

gerresheimer

Invitation to  
virtual Annual  
General Meeting

June 9,  
**2021**

## Overview of information pursuant to section 125 of the German Stock Corporation Act in conjunction with Table 3 of the Commission Implementing Regulation (EU) 2018/1212

### A. Specification of the message

1. **Unique identifier of the event:** Convocation of the Annual General Meeting of Gerresheimer AG for June 9, 2021
2. **Type of message:** Convocation of the Annual General Meeting

### B. Specification of the issuer

1. **ISIN:** DE000A0LD6E6
2. **Name of issuer:** Gerresheimer AG

### C. Specification of the meeting

1. **Date of the General Meeting:** June 9, 2021
2. **Time of the General Meeting:** 10:00 a.m. (CEST) (corresponds to 8:00 a.m. UTC)
3. **Type of General Meeting:** Annual General Meeting as virtual Annual General Meeting without the physical presence of shareholders or their proxies
4. **Location of the General Meeting:** Website (URL) of the InvestorPortal for following the Annual General Meeting in audio and video and for exercising shareholder rights: <https://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting>  
Location of the General Meeting within the meaning of the German Stock Corporation Act: Rheinterrasse, Joseph-Beuys-Ufer 33, 40479 Duesseldorf
5. **Record Date:** Record date within the meaning of section 123 (4) German Stock Corporation Act: May 19, 2021, 0:00 hrs (CEST) (for bank-processing purposes: May 18, 2021, 24:00 hrs (CEST))
6. **Uniform Resource Locator (URL):**  
<https://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting>

### Further information on the convening of the Annual General Meeting (blocks D through F of Table 3 of the Annex to Commission Implementing Regulation (EU) 2018/1212):

Further information on participation in the general meeting (block D), the agenda (block E) and the specification of the deadlines regarding the exercise of other shareholders rights (block F) can be found on the following website: [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting)

## Agenda at a glance

### Virtual Annual General Meeting 2021

- 1. Presentation of the adopted Annual Financial Statements of Gerresheimer AG and of the approved Consolidated Financial Statements, each as of November 30, 2020, of the Combined Management Report of Gerresheimer AG and the Group and of the Report of the Supervisory Board for the financial year 2020 (December 1, 2019 – November 30, 2020)**
- 2. Resolution on appropriation of the retained earnings of Gerresheimer AG**
- 3. Resolution on formal approval of the actions of the members of the Management Board**
- 4. Resolution on formal approval of the actions of the members of the Supervisory Board**
- 5. Resolution on election of the auditor**
- 6. Resolution on approval of the remuneration system for Management Board members**
- 7. Resolution on remuneration of Supervisory Board members**
- 8. Resolution on the creation of new authorized capital I with the possibility of exclusion of shareholders' subscription rights and corresponding amendment to section 4 (4) of the Articles of Association and authorization of the Supervisory Board to amend the Articles of Association**
- 9. Resolution on the creation of new authorized capital II with the possibility of exclusion of shareholders' subscription rights and corresponding amendment to section 4 (5) of the Articles of Association and authorization of the Supervisory Board to amend the Articles of Association**

# **Annual General Meeting**

## **— Virtual Annual General Meeting without the Physical Presence of Shareholders —**

### **of GERRESHEIMER AG, Duesseldorf**

#### **Gerresheimer AG**

Duesseldorf

German Securities Identification Number (WKN) A0LD6E

International Securities Identification

Number (ISIN) DE000A0LD6E6

#### **Convocation of Annual General Meeting**

Gerresheimer AG, Duesseldorf, hereby convokes its Annual General Meeting for 2021, which will take place on

**Wednesday, June 9, 2021, commencing at 10:00 hrs CEST.**

With the approval of the Supervisory Board, the Annual General Meeting will be held without the physical presence of shareholders or their proxies (i.e., as a virtual Annual General Meeting) in accordance with section 1 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (hereinafter “COVID-19 Act”). The venue of the Annual General Meeting within the meaning of the Stock Corporation Act is Rheinterrasse, Joseph-Beuys-Ufer 33, 40479 Duesseldorf (room: Radschlägersaal).

**Registered shareholders or their proxies can follow the entire Annual General Meeting by electronic means, with the event being transmitted on the Internet by live audio/video stream. Shareholders or their proxies (with the exception of the Company-designated proxy) are not permitted to attend in person at the venue of the Annual General Meeting.**

Please refer to the further information in the section “Further information on the convening and holding of the Annual General Meeting.”

## AGENDA

**1. Presentation of the adopted Annual Financial Statements of Gerresheimer AG and of the approved Consolidated Financial Statements, each as of November 30, 2020, of the Combined Management Report of Gerresheimer AG and the Group and of the Report of the Supervisory Board for the financial year 2020 (December 1, 2019 – November 30, 2020)**

The documents referred to under agenda item 1 will be made available on the Internet before and during the virtual Annual General Meeting at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting).

The Supervisory Board has approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Management Board. The Annual Financial Statements are thus adopted in accordance with section 172 sentence 1 AktG. The Annual General Meeting therefore does not need to pass a resolution on this agenda item 1.

**2. Resolution on appropriation of the retained earnings of Gerresheimer AG**

The Management Board and Supervisory Board propose that the retained earnings of Gerresheimer AG for the financial year 2020

in the amount of EUR 175,546,335.76

be appropriated as follows:

- |  |                    |
|--|--------------------|
| a) Distribution to shareholders by payment of a dividend of EUR 1.25 per dividend-entitled share | EUR 39,250,000.00  |
| b) Carried forward   | EUR 136,296,335.76 |

The dividend is to be paid out on June 14, 2021.

**3. Resolution on formal approval of the actions of the members of the Management Board**

The Management Board and Supervisory Board propose that formal approval be granted to the members of the Management Board who held office during the financial year 2020 for their actions in the period.

**4. Resolution on formal approval of the actions of the members of the Supervisory Board**

The Management Board and Supervisory Board propose that formal approval be granted to the members of the Supervisory Board who held office during the financial year 2020 for their actions in the period.

## **5. Resolution on election of the auditor**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Duesseldorf, be elected as auditor for Gerresheimer AG and the Group for the financial year 2021 (December 1, 2020 – November 30, 2021), and as auditor for a possible review of the condensed financial statements and of the interim management report for the first half year of the financial year 2021.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting the choice of auditors within the meaning of Article 16 (6) of the EU Auditors Regulation has been imposed on it.

## **6. Resolution on approval of the remuneration system for Management Board members**

According to the new section 120a (1) AktG created by the Second Shareholder Rights Directive Implementing Act (ARUG II), the Annual General Meeting must pass a resolution on the approval of the remuneration system for Management Board members presented by the Supervisory Board whenever there is a significant change to the remuneration system, or at least every four years.

Based on the preparatory work done by its Presiding Committee, the Supervisory Board has resolved to replace the previous system for the remuneration of the members of the Management Board with an enhanced remuneration system. The enhanced remuneration system for the members of the Management Board of the Company resolved by the Supervisory Board is described in the Annex to this agenda.

Based on the recommendations of its Presiding Committee, the Supervisory Board proposes that the remuneration system for the members of the Management Board set out in the Annex to this agenda item 6 and resolved by the Supervisory Board be approved.

## **7. Resolution on remuneration of Supervisory Board members**

Pursuant to section 113 (3) AktG in the version applicable under the Second Shareholder Rights Directive Implementing Act (ARUG II), a resolution on the remuneration of Supervisory Board members must be adopted at least every four years, whereby a purely confirmatory resolution of the existing remuneration is permissible. The remuneration of the members of the Supervisory Board is

specifically set out in section 14 of the Articles of Association. The underlying abstract remuneration system is described in the Annex to this agenda item 7.

The Management Board and Supervisory Board propose that the remuneration of the Supervisory Board members set out in the Annex to this agenda item 7 be confirmed.

**8. Resolution on the creation of new authorized capital I with the possibility of exclusion of shareholders' subscription rights and corresponding amendment to section 4 (4) of the Articles of Association and authorization of the Supervisory Board to amend the Articles of Association**

The previous authorization of the Management Board to increase the capital stock in accordance with section 4 (4) of the Articles of Association (authorized capital) expires on June 5, 2021. In order to continue giving the Company the scope to be able to meet corresponding financing needs quickly and flexibly in the future, the authorized capital in section 4 (4) of the Articles of Association is to be renewed (authorized capital I). The new authorized capital I is to have an unchanged volume of 20% of the current capital stock and a term of two years and, as before, provide for the usual options to exclude subscription rights. The resolution passed by the Annual General Meeting on June 6, 2019, to authorize the issue of convertible bonds or warrant bonds also expires on June 5, 2021. The conditional capital created to this end in section 4 (5) of the Articles of Association will become obsolete. This authorization is not to be renewed and is to be replaced, along with conditional capital, by a further authorized capital II with a volume of 10% of the current capital stock, to be resolved upon under agenda item 9. In total, the Company is to have two authorized-capital instruments with a total volume of 30% of the capital stock.

The total of the shares issued under the new authorized capital I with exclusion of subscription rights against contributions in cash or in kind may not exceed 10% of the capital stock. New shares issued during the term of this authorization under another authorization (particularly authorized capital II) with 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 this maximum limit.

Reference is made to the Report of the Management Board to the Annual General Meeting pursuant to sections 203 (2) sentence 2 and 186 (4) sentence 2 AktG on agenda item 8 (authorized capital I), which is printed in the Annex to this agenda.

The Management Board and Supervisory Board propose to resolve:

- (1) New authorized capital of up to EUR 6,280,000 is to be created with the possibility of excluding shareholders' subscription rights (authorized capital I). To this end, section 4 (4) of the Articles of Association is to be amended as follows:

“The Management Board is authorized, subject to Supervisory Board approval, to increase the Company's capital stock by issuing new, no-par-value bearer shares for cash and/or non-cash consideration on one or more occasions up to a total of EUR 6,280,000 by or before June 8, 2023 (authorized capital I). Shareholders must normally be granted subscription rights. Such subscription rights may also be granted by way of the new shares being underwritten by one or more banks or equivalent undertakings within the meaning of section 186 (5) sentence 1 AktG with an obligation to offer them to the Company's shareholders for subscription (indirect subscription right).

