Annex to agenda item 8: Report of the Management Board to the Annual General Meeting pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG

The previous authorization of the Management Board to increase the capital stock in accordance with § 4 of the Articles of Association (authorized capital I), which has not been utilized to date, expires on June 8, 2023. In order to continue giving the Company the scope to be able to meet corresponding financing needs quickly and flexibly in the future, the Management Board and Supervisory Board therefore propose to the Annual General Meeting under agenda item 8 that the authorized capital in § 4 (4) of the Articles of Association (authorized capital I) be renewed. As in the past, the renewed authorized capital I is to have a volume of 20 % of the capital stock and a term of 2 years, and is to provide for cash and non-cash consideration, as well as the usual options to exclude subscription rights.

Authorized capital is an instrument used by companies to raise funding in the short term, usually in order to strengthen the equity base or finance acquisitions or capital expenditure. The Company is currently undergoing a transformation process that began with the launch of the formula g strategy process in 2019. As part of this process, the Company is concentrating particularly on High Value Solutions and Medical Devices, including biological solutions such as GLP-1-related treatments. Authorized capital can play an important part in seizing significant, profitable growth opportunities through internal growth, as well future external growth, while also increasing the Company's flexibility.

Authorized capital I is to be renewed in addition to the authorized capital II, which is to be created under agenda item 9 with a volume of 10 % of the capital stock. In total, the Company is to continue to have two authorized-capital instruments at its disposal with a total volume of 30 % of the capital stock. In addition, it is to be resolved under agenda item 10 to authorize the issuance of bonds with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds) in addition to conditional capital with a volume of up to 10 % of the capital stock of the Company.

The total of all new shares issued according to the new authorized capital I and II and new shares issued to service bonds issued in accordance with the new authorization may not exceed 30 % of the capital stock (equating to EUR 10,362,000) of the Company. Furthermore, the total of all new shares issued according to the new authorized capital I and II subject to the exclusion of subscription rights and bonds issued subject to the exclusion of subscription rights may not exceed 10 % of the capital stock (equating to EUR 3,454,000) of the Company.

The proposed new authorized capital I empowers the Management Board, subject to Supervisory Board approval, to increase the Company's capital stock by issuing new, no-par-value bearer shares for cash and/or non-cash consideration on one or more occasions up to a total of EUR 6,908,000 by or before June 6, 2025. Normally, the shareholders of the Company are to be granted subscription rights when new shares are issued. If shareholders are not allowed the option of direct subscription to the newly issued shares, the new shares may be underwritten by one or more banks or equivalent undertakings within the meaning of § 186 (5) sentence 1 AktG with an obligation to offer them to the Company's shareholders for subscription (indirect subscription right). Ultimately, this does not constitute a restriction of the shareholders' subscription rights, as the shareholders are granted the same subscription rights as in the case of a direct subscription. The use of one or more banks or equivalent undertakings as intermediaries simply facilitates the issue of the shares in technical terms.

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

a) The Management Board is to be authorized, subject to Supervisory Board approval, to exclude shareholders' subscription rights for fractional amounts. This is aimed at simplifying the process of issuing shares with general subscription rights for shareholders. Fractional amounts can result from the respective issue volume or to achieve a practicable subscription relationship. The value of such fractional amounts is usually low. The potential dilution effect is also low due to the limitation to fractional amounts. Issuing shares without such an exclusion of subscription rights would be significantly more costly. New shares excluded from subscription rights on account of fractional amounts will be utilized in the best interests of the Company. The Management Board will also take into consideration, in the interests of the shareholders, that the volume of fractional amounts will be minimized.

b) The Management Board is to be authorized, subject to Supervisory Board approval, to exclude shareholders' subscription rights to the extent necessary to grant holders of conversion rights or warrants or parties under obligation to exercise conversion rights or warrants attached to bonds issued or yet to be issued by the Company or a Group company a subscription right to new shares to the same extent as they would be entitled to as shareholders after exercise of the warrant or conversion right or fulfillment of the obligation to exercise the warrant or conversion right. Bonds with conversion or option rights or with conversion or option obligations are, in accordance with market practice, provided with protection against dilution, which stipulates that in the case of subsequent issues of shares, the conversion or option price must be reduced if the holders of the conversion or option rights are not granted subscription rights to new shares as they would be entitled to after exercising the conversion or option right or after fulfillment of the obligation to exercise a conversion or conversion right. In order to provide the Company's bonds with such protection against dilution without having to reduce the conversion or option price, it must be possible to exclude shareholders' subscription rights to these shares. The authorization gives the Management Board the choice between the options after careful consideration of the interests involved. This facilitates placement of the bonds and hence ultimately serves the interests of the Company and its shareholders in that such financing instruments can be used to optimize the Company's finance structure.

