company-specific sector knowledge.

b. Corporate management, strategy, personnel

The Supervisory Board as a whole shall have experience in the areas of corporate or organizational management, strategy and human resources. At least two shareholder representatives shall each have expertise and experience in the areas of corporate management, strategy and human resources.

c. Accounting, audit of financial statements

The Supervisory Board as a whole shall have financial expertise, in particular in the fields of accounting, financial reporting and auditing. At least one member shall have special knowledge and experience in the application of accounting principles and internal control procedures and be familiar with auditing. At least one other member of the Supervisory Board must have expertise in the field of auditing.

d. Sustainability expertise

The Supervisory Board as a whole should be familiar with sustainability topics and issues relevant to the company. At least two shareholder representatives should have expertise in sustainability issues relevant to the company.

e. Technology / Innovation / Digitalization

The Supervisory Board as a whole should have sufficient understanding of the requirements in the area of technology / innovation / digitization. At least two shareholder representatives should have experience in the area of technology/innovation /digitization.

2. Diversity concept

In the composition of the Supervisory Board, sufficient diversity shall be ensured.

a. Gender Diversity

In accordance with statutory regulations, the Supervisory Board is composed of at least 30 percent women and at least 30 percent men.

b. Internationality

In view of the international business activities of the company, at least two representatives of the shareholders should have several years of international professional experience from or should be a citizen of a foreign country.

The shareholder representatives on the Supervisory Board are nominated according to these criteria by a vote of the Nomination Committee to the Supervisory Board,

which in turn submits corresponding proposals to the Annual General Meeting. When nominating candidates to the Supervisory Board, the composition of the board should be kept as balanced as possible, with the broadest possible representation of desired professional expertise on the board. In the event of a required court appointment of Supervisory Board members, candidate proposals taking these criteria into account shall be submitted to the court. Employee representatives are elected in accordance with the requirements of the German Codetermination Act.

In addition, the extent to which the members of the Supervisory Board meet the above criteria or the extent to which the composition of the Supervisory Board is still in line with the specific objectives set out in item 1 shall be reviewed at regular intervals, at least once a year.