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

- a) to exclude fractional amounts from the subscription rights;
- b) to the extent necessary to grant holders of conversion rights or warrants or parties under obligation to exercise conversion rights or warrants attached to bonds issued or yet to be issued by the Company or a Group company a subscription right to new shares to the same extent as they would be entitled to as shareholders after exercise of the warrant or conversion right or fulfillment of the obligation to exercise the warrant or conversion right;
- c) in the event of capital increases for non-cash consideration in connection with business mergers or acquisitions of companies in whole or part or of shareholdings, including increases in existing shareholdings or other assets; however, the total percentage of the capital stock attributable to the new shares for which subscription rights are excluded may not exceed 10% of the capital stock in existence at the time the authorization comes into effect;
- d) in the event of capital increases for cash consideration if the issue price of the new shares is not substantially below that of the existing, listed shares at the time of final fixing of the issue price by the Management Board within the meaning of sections 203 (1) and (2) and 186 (3) sentence 4 AktG, and the percentage of the



capital stock attributable to the new shares for which subscription rights are excluded does not exceed 10% of the capital stock in existence at the time the authorization comes into effect or at the time the authorization is exercised, whichever amount is smaller. The maximum limit of 10% of the capital stock is to be reduced by the pro rata amount of the capital stock attributable to those shares of the Company which are issued or sold as treasury shares during the term of this authorization subject to the exclusion of the shareholders' subscription rights in direct or analogous application of section 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 this authorization with subscription rights excluded by analogous application of section 186 (3) sentence 4 AktG.

The sum total of shares issued for cash or non-cash consideration subject to exclusion of subscription rights under this authorization may not exceed a proportionate amount of the capital stock of EUR 3,140,000 (10% of the current capital stock). New shares issued during the term of this authorization under another authorization with 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 this maximum limit of 10%.

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

- (2) The Supervisory Board is authorized to amend the wording of section 4 of the Articles of Association in accordance with the scope of each capital increase from authorized capital, and upon expiration of the authorization period.

**9. Resolution on the creation of new authorized capital II with the possibility of exclusion of shareholders' subscription rights and corresponding amendment to section 4 (5) of the Articles of Association and authorization of the Supervisory Board to amend the Articles of Association**

The resolution passed by the Annual General Meeting on June 6, 2019, to authorize the Management Board to issue convertible bonds or warrant bonds expires on June 5, 2021. The conditional capital created to this end in section 4

(5) of the Articles of Association will become obsolete. This authorization is not to be renewed. In order to continue giving the Company the scope to be able to meet corresponding financing needs quickly and flexibly in the future, it is to be replaced, along with conditional capital, by a further authorized-capital instrument (authorized capital II). The new authorized capital II is to have a volume of 10% of the current capital stock. It is to have a term of two years and provide for the usual options to exclude subscription rights. The authorized capital II is to be created in addition to the authorized capital I to be resolved upon under agenda item 8. In total, the Company is to have two authorized-capital instruments with a total volume of 30% of the capital stock.

The total of the shares issued under the new authorized capital II with exclusion of subscription rights against contributions in cash may not exceed 10% of the current capital stock. New shares issued during the term of this authorization under another authorization (particularly authorized capital I) with 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 this maximum limit.

Reference is made to the Report of the Management Board to the Annual General Meeting pursuant to sections 203 (2) sentence 2 and 186 (4) sentence 2 AktG on agenda item 9 (authorized capital II), which is printed in the Annex to this agenda.

The Management Board and Supervisory Board propose to resolve:

- (1) New authorized capital of up to EUR 3,140,000 is to be created with the possibility of excluding shareholders' subscription rights (authorized capital II). To this end, section 4 (5) of the Articles of Association is to be amended as follows:

“The Management Board is authorized, subject to Supervisory Board approval, to increase the Company's capital stock by issuing new, no-par-value bearer shares for cash consideration on one or more occasions up to a total of EUR 3,140,000 by or before June 8, 2023 (authorized capital II). Shareholders must normally be granted subscription rights. Such subscription rights may also be granted by way of the new shares being underwritten by one or more banks or equivalent undertakings within the meaning of section 186 (5) sentence 1 AktG with an obligation to offer them to the Company's shareholders for subscription (indirect subscription right).

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

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

The sum total of all shares issued for cash consideration subject to exclusion of subscription rights under this authorization may not exceed a proportionate amount of the capital stock of EUR 3,140,000 (10% of the current capital stock). New shares issued during the term of this authorization under another authorization with 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 this maximum limit of 10%.

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

- (2) The Supervisory Board is authorized to amend the wording of section 4 of the Articles of Association in accordance with the scope of each capital

increase from authorized capital, and upon expiration of the authorization period.

## **ANNEXES TO THE AGENDA AND REPORTS OF THE MANAGEMENT BOARD**

### **Annex to agenda item 6: Description of the remuneration system for the members of the Management Board of Gerresheimer AG**

Gerresheimer AG (“the Company”) pursues the goal of making a significant contribution to health and well-being as a leading partner to the pharma and healthcare industry with its specialized products made of glass and plastic. To achieve this goal, the Management Board has set up the “formula G” strategy process, which has laid the foundation for solid growth, profitability and sustainability at the Gerresheimer Group. Achieving the ambitious growth targets requires the commitment of all employees, above all the strategic and dedicated leadership of the Management Board. The Supervisory Board of Gerresheimer AG supports the strategy process pursued by the Management Board. It has therefore resolved a remuneration system for the members of the Management Board that is intended to promote even stronger support for this business strategy of the Gerresheimer Group and the long-term development of Gerresheimer AG. In addition to the contribution that the remuneration system is intended to make to the promotion of the business strategy, it also implements the new legal requirements applicable since 2020 and the recommendations of the German Corporate Governance Code (“GCGC”).

#### **I.**

##### **Contribution to promoting the business strategy and to the long-term development of Gerresheimer AG**

The new remuneration system for the members of the Management Board (“Remuneration System”) of Gerresheimer AG is designed to contribute to the promotion of the business strategy and the long-term development of Gerresheimer AG and its affiliated companies (“Gerresheimer Group”). This is achieved primarily by means of a simplification and clear incentive structure of the Management Board remuneration. The new Remuneration System, with its closer orientation to the performance requirements of the Gerresheimer Group growth targets, the introduction of targets for areas of environment, social and governance (“ESG”) in the short-term variable remuneration (STI) and the clear orientation towards growth, earnings and share price in the long-term variable remuneration (LTI), is intended to avoid external and internal misdirected incentives. In particular, the aim is to avoid situations where the Management Board makes decisions for reasons of short-term optimization of its remuneration that do not promise sustainable business success.

As part of the STI, three clearly measurable targets (EBITDA, sales and net working capital) are set for those success parameters which are core components of the performance and strategy program. The long-term development of Gerresheimer AG and the social responsibility of the Gerresheimer Group are promoted by the introduction of a remuneration-related ESG factor. As part of the LTI, the existing side-by-side multi-year programs (long-term variable cash remuneration and virtual stock option program) will be combined in a variable remuneration component that takes into account performance targets and the development of the share return. In this remuneration component (LTI), the multiplier factor total shareholder return (“TSR-Multiplier”) brings the development of Gerresheimer AG’s share price more clearly and transparently to the fore alongside the performance targets of organic sales growth and earnings focus (Adjusted EPS).

In all of this, the Remuneration System takes into account the demanding task undertaken by the Management Board members to implement the Group’s strategy and to lead a globally operating company with innovative and flexible solutions in terms of global competition. Management Board remuneration is to be both market-oriented and competitive, so that Gerresheimer AG is able to attract competent and dynamic Management Board members. The incentive structure should be clear and comprehensible not only to shareholders, but first and foremost to the Management Board members themselves.

The new Remuneration System complies with the requirements of the German Stock Corporation Act (AktG) for a clear and comprehensible remuneration system and, as outlined below, follows the recommendations of the GCGC as adopted by the Government Commission on December 16, 2019.

## II.

### **Procedure for establishing, implementing and reviewing the Remuneration System**

The Supervisory Board adopted the new Remuneration System in its meeting on February 17, 2021, with the Presiding Committee having carried out a thorough assessment of the new Remuneration System and possible alternatives since the beginning of the year. The Supervisory Board also obtained advice and support in its preparation from an external remuneration consultant independent of the Management Board and the Company. The remuneration consultant also reviewed and confirmed the horizontal and vertical customary nature of the new Remuneration System for the Supervisory Board.

The Annual General Meeting resolves on the approval of the Remuneration System presented by the Supervisory Board. Whenever there is a significant change to the Remuneration System, or at least every four years, the Annual General Meeting of Gerresheimer AG again resolves on the approval of the Remuneration System for the members of the Management Board presented by the Supervisory Board.

The Supervisory Board determines the remuneration of the individual members of the Management Board based on the Remuneration System approved by the Annual

General Meeting. This is done by implementing it in the service contracts of the members of the Management Board, setting targets and determining the respective target achievement.

The Presiding Committee regularly reviews the appropriateness and structure of the Remuneration System even after a resolution of the Annual General Meeting confirming the Remuneration System. If necessary, the Presiding Committee proposes adjustments to the Supervisory Board, on which a resolution must then be passed by the Supervisory Board if necessary. The Supervisory Board may draw on the support of an external remuneration consultant in this connection.

The Supervisory Board currently sees no conflicts of interest to which individual members of the Supervisory Board would be subject in connection with the Remuneration System and Management Board remuneration. In particular, the remuneration of Supervisory Board members regulated in the Articles of Association of Gerresheimer AG is not related to Management Board remuneration. In order to avoid conflicts of interest, the Supervisory Board will also ensure that any appointment of an external remuneration consultant is made directly by the Supervisory Board and is therefore independent of the Management Board and the Company. If, contrary to expectations, a conflict of interest should arise relating to an individual Supervisory Board member, such member will abstain from any discussion or resolution on Management Board remuneration.

### **III.**

#### **Application of the new Remuneration System**

The Supervisory Board intends to implement the new Remuneration System as uniformly as possible for all Management Board members starting with the financial year beginning December 1, 2021. To this end, the Supervisory Board will conclude new service contracts with all Management Board members shortly after the approval of the proposed Remuneration System by the Annual General Meeting. Prior to the Supervisory Board's resolution on the new Remuneration System, the Management Board members indicated that they were in agreement with a corresponding adjustment to their service contracts.