c) The Management Board is furthermore to be authorized, subject to Supervisory Board approval, to exclude shareholders' subscription rights in the event of capital increases for non-cash consideration in connection with business mergers or acquisitions of companies in whole or part or of shareholdings, including increases in existing shareholdings or other assets. This is intended to enable the Company to carry out acquisitions and similar initiatives in suitable cases by issuing new shares in consideration. National and international sellers of attractive companies often demand this type of consideration. The proposed authorization is intended to enable the Company to quickly and flexibly exploit opportunities for business mergers or acquisitions of companies in whole or part or of shareholdings or other assets. Giving shares in consideration can also make sense from the perspective of optimizing the financing structure. The authorization allows the Company to carry out even large-scale acquisitions in suitable cases. The Company suffers no disadvantage as a result, as the issue of shares against a non-cash contribution is conditional on the value of the non-cash contribution being proportionate to the value of the shares. In determining the valuation relationship, the Management Board will ensure that due consideration is given to the interests of the Company and its shareholders and that an appropriate issue price is obtained for the new shares. The dilution effect caused by the exclusion of subscription rights is counterbalanced by the fact that the existing shareholders participate in the growth of the Company — albeit with a lower proportion of voting rights than before — without having to finance such growth using their own funds if subscription rights are granted. As the Company is listed on the stock market, all shareholders also have the opportunity to increase their shareholding by acquiring additional shares. The proposed authorization is also limited to the extent that the total share of the capital stock attributable to the new shares for which subscription rights are excluded in the event of capital increases for non-cash consideration does not exceed 10 % of the capital stock in existence at the time this authorization comes into effect, which is equivalent to EUR 3,454,000.

d) Finally, the Management Board is to be authorized, subject to Supervisory Board approval, to exclude shareholders' subscription rights in the case of cash capital increases in accordance with the stipulations contained in § 203 (1) and (2) and 186 (3) sentence 4 AktG if the new shares are issued at a price which is not materially below the stock market price of already listed shares at the time when the issue price is finally fixed by the Management Board, within the meaning of §§ 203 (1) and (2), 186 (3) sentence 4 AktG. This is to enable the Company to flexibly adjust its equity to the given requirements at any time. The possibility of excluding subscription rights not only permits particularly rapid reaction to favorable market situations, but also allows shares to be issued at a price close to stock market rates, generally with a lower discount than in the case of rights issues, so as to achieve the best possible strengthening of equity in the interests of the Company and its shareholders. A placement of this type also makes it possible to attract new shareholder groups. The proposed authorization is also limited to the extent that the total share of the capital stock attributable to the new shares for which subscription rights are excluded does not exceed 10 % of the capital stock in existence at the time this authorization becomes effective or, if lower, at the time this authorization is exercised. The maximum limit of 10 % of the capital stock is to be reduced by the pro rata amount of the capital stock attributable to those shares of the Company that are issued or sold as treasury shares during the term of the proposed authorization subject to the exclusion of the shareholders' subscription rights in direct or analogous application of § 186 (3) sentence 4 AktG. It is also reduced by shares to be issued to service bonds with a conversion right or warrant or obligation to exercise a conversion right or warrant to the extent that the bonds are issued during the period of the proposed authorization with subscription rights excluded by analogous application of § 186 (3) sentence 4 AktG. This clause ensures that the 10 % limit of the capital stock stipulated in § 186 (3) sentence 4 AktG is not exceeded during the period of the authorization after taking cumulative account of all the measures for which § 186 (3) sentence 4 AktG applies (directly or by analogy). Given the proximity of the issue price of the new shares to the stock market price and the limit to the amount of the capital increase without subscription rights, shareholders are in principle able to maintain their percentage shareholding by acquiring the necessary shares through the stock exchange on near-identical terms. It is therefore ensured that, in accordance with the legal rationale of § 186 (3) sentence 4 AktG, capital and voting right interests are adequately safeguarded when the authorization is exercised, while affording the Company additional scope for action in the interests of all shareholders.

Furthermore, the shareholders are protected from the dilution of their shareholding above and beyond the legal requirements through the following restrictions:

The sum total of all shares issued for cash or non-cash consideration subject to exclusion of subscription rights under the proposed authorization may not exceed a proportionate amount of 10 % of the capital stock (EUR 3,454,000). New shares issued during the term of the proposed authorization under another authorization (particularly authorized capital II) with shareholders' subscription rights excluded, or to which financial instruments with conversion rights or warrants or obligations to exercise conversion rights or warrants are attributable that are issued during the period of authorization under another authorization with shareholders' subscription rights excluded, are to be taken into account against the maximum limit of 10 % of the capital stock. This additionally takes account of shareholders' interest in protection against dilution of their shareholding.

The new shares issued on the basis of this authorization, together with new shares issued during the term of this authorization on the basis of other authorizations and shares to be issued in order to service bonds issued during the term of this authorization with a conversion right or warrant or obligation to exercise a conversion right or warrant (bonds), may not exceed a total of 30 % (EUR 10,362,000) of the capital stock of the Company upon entry into effect of this authorization.

There are currently no specific plans to make use of the authorized capital I. The Management Board will carefully consider in each individual case whether to utilize the authorization to increase the capital, in particular in the event of utilization with shareholders' subscription rights excluded. The Management Board will report any use of the authorization to the subsequent Annual General Meeting.

With regard to the authorized capital II being proposed for resolution, reference is made to the Report of the Management Board to the Annual General Meeting pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG on agenda item 9 (creation of a new authorized capital II), and with regard to the bonds and the conditional capital, reference is made to §§ 221 (4) sentence 2, 186 (4) sentence 2 AktG on agenda item 10 (authorization to issue bonds in addition to creating new conditional capital). These reports are also available online at https://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting. A report by the Management Board on the utilization of authorized capital II in April 2023 can also be accessed there.

Duesseldorf, April 2023

Gerresheimer AG
The Management Board

Dietmar Siemssen CEO	Dr. Bernd Metzner CFO