### **IV.**

#### **Temporary deviation from the Remuneration System**

The law allows the Supervisory Board to temporarily deviate from the Remuneration System if this is necessary in the interests of the long-term welfare of Gerresheimer AG and the Remuneration System specifies the procedure for deviation and the components of the Remuneration System from which deviation is possible. In terms of procedure, such a deviation requires an explicit resolution by the Supervisory Board in which the duration of the deviation, as well as the deviation per se and the reason for it, are described in an appropriate form. In particular, the Supervisory Board may

resolve temporary deviations in the performance-related variable remuneration components, as well as deviations from the basic remuneration and the other fixed remuneration components if this is in the interests of the long-term well-being of Gerresheimer AG, but in doing so may not exceed the maximum remuneration set by the Annual General Meeting.

## V.

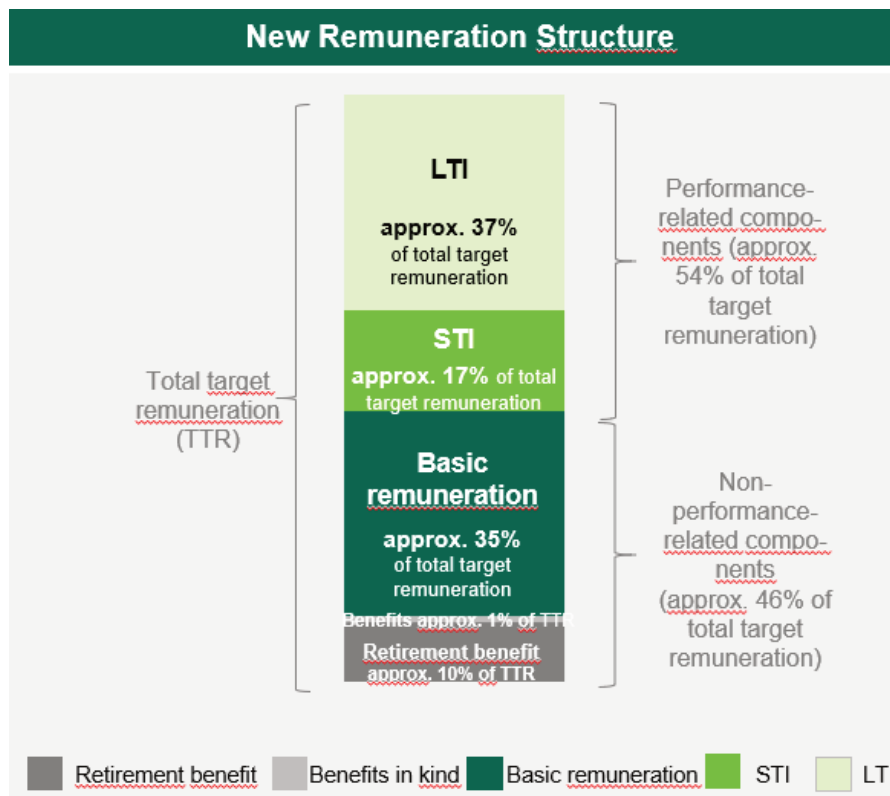
### **Structure of the new Remuneration System**

#### **Remuneration components and relative share of the remuneration**

The Remuneration System consists of non-performance-related (fixed) and performance-related (variable) remuneration components.

- The non-performance-related remuneration consists of the basic remuneration, fringe benefits (namely insurance contributions, a company car) and a retirement benefit.
- The performance-related remuneration is linked to the achievement of specific targets and is therefore variable. It consists of short-term, one-year remuneration (short-term incentive, STI) and a long-term, multi-year remuneration (long-term incentive, LTI). In the case of new appointments, the Supervisory Board can guarantee the variable remuneration to new members of the Management Board to an appropriate extent for a limited period of time.

The following chart shows the relative share of the respective remuneration components in the total target remuneration and thus also the percentage ratio of fixed and variable remuneration to each other:



The non-performance-related remuneration components account for around 46% of the total target remuneration. Accordingly, the performance-related remuneration components account for approximately 54% of the total target remuneration. Within the variable, performance-related remuneration components, the LTI accounts for around 68.5% and the STI for around 31.5%. By overweighting the mainly share-based LTI in relation to the STI, the remuneration structure is geared towards sustainable development and long-term growth in the value of the Company. The above information on the relative proportions of the various remuneration components is based on an assumed 100% target achievement for all performance-related remuneration components. The ratio of remuneration actually achieved by a Management Board member in a financial year will regularly differ from the relative share of total target remuneration shown because the ratios change depending on actual target achievement.

The Supervisory Board defines a specific annual total target remuneration for each Management Board member in accordance with the requirements of the Remuneration System and within the framework of the maximum remuneration set by the Annual General Meeting. Under the new Remuneration System, the respective total target remuneration for all Management Board members is derived from the basic remuneration in accordance with the same rules. The necessary differentiation between the Management Board members, e.g., between the Chairman of the Management Board and the other Management Board members or according to seniority on the Management Board, is made by means of different basic remuneration, from which the other remuneration components are then derived arithmetically in accordance with the Remuneration System.



Example calculation of total target remuneration:

<b>Non-performance-related components basic remuneration/ fringe benefits/ retirement benefit</b>	<b>STI target amount (100% target achievement)</b>	<b>LTI target amount (100% target achievement)</b>	<b>Total target remuneration</b>
<p><b>EUR 640,000</b> (basic remuneration)</p> <p><b>EUR 18,000</b> (fringe benefits)</p> <p><b>EUR 192,000</b> (retirement benefit)</p> <p><b>EUR 850,000</b> (total)</p>	<p><b>EUR 320,000</b> (50% of basic remuneration)</p>	<p><b>EUR 672,000</b> (105% of basic remuneration)</p>	<p><b>EUR 1,842,000</b></p>

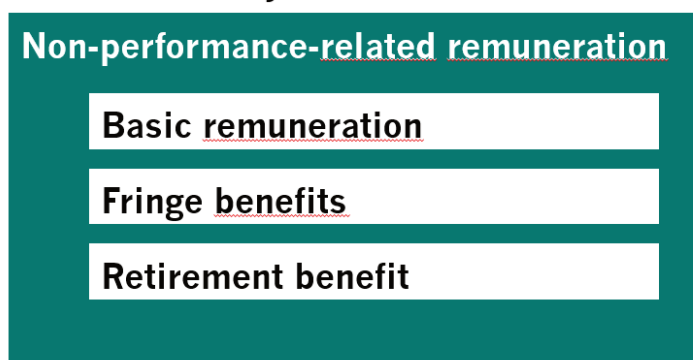
Under the new Remuneration System, the total target remuneration is always derived from the basic remuneration with a factor of approximately 2.9.

## VI.

### **Non-performance-related fixed remuneration components**

The non-performance-related remuneration consists of three components: basic remuneration, fringe benefits (benefits in kind) and a retirement benefit.

### **Remuneration System**



- **Basic remuneration:** The basic remuneration is paid in twelve equal monthly installments in arrears at the end of the month, subject to statutory deductions. If the Management Board member joins or leaves the Company during the year, the basic remuneration is paid on a pro rata temporis basis.
- **Fringe benefits:** The contractually agreed fringe benefits mainly comprise customary additional benefits such as contributions to insurance policies (e.g., group accident insurance and allowance for private health and long term care insurance in accordance with social legislation) and the provision of a company car, which may also be used privately. The fringe benefits do not include reimbursement of expenses, to which Management Board members are entitled by law, or inclusion in a D&O insurance policy, whereby the Management Board member must pay the deductible prescribed by German stock corporation law.
- **Retirement benefit:** Gerresheimer AG grants each Management Board member an annual amount equivalent to 30% of the applicable basic remuneration (gross) to build up a retirement pension. If the Management Board member joins or leaves the Company during the year, this amount is granted on a pro rata temporis basis. The Management Board member can convert this amount into an entitlement to a company pension in the form of a direct commitment by way of deferred remuneration. The Remuneration System does not provide for an interim allowance or other forms of early retirement arrangements.

The minimum remuneration under the new Remuneration System is equal to the sum of the basic remuneration, fringe benefits and retirement benefit.

## VII.

### Performance-related variable remuneration components

The performance-related variable remuneration consists of two remuneration components: short-term, one-year remuneration (STI) and long-term, multi-year remuneration (LTI).

#### Remuneration System

##### Performance-related remuneration

###### LTI (Long Term Incentive)

long-term, multi-year remuneration

###### STI (Short Term Incentive)

short-term, one-year remuneration

- **Short-term, one-year variable remuneration (STI):** The target amount for the STI that the Management Board member receives if exactly 100% of the STI annual targets are achieved, is 50% of the basic remuneration. The payout amount for the STI is limited to a maximum of 84% of the basic remuneration (upper limit). If the Management Board member joins or leaves the Company during the year, the STI is granted on a pro rata temporis basis.

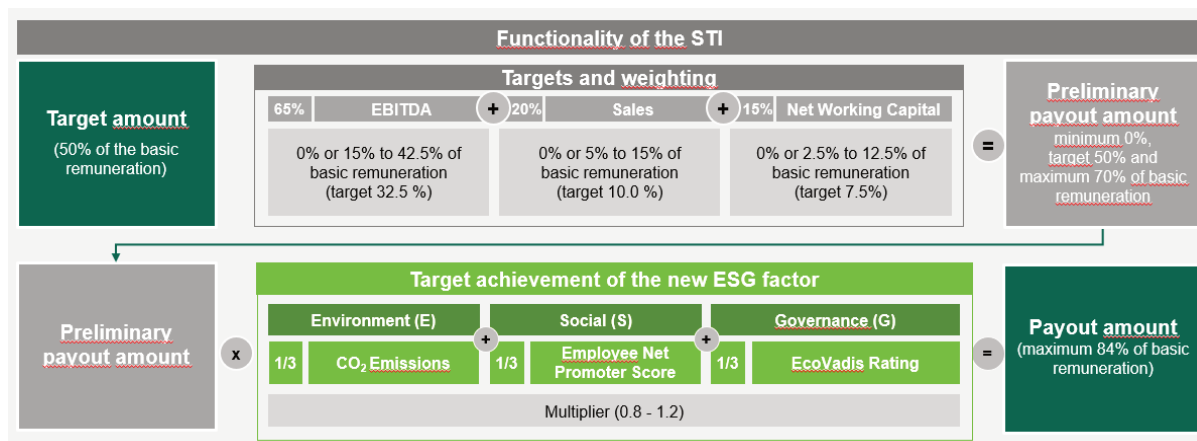
The STI is calculated for each financial year and depends initially on the achievement of the following financial (operational) targets (relative weighting of financial STI targets in parentheses):

- EBITDA (65%)
- Sales (20%)
- Net working capital = 12-month average of the net working capital in % of sales (15%) (“NWC-Target”)

The Supervisory Board determines the targets for the financial STI components at its due discretion on an annual basis, before or at the beginning of the financial year. In doing so, the Supervisory Board ensures to set appropriate and demanding targets that are ambitious but remain achievable for the Management Board and thus do not fail to fulfill their incentive function. In principle, the Supervisory Board will base its target setting on budget values.

At the same time, the Supervisory Board sets annual non-financial (strategic) ESG targets in advance and determines the ESG factor achieved at the end of the financial year. The pursued, consistent application of the ESG targets is intended to guarantee a sustainable incentive effect. The ESG factor can be between 0.8 and 1.2. The “preliminary payout amount” calculated from the financial component, which can be a maximum of 70% of the basic remuneration, is multiplied by the ESG factor. This results in the final payout amount for the STI. The final payout amount can be a maximum of 84% of the basic remuneration (70% x 1.2).

The STI works as follows:



The following applies to the targets in detail:

- If the EBITDA target is achieved by 90%, the preliminary payout amount for this target component is 15% of the basic remuneration. If the EBITDA target is achieved by 100%, the preliminary payout amount for this target component is 32.5% of the basic remuneration. If the EBITDA target is achieved by 105%, the preliminary payout amount for this target component is 42.5% of the basic remuneration. Linear interpolation is used between the values. If the EBITDA target is achieved by less than 90%, the preliminary payout amount for this target component is zero; if the EBITDA target is overachieved by more than 105%, there is no further increase in the preliminary payout amount.
- If the sales target is achieved by 95%, the preliminary payout amount for this target component is 5% of the basic remuneration. If the sales target is achieved by 100%, the preliminary payout amount for this target component is 10% of the basic remuneration. If the sales target is achieved by 105%, the preliminary payout amount for this target component is 15% of the basic remuneration. Linear interpolation is used between the values. If the sales target is achieved by less than 95%, the preliminary payout amount for this target component is zero; if the sales target is overachieved by more than 105%, there is no further increase in the preliminary payout amount.
- If the NWC-Target is achieved by 95%, the preliminary payout amount for this target component is 2.5% of the basic remuneration. If the NWC-Target is achieved by 100%, the preliminary payout amount for this target component is 7.5% of the basic remuneration. If the NWC-Target is achieved by 105%, the preliminary payout amount for this target component is 12.5% of the basic remuneration. Linear interpolation is used between the values. If the NWC-Target is achieved by less than 95%, the preliminary payout amount for this target component is zero; if the

sales target is overachieved by more than 105%, there is no further increase in the preliminary payout amount.

In determining the target components EBITDA, sales and NWC, the Supervisory Board is guided by the definitions and results of the consolidated financial statements, thereby ensuring a high degree of transparency and reliability.

After the end of the financial year, the Supervisory Board determines whether the financial STI targets have been achieved, exceeded or missed based on the actual figures derived from the audited consolidated financial statements. If the financial STI targets are not fully achieved, the STI may also be below the STI target amount or may not apply at all.

#### ESG targets:

Gerresheimer AG, being aware of its responsibility as a global company, is also committed to environmental protection, as well as to social and community involvement. In order to create incentives for the members of the Management Board to achieve outstanding performance in these areas as well, the Supervisory Board also sets three non-financial performance targets (ESG targets) each year in addition to the financial STI targets for measuring the STI. As a rule, the ESG targets are derived from the areas of environment (environmental protection), social (social components) and governance (sustainable corporate management).

The Supervisory Board sets the ESG targets at its due discretion in coordination with the annual planning of the Management Board in such a way that they are as quantifiable as possible and can therefore be measured objectively. However, the Supervisory Board reserves the right to provide for a certain discretionary component in the target setting if objective measurement cannot be reasonably achieved. The Supervisory Board exercises any discretion in accordance with its duties. In this case, the result is determined by using a five-step scale (from 0.8 to 1.2). Possible ESG targets might include, for example, a Group-wide reduction in CO<sup>2</sup> emissions in the environment area, an improvement of the employee net promoter score in the social area, which measures the satisfaction, loyalty and commitment of the Gerresheimer Group's employees, and an improvement of the EcoVadis Rating or improved occupational safety or product quality in the governance area. The three ESG targets are equally weighted. An annual ESG factor, which can be between 0.8 and 1.2, is determined in accordance with the achievement of the three ESG targets.

If a member of the Management Board leaves Gerresheimer AG during a financial year as a "good leaver," the STI is granted on a pro rata temporis basis at the due date specified in the service contract if the relevant targets have been achieved at the end of the financial year. A Management Board member is deemed to be a "good leaver" if he or she leaves the Company by mutual agreement, at the request or instigation of Gerresheimer AG (without having

given any reason for this on his or her part), or if the contractual relationship expires in an orderly manner. In individual cases, however, the Supervisory Board remains authorized to settle the existing STI entitlements of a Management Board member leaving during the financial year with a one-off payment (in this case, Gerresheimer AG will then declare a deviation from Recommendation G.12 of the GCGC). If the Management Board member leaves Gerresheimer AG's service as a "bad leaver," all STI entitlements not yet paid out are forfeited. A Management Board member is deemed to be 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 brought about by the Management Board member.

- **Long-term, multi-year variable remuneration (LTI):** The target amount for the LTI that the Management Board member receives if exactly 100% of the LTI targets ("LTI target amount") are achieved is equal to 105% of basic remuneration. The maximum amount paid out for the LTI is 180% of basic remuneration (upper limit). If the Management Board member joins or leaves the Company during the year, the LTI is granted on a pro rata temporis basis.

The LTI is initially determined on the basis of two strategic targets, namely the organic sales growth rate and the adjusted earnings per share ("Adjusted EPS"), in each case over a period of four financial years. The organic sales growth rate has a weighting of 75% and the Adjusted EPS a weighting of 25% in the overall target achievement of this LTI component due to the achievable "provisional payout amounts". The organic sales growth rate is the average of the annual sales growth rates over the four-year term of the respective LTI tranche. Adjusted EPS is the total of the adjusted earnings per share as disclosed in the respectively 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 sales growth rate and the target value for the Adjusted EPS ("EPS Target Value"). The achievement of these two LTI targets results in a euro amount which is referred to below as the "preliminary LTI payout amount."

In detail, the determination of the preliminary LTI payout amount works as follows:

- If the Threshold target for the organic sales growth rate is achieved after four years, the preliminary LTI payout amount for this target component is 30% of basic remuneration. If the organic sales growth rate is at the target value after four years, the preliminary LTI payout amount is 60% of the basic remuneration. If the organic sales growth rate is at the Cap value after four years, the preliminary LTI payout amount is 90% of the

basic remuneration. Linear interpolation is used between the values. If a value below the Threshold is achieved for the organic sales growth rate, the preliminary LTI payout amount for this target component is zero. If a value above the Cap value is achieved, there is no further increase in the preliminary LTI payout amount.

- If the EPS Target Value is achieved, the preliminary LTI payout amount for this target component is 20% of the basic remuneration. If the Management Board member only achieves 90% of the EPS Target Value, the preliminary LTI payout amount for this target component is 10% of the basic remuneration. If the Management Board member achieves 110% of the EPS Target Value, the preliminary LTI payout amount for this target component is 30% of the basic remuneration. Linear interpolation is used between the values. If a value below 90% of the EPS Target Value is achieved, the preliminary LTI payout amount for this target component is zero. If a value over 110% of the EPS Target Value is achieved, there is no further increase in the preliminary LTI payout amount.

In determining the target components organic sales growth rate and accumulated Adjusted EPS, Gerresheimer AG is guided by the definitions and results of the consolidated financial statements, thereby ensuring a high degree of transparency and reliability. After the end of the four-year term of the respective LTI tranche, the Supervisory Board determines whether the LTI targets have been achieved, exceeded or missed based on the actual figures derived from the relevant audited consolidated financial statements. If the LTI targets are not fully achieved, the LTI may also be below the LTI target amount or may not apply at all.

The determined preliminary LTI payout amount is then multiplied by a TSR multiplier, which is calculated from the total shareholder return according to the following formula:

$$\frac{\text{Final share price} + \text{dividends}}{\text{Initial share price}}$$

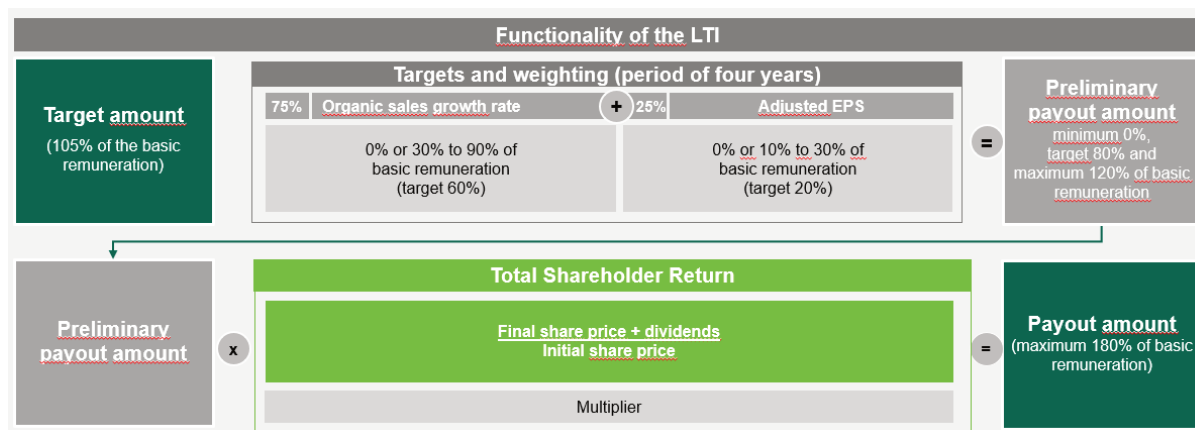
The initial share price refers to the average XETRA closing price of Gerresheimer AG shares during the last 30 trading days prior to the start of the respective four-year LTI period.

The final share 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 dividends paid by Gerresheimer AG per share during the respective four-year LTI period.

In order to achieve the LTI target amount, the total shareholder return must show an annual growth rate over the four-year period of around 7% on average (CAGR).

Graphically, the LTI works as follows:



If a member of the Management Board leaves before the end of the four-year period as a “good leaver,” the LTI is granted on a pro rata temporis basis for the year of departure at the due date specified in the service contract if the relevant targets have been achieved on expiry of the period. In individual cases, however, the Supervisory Board remains authorized to settle the existing LTI entitlements of a Management Board member leaving during the four-year period with a one-off payment (in this case, Gerresheimer AG will then declare a deviation from Recommendation G.12 of the GCGC). If the Management Board member leaves Gerresheimer AG’s service as a “bad leaver,” all LTI entitlements for the year of departure are forfeited.

The Management Board contracts will contain customary provisions to protect Management Board members in the event of dilution resulting from capital increases, stock splits, etc.

## VIII.

### Appropriateness of the specific total remuneration

The Supervisory Board considers the existing, current total target remuneration to be appropriate and customary in view of the Management Board’s upcoming tasks and expected performance and in the light of the current situation of Gerresheimer AG compared to other companies in a suitable peer group, taking also into account a vertical comparison within the Gerresheimer Group. This assessment has also been confirmed to the Supervisory Board by the independent external remuneration consultant Korn Ferry.

- For the so-called “peer group comparison” (horizontal review of the appropriateness of Management Board remuneration), the Supervisory Board



consulted peer companies that can be reasonably compared with the Gerresheimer Group in terms of their industry, size, region and transparency of Management Board remuneration.<sup>1</sup>

- For the appropriateness comparison within the Gerresheimer Group (vertical review of the appropriateness of Management Board remuneration), the Supervisory Board particularly referred to the development of remuneration of senior management and the workforce as a whole and also took into account the development over time.

## IX.

### Maximum remuneration

Gerresheimer AG defines maximum remuneration as the maximum achievable remuneration of a Management Board member for a financial year.

The Supervisory Board bases the maximum remuneration defined in the Remuneration System on the current annual target remuneration of the Management Board members. Taking into account a potential (moderate) increase of the basic remuneration during the expected four-year term of the Remuneration System, this results in the following annual maximum remuneration within the meaning of section 87a (1) sentence 2 no. 1 AktG:

Function	Maximum remuneration
Chairman of the Management Board	EUR 5,000,000
Management Board members (ordinary)	EUR 4,000,000

According to the concept under German stock corporation law, the maximum remuneration is neither the remuneration level targeted by the Supervisory Board nor the level considered appropriate. It is clearly distinguished from the annual target remuneration. It merely sets an absolute upward framework (upper limit), for example to avoid disproportionately high Management Board remuneration in the event of an unforeseen good financial year. The determination of the maximum remuneration does not prevent the Supervisory Board from increasing the number of Management Board members during the term of the remuneration according to its due discretion.

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<sup>1</sup> The following companies were included in the peer group comparison: Berry, Symrise, Drägerwerke, Aptar Group, Sartorius, West Pharmaceutical, Straumann, Carl Zeiss Meditec, Qiagen, Dätwyler, Semperit, CompuGroup Medical, DiaSorin, Evotec.

## X.

### **Significant changes compared to the current remuneration system**

The main difference between the new Remuneration System and the previous Management Board remuneration is that the assessment criteria for the STI have been expanded to include ESG targets, meaning that non-financial, strategic performance targets are now taken into account in Management Board remuneration. Furthermore, the phantom stock plan has been replaced with the integration of a share-price-based component in the LTI by multiplying the preliminary payout amount achieved by the strategic indicators by the total shareholder return. The share-price-based component will apply to the entire LTI as a multiplier of the preliminary payout amount, whereas previously it was only taken into account on an additive basis under the phantom stock plan. In the case of the LTI targets, the previous ROCE target has been replaced by the EPS target. The four-year term of the LTI in the new Remuneration System combines the three-year term of the previous LTI and the five-year term of the previous phantom stock plan. The new Remuneration System is in the case of STI and LTI also characterized by the fact that higher performance is required to achieve the almost unchanged target remuneration. On the other hand, if the targets set are exceeded, there is a higher payout potential for the Management Board members than under the current remuneration system (higher degree of tension for target remuneration and higher increase in the event of overperformance, with the same maximum amounts for the individual remuneration components).

## XI.

### **Extraordinary developments**

The criteria for measuring performance-related remuneration and the annual targets set by the Supervisory Board at the beginning of the financial year will not be changed in the course of a financial year. Subsequent changes to the target values or the comparison parameters are ruled out in the new Remuneration System.

However, the Supervisory Board may take appropriate account of extraordinary developments in justified rare special cases when setting targets. This can lead to an increase or a decrease in the STI payment amount. Extraordinary developments during the year may include, for example, exceptional changes in the economic situation (e.g., due to economic crises, health crises affecting the global economy) that render the original corporate targets obsolete if they were not foreseeable. Generally unfavorable market developments are not considered to be extraordinary developments during the year. In the event of extraordinary developments requiring adjustments, the Supervisory Board will report on them in detail and transparently. The Supervisory Board may also take appropriate account of such extraordinary developments in justified rare special cases when setting the LTI target.

## **XII.**

### **Malus and clawback provisions for variable remuneration**

The service contracts of Management Board members will contain provisions enabling the Supervisory Board to withhold (malus clause) or reclaim (clawback clause) the variable remuneration (STI and LTI) if a Management Board member has seriously breached his or her duties, in particular his or her compliance duties. The Supervisory Board may agree the details of these clauses in individual service contracts with Management Board members at its discretion.

## **XIII.**

### **Offsetting of remuneration from secondary employment**

Remuneration from any Supervisory Board mandates within the Group or other dual mandates are to be offset against Management Board remuneration.

If a member of the Management Board wishes to assume a Supervisory Board mandate outside the Group, the Presiding Committee of the Supervisory Board will decide by means of the necessary approval resolution whether the external remuneration is to be offset against the Management Board remuneration. In doing so, the Presiding Committee will be guided in particular by the expected time required for the Supervisory Board mandate outside the Group.

## **XIV.**

### **Benefits upon commencement and termination of Management Board activity**

When a Management Board member commences his or her activity, the Supervisory Board decides at its due discretion whether and to what extent additional remuneration benefits (e.g., relocation allowance or compensation for loss of earnings due to the move to Gerresheimer) are granted in individual contracts. Any expenses are taken into account in the context of the maximum remuneration.

Payments to a Management Board member in the event of premature termination of the service contract without there being good cause for the termination of the Management Board activity are limited to a maximum of two years' remuneration and do not exceed the annual remuneration for the remaining term of the service contract (severance payment cap). The annual remuneration used to calculate the severance payment is twice the basic remuneration.

## **XV.**

### **Other significant provisions in the service contract**

The service contracts of Management Board members will generally not exceed a term of three years for initial appointments. In all other cases, the Supervisory Board may exhaust the maximum term of five years under German stock corporation law. Ordinary

termination of the service contract is excluded for both parties. The right to terminate for good cause remains unaffected. In the event of premature termination of the mandate, the service contract is also terminated automatically (linking clause).

The service contract will not contain any commitments for benefits in the event of premature termination of the service contract by the Management Board member as a result of a change of control. For Management Board members in office on December 1, 2021, the existing provisions on the change of control will continue to apply until December 31, 2023 even if they otherwise change to the new Remuneration System. The service contract does not contain a post-contractual non-competition clause.

## **XVI.**

### **Transparency, documentation and remuneration report**

In the event of a resolution by the Annual General Meeting confirming the Remuneration System, the resolution and the Remuneration System will be published without delay on Gerresheimer AG's website and made publicly available there free of charge for the duration of the validity of the Remuneration System, or for at least ten years.

Furthermore, the Management Board and Supervisory Board of Gerresheimer AG prepare a clear and comprehensible report each year on the remuneration granted and owed by Gerresheimer AG and its affiliated companies to each individual current or former member of the Management Board and Supervisory Board in the past financial year ("remuneration report"). In accordance with section 162 AktG, the remuneration report, which is to be reviewed by the auditor, is to contain detailed information on the individual remuneration of the individual members of the Company's corporate bodies and on the development of Management Board remuneration. It is to be applied for the first time for the Gerresheimer AG's financial year commencing on December 1, 2021. Gerresheimer AG's Annual General Meeting will then resolve on the approval of the remuneration report prepared and audited in accordance with section 162 AktG for the preceding financial year.

### **Annex to agenda item 7: Description of the remuneration system for the members of the Supervisory Board of Gerresheimer AG**

The remuneration of the members of the Supervisory Board of Gerresheimer AG is specifically set out in section 14 of the Articles of Association (attached as Annex), according to which the members of the Supervisory Board receive a fixed annual remuneration for their activities. The chairman and the deputy chairman of the Supervisory Board receive an increased fixed remuneration. The chairmen and members of the committees referred to in section 14 (2) of the Articles of Association also receive an additional fixed remuneration. Supervisory Board members receive an attendance allowance for attending Supervisory Board or committee meetings. No variable remuneration is granted. The remuneration of Supervisory Board members

pursuant to section 14 of the Articles of Association has applied since the financial year that began on December 1, 2018.

The abstract remuneration system for the members of the Supervisory Board underlying the provision of the Articles of Association is detailed as follows (disclosures pursuant to section 113 (3) sentence 3 in conjunction with section 87a (1) sentence 2 AktG):

- 1.) The remuneration system for the members of the Supervisory Board provides for a solely fixed remuneration plus an attendance allowance without performance-related variable components and without share-based remuneration. The granting of a solely fixed remuneration corresponds to the predominant practice at other listed companies and has proven effective. The Management Board and Supervisory Board are of the opinion that solely fixed remuneration for Supervisory Board members is best suited to enhance the independence of the Supervisory Board, taking into account the advisory and supervisory function of the Supervisory Board, which is to be performed independently of the Company's performance, and avoiding potential disincentives in the process. Solely fixed remuneration for Supervisory Board members is also provided for in Suggestion G.18 sentence 1 of the German Corporate Governance Code (GCGC).
  
- 2.) Supervisory Board remuneration consists of the following components:
  - a) The fixed annual remuneration of the members of the Supervisory Board is EUR 70,000. The chairman of the Supervisory Board receives two-and-a-half times this amount, i.e., EUR 175,000, the deputy chairman one-and-a-half times this amount, i.e., EUR 105,000. In accordance with Recommendation G.17 sentence 1 of the GCGC, the larger time commitment required for the chairmanship and deputy chairmanship of the Supervisory Board is thus taken into account in the assessment of the remuneration.
  
  - b) The chairmen and members of the committees named in section 14 (2) of the Articles of Association receive an additional fixed remuneration. This amounts to EUR 20,000 per year for the members of the Presiding Committee and the Audit Committee. The chairmen of these committees each receive twice this amount annually, i.e., EUR 40,000 each. The members of the Mediation Committee and the Nomination Committee each receive an additional amount of EUR 10,000 per year. The chairmen of these committees each receive twice this amount annually, i.e., EUR 20,000. However, the additional fixed remuneration for the chairmen and members of the Mediation Committee and the Nomination Committee shall only be payable if the committees meet to perform their duties at least once in the financial year in question, irrespective of whether it is in

the form of a face-to-face meeting, by telephone conference or by video conference. Only in this case is there an additional amount of work and preparation that justifies additional remuneration.

Due to the particular importance and requirements of the duties of the Presiding Committee and the Audit Committee, the activity of Supervisory Board members on these committees is compensated at a higher rate than on the other committees. In particular, experience has shown that membership on the Presiding Committee and the Audit Committee require considerably more preparation and effort, both in qualitative and quantitative terms, with a higher level of work intensity.

- c) In addition, the members of the Supervisory Board each receive an attendance allowance for meetings of the Supervisory Board, and for meetings of any committees to which they belong, in the amount of EUR 2,000 per meeting subject to a maximum of EUR 2,000 per calendar day.
  - d) The upper limit for the remuneration of the Supervisory Board members is the sum of the fixed annual remuneration, the additional remuneration for chairmanship or membership on the aforementioned committees, and the attendance allowance. There is no maximum remuneration quantified in terms of amount either for individual Supervisory Board members or for the Supervisory Board as a whole.
  - e) The Company has taken out a directors and officers liability insurance (known as D&O insurance) for the benefit of the members of the Supervisory Board, which covers the statutory liability for breaches of duty arising from Supervisory Board activities. In connection with the D&O insurance, there is also legal protection insurance covering Supervisory Board members' litigation and legal-defense risks in connection with their Supervisory Board activity. In addition, the Company reimburses each member of the Supervisory Board upon evidence for reasonable out-of-pocket expenses and, where applicable, for the value-added tax legally due on his or her remuneration.
- 3.) The amount and structure of Supervisory Board remuneration is in line with the market, particularly in view of the remuneration paid to supervisory board members of other comparable listed companies in Germany. The Company has based its remuneration on that of other MDAX companies. As compared with other MDAX companies, the Company is in the third quartile in terms of remuneration level (as of November 2018). This is intended to enable the Company to attract and retain outstandingly qualified candidates with valuable, professional and industry-specific knowledge for the Supervisory Board, which

is a prerequisite for the Supervisory Board to be able to perform its advisory and supervisory duties in the best possible manner. The aim is to make a significant contribution to promoting the Company's business strategy and long-term development.

- 4.) The remuneration of the members of the Supervisory Board and its committees falls due for payment after the end of the Annual General Meeting that resolves on the formal approval of the actions of the members of the Supervisory Board for the relevant financial year. The attendance allowance is paid immediately following each meeting. There are no further deferral periods for the payment of remuneration components.
- 5.) The remuneration of Supervisory Board members is governed conclusively by the Articles of Association. Remuneration is linked to the term of membership on the Supervisory Board and the term of membership on the committees. Supervisory Board members who are members of the Supervisory Board or a committee for only part of the financial year receive remuneration on a pro rata basis (pro rata temporis), calculated on a daily basis. There is no entitlement to dismissal compensation, retirement pensions or early retirement arrangements.
- 6.) The remuneration rules apply equally to shareholder representatives and employee representatives on the Supervisory Board. The remuneration and employment conditions of the employees were and are of no significance for the remuneration system of the Supervisory Board. Since the Supervisory Board remuneration is granted for an activity which differs fundamentally from the activity of the employees, a vertical comparison with employee remuneration would not be appropriate.
- 7.) The remuneration system for the Supervisory Board is resolved by the Annual General Meeting based on proposals by the Management Board and the Supervisory Board. The Management Board and the Supervisory Board shall review the remuneration of the members of the Supervisory Board on a regular and ongoing basis and, in accordance with section 113 (3) sentences 1 and 2 AktG, present it to the Annual General Meeting at least once every four years for resolution or confirmation. To the extent that it is expedient from the Supervisory Board's point of view, it consults an independent external remuneration consultant.

It is in the nature of the matter that the Supervisory Board acts on its own behalf by proposing resolutions to the Annual General Meeting on the determination of Supervisory Board remuneration. This is in line with the procedure provided for by the German Stock Corporation Act. However, the decision on the remuneration of the Supervisory Board itself is the responsibility of the Annual General Meeting. In the case

of listed companies, the respective remuneration of the Supervisory Board is also publicly known and therefore transparent.

## **Annex: Section 14 of the Articles of Association as last amended on June 24, 2020**

### **“§ 14**

#### **Remuneration of the Supervisory Board**

- (1) The members of the Supervisory Board receive a fixed annual remuneration of EUR 70,000. The chairman of the Supervisory Board receives two-and-a-half times and the deputy chairman one-and-a-half times the remuneration under sentence 1.
- (2) The members of the Presiding Committee and of the Audit Committee each receive an additional fixed remuneration of EUR 20,000. The members of the Mediation Committee and of the Nomination Committee each receive an additional fixed remuneration of EUR 10,000. Committee chairmen receive twice the remuneration under sentences 1 and 2. The remuneration for chairman and members of the Mediation Committee and the Nomination Committee shall only be payable if the committees meet to perform their duties at least once in the financial year in question, irrespective of whether it is in the form of a face-to-face meeting, by telephone conference or by video conference.
- (3) The remuneration under paragraphs 1 and 2 falls due for payment at the end of the 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. Supervisory Board and committee members who belonged to the Supervisory Board or a committee for only part of the financial year receive remuneration pro rata temporis.
- (4) In addition to the remuneration under paragraphs 1 and 2, the members of the Supervisory Board each receive an attendance allowance for meetings of the Supervisory Board, and for meetings of any committees to which they belong, in the amount of EUR 2,000 per meeting subject to a maximum of EUR 2,000 per calendar day.
- (5) The Company reimburses reasonable expenses of members of the Supervisory Board against vouchers. Value-added tax is reimbursed by the Company to the extent that members of the Supervisory Board are entitled to charge the Company value-added tax separately and exercise that right.
- (6) The Company may take out third-party liability insurance in favor of the Supervisory Board members covering statutory liability resulting from Supervisory Board activity. In addition, it may take out legal expenses insurance



covering Supervisory Board members' litigation and legal-defense risks in connection with their Supervisory Board activity.

- (7) The foregoing provisions shall apply for the first time for the financial year beginning December 1, 2018.”

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

The previous authorization of the Management Board to increase the capital stock under section 4 (4) of the Articles of Association (authorized capital), which has not been used to date, expires on June 5, 2021. 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 previous authorization be replaced by a new authorization of the Management Board to increase the capital stock (authorized capital I). The new authorized capital I is to have an unchanged volume of 20% of the current capital stock and a term of two years. The resolution passed by the Annual General Meeting on June 6, 2019, to authorize the issue of convertible bonds or warrant bonds also expires on June 5, 2021. The conditional capital created to this end in section 4 (5) of the Articles of Association will become obsolete. This authorization is not to be renewed and is to be replaced, along with conditional capital, by a further authorized capital II with a volume of 10% of the current capital stock, to be resolved upon under agenda item 9 of the convocation notice for the Annual General Meeting on June 9, 2021. In total, the Company is to have two authorized-capital instruments with a total volume of 30% of the capital stock. 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 sections 203 (2) sentence 2 and 186 (4) sentence 2 AktG on agenda item 9 (creation of a new authorized capital II).

The proposed new authorized capital I authorizes 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 6,280,000 by or before June 8, 2023. 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 section 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 allows easier handling of an issue if fractional amounts arise because of the issue volume or to achieve a practicable subscription relationship. Without the exclusion of the subscription right with regard to the fractional amount, technical implementation of the capital increase and the exercise of the subscription right would be made considerably more difficult, in particular in the case of a capital increase by round amounts. New shares excluded from subscription rights on account of fractional amounts will be utilized in the best interests of the Company.
- 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 therefore ultimately serves the interests of the Company and its shareholders in being able to use such financing instruments 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 proposed authorization is limited to the extent that the percentage of the capital stock attributable to the new shares for which subscription rights are excluded does not exceed 10% of the capital stock in existence at the time the authorization comes into effect, which is equivalent to EUR 3,140,000.

- 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 sections 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 sections 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 capital stock represented by the new shares for which subscription rights are excluded does not exceed 10% of the capital stock existing 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 section 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 section 186 (3) sentence 4 AktG. This clause ensures that the 10% limit of the capital stock stipulated in section 186 (3) sentence 4 AktG is

not exceeded during the period of the authorization after taking cumulative account of all the measures for which section 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 free of 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 section 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.

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 the capital stock of EUR 3,140,000 (10% of the current capital stock). 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.

There are currently no 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.

### **Annex to agenda item 9: Report of the Management Board to the Annual General Meeting pursuant to sections 203 (2) sentence 2 and 186 (4) sentence 2 AktG**

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 propose to the Annual General Meeting under agenda item 9 that a new authorization of the Management Board to increase the capital stock be created (authorized capital II). The new authorized capital II is to replace the previous authorization to issue convertible bonds or warrant bonds in addition to conditional capital. The previous authorization of the Management Board to issue convertible bonds or warrant bonds, which has not been used to date, will expire on June 5, 2021, and the conditional capital created to this end in section 4 (5) of the Articles of Association will become obsolete. The new authorized capital II is to have a volume of 10% of the current capital stock and a term of two years. It is to provide solely for cash consideration and the usual options to exclude subscription rights.

The authorized capital II is to be created in addition to the authorized capital I being proposed for resolution under agenda item 8 of the convocation notice for the Annual General Meeting on June 9, 2021. In total, the Company is to have two authorized-capital instruments with a total volume of 30% of the capital stock. With regard to the authorized capital I being proposed for resolution, reference is made to the Report of the Management Board to the Annual General Meeting pursuant to sections 203 (2) sentence 2 and 186 (4) sentence 2 AktG on agenda item 8 (creation of a new authorized capital I).

The proposed new authorized capital II authorizes 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 consideration on one or more occasions up to a total of EUR 3,140,000 by or before June 8, 2023. 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 section 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 allows easier handling of an issue if fractional amounts arise because of the issue volume or to achieve a practicable subscription relationship. Without the exclusion of the subscription right with regard to the fractional amount, technical implementation of the capital increase and the exercise of the subscription right would be made considerably more difficult, in particular in the case of a capital increase by round amounts. New shares excluded from subscription rights on account of fractional amounts will be utilized in the best interests of the Company.
- b) 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 sections 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 sections 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 capital stock represented by the new shares for which subscription rights are excluded does not exceed 10% of the capital stock existing 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 section 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 section 186 (3) sentence 4 AktG. This clause ensures that the 10% limit of the capital stock stipulated in section 186 (3) sentence 4 AktG is not exceeded during the period of the authorization after taking cumulative account of all the measures for which section 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 free of 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 section 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.

The sum total of all shares issued for cash consideration subject to exclusion of subscription rights under the proposed authorization may not exceed a proportionate amount of the capital stock of EUR 3,140,000 (10% of the current capital stock). New shares issued during the term of the proposed authorization under another authorization (particularly authorized capital I) 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. The same applies to cash and non-cash capital increases.

This additionally takes account of shareholders' interest in protection against dilution of their shareholding.

There are currently no plans to make use of the authorized capital II. 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.

## **FURTHER INFORMATION ON THE CONVENING AND HOLDING OF THE ANNUAL GENERAL MEETING**

### **1. Conditions for participation in the virtual Annual General Meeting by electronic means and for exercise of voting rights**

In accordance with section 1 of the COVID-19 Act, the Management Board, with the approval of the Supervisory Board, has resolved that the ordinary Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies. Shareholders and their proxies (with the exception of the Company-designated proxy) have no right and no opportunity to attend in person at the venue of the Annual General Meeting; it is only possible to participate by electronic means.

For registered shareholders or their proxies, the entire Annual General Meeting will be transmitted on the Internet by live audio/video stream from 10: 00 hrs CEST on Wednesday, June 9, 2021, using an electronic system (InvestorPortal) that can be accessed at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting).

Shareholders wishing to participate in the virtual Annual General Meeting (i.e., to follow the Annual General Meeting live in audio and video by means of an electronic link) or to exercise their voting rights must register in accordance with section 16 (1) of the Articles of Association prior to the meeting. The registration must be in text form and must be in German or English.

They are also required under section 16 (2) of the Articles of Association to produce evidence of their entitlement to participate in the Annual General Meeting and exercise voting rights. The evidence is to be provided by the last intermediary in text form in accordance with the statutory requirements. Pursuant to section 67c (3) AktG, the evidence is to be provided in accordance with the requirements set out in Article 5 of the Commission Implementing Regulation (EU) 2018/1212. The last intermediary means any intermediary who holds shares in a company in safe custody for a shareholder. An intermediary is a person who provides services for the safe custody or management of securities or the keeping of custody accounts for shareholders or other persons if the services are in connection with shares in companies domiciled in a Member State of the European Union or another signatory state to the Agreement on

the European Economic Area. The proof of ownership must relate to the start of the twenty-first day before the Annual General Meeting; i.e., 00:00 hrs CEST on Wednesday, May 19, 2021 (“record date”).

Accordingly, in relation to the Company, only shareholders who have given proof of share ownership are deemed shareholders for the purpose of participating in the Annual General Meeting and of exercising voting rights. Entitlement to participate and the number of voting rights are determined solely with reference to a shareholder’s shareholding at the record date. Changes in shareholdings after the record date are possible (no sale or purchase embargo), but have no significance with regard to the entitlement to participate and the scope of voting rights. The record date has no significance in respect of dividend entitlement.

Registration and proof of shareholding must be received by the Company at the address stated below at the latest by 24:00 hrs CEST on Wednesday, June 2, 2021:

Gerresheimer AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

After receipt of the registration and proof of share ownership, shareholders will be sent a confirmation of registration with a registration confirmation number, an Internet access code to the Company’s InvestorPortal, a voting rights form and additional information on the virtual Annual General Meeting. Shareholders can log into the InvestorPortal with the Internet access code.

## **2. Partial public webcast of the Annual General Meeting**

The opening of the Annual General Meeting by the chairman of the meeting, the explanation of the Report of the Supervisory Board by the Chairman of the Supervisory Board, and the Chief Executive Officer’s speech will be broadcast live on the Internet. All shareholders and interested members of the public can follow this webcast without prior registration at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting). Properly registered shareholders and their proxies can follow the remainder of the Annual General Meeting on the Company’s InvestorPortal at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting) only (see “Conditions for participation in the virtual Annual General Meeting by electronic means and for exercise of voting rights”).

## **3. Exercise of voting rights by postal vote**

Shareholders or their proxies may exercise their voting rights by postal vote. For postal voting, too, it is necessary to register and provide proof of share ownership as set out in the foregoing provisions (see “Conditions for participation in the virtual Annual General Meeting by electronic means and for exercise of voting rights”).



Votes may be cast by means of electronic communication on the Company's InvestorPortal at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting). Votes may be cast and revoked, or previously submitted votes amended, on the Company's InvestorPortal before and also during the Annual General Meeting but must be received at the latest before the start of voting as determined by the chair of the meeting.

In addition, postal votes may be cast, revoked and amended in writing, in text form or by fax to the Company at the address specified below:

Gerresheimer AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Votes cast by postal vote and any revocation or amendment of previously cast votes outside of the Company's InvestorPortal must be received by the Company before the date of the Annual General Meeting, meaning at the latest by midnight on Tuesday, June 8, 2021, 24:00 hrs CEST. Shareholders will receive the voting rights form, which may be used for postal voting, together with the confirmation of registration.

#### **4. Casting of votes by the Company-designated proxy**

Shareholders or their proxies may also exercise their voting rights by granting power of proxy and issuing instructions to the proxy designated by the Company. Here, too, the shareholder must register and provide proof of share ownership as set out in the foregoing provisions (see "Conditions for participation in the virtual Annual General Meeting by electronic means and for exercise of voting rights").

The Company-designated proxy may only exercise voting rights on the basis of clearly expressed instructions regarding specific items of the agenda. The proxy must be issued with a power of proxy and instructions for exercising voting rights on each voting item. Failing any clearly expressed instruction regarding a given item, the Company-designated proxy will abstain from voting on that item. The Company requests shareholders to note that the Company-designated proxy does not accept mandates to speak, to raise objections to Annual General Meeting resolutions, to ask questions or to table motions.

Proxies may be granted, amended or revoked, and instructions for the Company-designated proxy issued, by means of electronic communication on the Company's InvestorPortal at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting) before and during the virtual Annual General Meeting. However, they must be received no later than the start of voting on the day of the Annual General Meeting at the time specified by the chair of the meeting.

In addition, powers of attorney and instructions to the proxy designated by the Company may be issued, revoked and amended vis-à-vis the Company in writing, in text form or by fax to the address specified below:

Gerresheimer AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Powers of attorney and instructions as well as notices sent to this address outside of the Company's InvestorPortal will only be taken into account if they are received by the Company before the date of the Annual General Meeting, meaning at the latest by midnight on Tuesday, June 8, 2021, 24:00 hrs CEST. Shareholders will receive the form for exercising their voting rights, which can be used to grant power of proxy and issue instructions to the proxy, together with the confirmation of registration.

## **5. Authorization of third parties**

Shareholders may also arrange for their rights, in particular their voting rights, to be exercised through a third party, such as an intermediary, a proxy, a shareholder association or another person of their choice. However, authorized third parties (with the exception of the Company-designated proxy) are not allowed to physically participate in the Annual General Meeting. Authorized third parties may only exercise voting rights for shareholders they represent by postal vote or by granting (sub)power of proxy to the Company's designated proxy. If a shareholder grants a proxy to more than one person, the Company can reject one or more of them.

In the event of third-party authorization, too, it is necessary to register and provide proof of share ownership as set out in the foregoing provisions (see "Conditions for participation in the virtual Annual General Meeting by electronic means and for exercise of voting rights"). Proxy may also be granted after registering.

Proxies may be granted by declaration to the proxy or to the Company and, unless a proxy is granted pursuant to section 135 AktG, must be issued in text form (section 126b BGB). The same applies to the revocation of the proxy and the proof of a proxy declared to a proxy vis-à-vis the Company.

If powers of proxy are granted to exercise voting rights in accordance with section 135 AktG (granting of proxy to intermediaries, proxy advisers, shareholders' associations or other equivalent persons in accordance with section 135 (8) AktG), the notice of proxy must be verifiably recorded by the proxy. It must also be complete and may only contain declarations associated with the exercise of voting rights. We therefore ask shareholders who wish to grant power of proxy in accordance with section 135 AktG to consult with the proxy on the form of the power of proxy.

Proxies may be issued or revoked, and proof of authorization provided, via the Company's InvestorPortal at [www.gerresheimer.com/en/company/investor-](http://www.gerresheimer.com/en/company/investor-)

[relations/annual-general-meeting](#). This can be done via the Company's InvestorPortal before and also during the Annual General Meeting, but no later than the start of voting at the time specified by the chair of the meeting. Proxies for exercising voting rights pursuant to section 135 AktG cannot be issued via the InvestorPortal.

In addition, the granting of the proxy, its revocation and proof of authorization can be submitted to the Company in writing, in text form or by fax at the address specified below:

Gerresheimer AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Notices or evidence submitted outside of the Company's InvestorPortal must be received by the Company before the date of the virtual Annual General Meeting, meaning at the latest by midnight on Tuesday, June 8, 2021, 24:00 hrs CEST. Proxy may be granted using the form sent to shareholders with the confirmation of registration.

## **6. Further information on voting**

If postal votes, notices of proxy or notices issuing proxy/instructions to the Company-designated proxy are received that are substantively at variance with each other, the most recently issued notice always takes precedence; earlier notices are deemed to be permanently revoked. This is without prejudice to the time limits specified in this convocation notice for the availability of specific means of communication for valid notices. If notices that are substantively at variance with each other are received via different communication channels and it is not possible to determine beyond doubt which notice was issued most recently, the notices most recently received by each communication channel will be taken into account in the following order: (1) notices submitted on the InvestorPortal, (2) notices sent by e-mail, (3) notices sent by fax and (4) notices sent by postal mail. If notices that are at variance with each other are received via the same communication channel and it is not possible to determine beyond doubt which notice was issued most recently, the postal votes most recently cast via the communication channel in question always take precedence over instructions to the Company-designated proxy, with notices from the shareholder taking precedence over notices from the proxy and notices from the proxy taking precedence over notices from any third-party sub-proxy.

Further details about participation in the Annual General Meeting and the issuance of proxies and instructions are sent to shareholders with the confirmation of registration.

## **7. Right to ask questions**

Under the COVID-19 Act, shareholders do not have the right to request information in the virtual Annual General Meeting within the meaning of section 131 AktG. However, shareholders do have the right to ask questions. For this purpose, the Management Board has stipulated as follows with the approval of the Supervisory Board:

Questions from shareholders registered for the Annual General Meeting are to be submitted by electronic communication. Provision for submitting questions electronically is available for this purpose on the Company's InvestorPortal at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting). No other form of submission is permitted.

Questions must be submitted in German on the Company's above-mentioned electronic InvestorPortal at the latest by midnight 24:00 hrs CEST on Monday, June 7, 2021. No more questions may be submitted thereafter or during the Annual General Meeting.

The Management Board will duly decide at its free discretion how to answer the questions submitted (section 1 (2) sentence 2 of the COVID-19 Act). The answers are provided in accordance with the content requirements of section 131 AktG. Questions and their answers can be grouped thematically.

## **8. Requests for additions to the agenda**

Under section 122 (2) AktG, shareholders whose shares amount in aggregate to one-twentieth of the capital stock (corresponding to EUR 1,570,000) or represent a proportionate amount of EUR 500,000 may request that items be put on the agenda and published. Each new item must be accompanied by an explanation or a proposal for a resolution. Requests must be sent in writing or in electronic form within the meaning of section 126a BGB (i.e., mandatory with a qualified electronic signature) to the Management Board, to be received no later than 24:00 hrs CEST on Sunday, May 9, 2021. Please send such requests to the following address:

Gerresheimer AG  
Management Board  
Klaus-Bungert-Strasse 4  
40468 Duesseldorf, Germany  
E-mail: [gerresheimer.ir@gerresheimer.com](mailto:gerresheimer.ir@gerresheimer.com)

Applicants must prove that they have owned their shares for at least 90 days prior to the date upon which their request is received and that they will hold the shares until the Management Board has reached a decision on the request (section 122 (2) sentence 1 AktG in conjunction with section 122 (1) sentence 3 AktG). Section 70 AktG applies. For proof of ownership, confirmation from the shareholder's custodian bank will suffice.

Additions to the agenda that must be published — unless already published in the convocation notice — will be published, without delay following receipt, in the same manner as the convocation notice.

Proposals for resolutions on the subject of the addition to the agenda to be announced that are received by the Company by 24:00 hours CEST on Sunday, May 9, 2021, as determined above, are treated as having been submitted at the Annual General Meeting, provided the shareholder requesting the addition to the agenda has registered and provided proof of share ownership in accordance with the above provisions (see section 1 “Conditions for participation in the virtual Annual General Meeting by electronic means and for exercise of voting rights”).

## **9. Shareholder motions and nominations**

Every shareholder has the right to submit countermotions to Management Board and Supervisory Board proposals on specific items of the agenda, in accordance with section 126 (1) AktG, and nominations for the election of Supervisory Board members or auditors, in accordance with section 127 AktG, stating the grounds. Countermotions and nominations are to be submitted exclusively to the address below. Countermotions and nominations sent to any other address will not be considered.

Gerresheimer AG  
Investor Relations  
Klaus-Bungert-Strasse 4  
40468 Duesseldorf, Germany  
Fax: +49 211 6181-121  
E-mail: [gerresheimer.ir@gerresheimer.com](mailto:gerresheimer.ir@gerresheimer.com)

Orderly shareholder motions and nominations received at the above address by no later than 24:00 hrs CEST on Tuesday, May 25, 2021 will be made available without delay at the Internet address [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting) (without prejudice to section 126 (2) and (3) AktG). The name of the shareholder, any explanatory statement to be made available and any position taken by the Management Board or Supervisory Board on motions and nominations received will be published at the same Internet address.

Motions and nominations to be made accessible from shareholders who have registered and provided proof of share ownership in accordance with the above provisions (see “Conditions for participation in the virtual annual General Meeting by electronic means and for exercise of voting rights”) are deemed to have been made at the virtual Annual General Meeting in accordance with section 1 (2) sentence 3 of the COVID-19 Act. The chair of the meeting decides on the order of voting. At the virtual Annual General Meeting itself, it is no longer possible to table motions and submit nominations.

## **10. Right of objection**

Waiving the requirement to appear at the Annual General Meeting (section 1 (2) sentence 1 no. 4 of the COVID-19 Act in conjunction with section 245 no. 1 AktG), shareholders who have registered and provided proof of share ownership in accordance with the above provision (see “Conditions for participation in the virtual annual General

Meeting by electronic means and for exercise of voting rights”) have the opportunity to declare their objection to resolutions of the Annual General Meeting to the officiating notary for recording.

Declarations of objection may be submitted from the beginning of the Annual General Meeting until the time specified for this purpose by the chair of the meeting immediately prior to the closing of the Annual General Meeting exclusively via the Company’s InvestorPortal at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting).

#### **11. Further explanations on shareholders’ rights**

Further notes on requests for additional items on the agenda under section 122 (2) AktG, on countermotions under section 126 (1) AktG and nominations under section 127 AktG, as well as on shareholders’ right to ask questions under section 1 (2) COVID-19 Act, are provided at <http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting>.

#### **12. Publication on the website**

The information and documents required under section 124a AktG can be viewed and downloaded on the Internet at [www.gerresheimer.com/en/company/investor-relations/annual-general-meeting](http://www.gerresheimer.com/en/company/investor-relations/annual-general-meeting).

#### **13. Total number of shares and voting rights**

At the time of convocation of the Annual General Meeting, the capital stock totals EUR 31,400,000. The capital stock is divided into 31,400,000 no-par-value bearer shares. Each share grants one vote in the Annual General Meeting. The total number of voting rights is thus 31,400,000. The Company does not hold any of its own shares.

#### **14. Data protection information**

Gerresheimer AG, Klaus-Bungert-Strasse 4, 40468 Duesseldorf, Germany, as controller, processes personal data of shareholders (surname and first name, address, e-mail address, number of shares, type of shareholding and, if applicable, number of the confirmation of registration) and, where applicable, personal data of proxies, in accordance with the prevailing data protection laws. The processing of personal data is legally mandatory for participation in the virtual Annual General Meeting of Gerresheimer AG by electronic means.

The legal basis for processing is Article 6 (1) sentence 1 (c) GDPR read in conjunction with sections 118 et seqq. AktG and section 1 of the COVID-19 Act. In addition, data processing necessary for the organization of the virtual Annual General Meeting may be performed on the basis of overriding interests (Article 6 (1) sentence 1 (f) GDPR).

Gerresheimer AG receives shareholders' personal data as a rule via the registration office from intermediaries instructed by shareholders to hold their shares in custody (custodian banks).

The service providers contracted by Gerresheimer AG for the purposes of organizing the virtual Annual General Meeting process shareholders' and/or proxies' personal data exclusively in accordance with Gerresheimer AG's instructions and solely to the extent necessary for performance of the contracted service. All employees of Gerresheimer AG and employees of contracted service providers who have access to and/or process shareholders' and/or proxies' personal data are required to treat the data confidentially. In addition, personal data of shareholders or proxies exercising their voting rights will be made available to other shareholders and proxies within the scope of the statutory provisions. This applies in particular to objections raised and in the context of an announcement of shareholder requests for additions to the agenda as well as countermotions and nominations. Personal data will only be disclosed in connection with answering questions shareholders have submitted in advance if the shareholder has expressly given consent to such disclosure when submitting the question.

Gerresheimer AG deletes shareholders' and proxies' personal data in accordance with the law, in particular if the data is no longer necessary for the original purposes of collection or processing or is no longer required in connection with any administrative or court proceedings and if there are no retention requirements by law.

Subject to the statutory requirements, shareholders and proxies have the right of access to personal data concerning them that is processed and the right to obtain rectification, erasure or restriction of processing of their personal data. Shareholders also have the right to lodge an appeal with the supervisory authorities. If personal data is processed on the basis of Article 6 (1) sentence 1 (f) GDPR, shareholders and their proxies also have a right of objection subject to the statutory requirements.

For comments and questions about the processing of personal data by Gerresheimer AG, shareholders and proxies may contact the Data Protection Officer by e-mail at [data-protection@gerresheimer.com](mailto:data-protection@gerresheimer.com).

Düsseldorf, April 2021

Gerresheimer AG

The Management Board