

Annual Financial Statements

of Gerresheimer AG
as of November 30, 2023



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Combined Management Report

The management report of Gerresheimer AG and the Group Management Report have been combined in accordance with § 315 (5) of the German Commercial Code (Handelsgesetzbuch, HGB) in conjunction with § 298 (2) HGB and published in the 2023 Annual Report of Gerresheimer AG.

The annual financial statements and the management report of Gerresheimer AG for the financial year 2023, as combined with the Group Management Report, will be submitted to the operator of the Company Register (Unternehmensregister) and published therein.

Annual Financial Statements

Income Statement

for the financial year from December 1, 2022 to November 30, 2023

In EUR k	Notes	2023	2022
Revenues	(3)	8,145	9,562
Own work capitalized		-	364
Other operating income	(4)	21,876	18,007
Expenses of purchased services	(5)	-3,884	-3,774
Personnel expenses	(6)	-23,419	-21,518
Depreciation and amortization		-1,161	-1,525
Other operating expenses	(7)	-35,014	-25,698
Result from profit and loss transfer agreements	(8)	79,500	69,924
Net interest result	(9)	-10,347	-2,229
Income taxes	(10)	-12,780	-2,507
Earnings after taxes		22,916	40,606
Other taxes		-5	-6
Net income		22,911	40,600
Retained earnings carried forward		169,367	171,942
Retained earnings		192,278	212,542

Balance Sheet

as of November 30, 2023

In EUR k	Notes	Nov. 30, 2023	Nov. 30, 2022
Assets			
Fixed assets	(11)		
Intangible assets		3,271	3,842
Property, plant and equipment		298	195
Financial assets		1,286,176	1,286,176
		1,289,745	1,290,213
Current assets			
Receivables and other assets	(12)	732,987	457,825
Cash and cash equivalents		21	22
		733,008	457,847
Prepaid expenses		2,382	2,122
Total assets		2,025,135	1,750,182
Equity and liabilities			
Equity	(13)		
Subscribed capital		34,540	31,400
<i>conditional capital EUR 3,454k (prior year: EUR 0k)</i>			
Capital reserve		794,190	525,721
Retained earnings		192,278	212,542
		1,021,008	769,663
Provisions			
Provisions for pensions	(14)	3,612	3,264
Tax provisions		18,648	12,811
Other provisions	(15)	15,234	16,403
		37,494	32,478
Liabilities	(16)	966,633	948,041
Total equity and liabilities		2,025,135	1,750,182

Notes to the Annual Financial Statements

for the financial year 2023

(1) General Information

Gerresheimer Aktiengesellschaft (Gerresheimer AG) has its registered office at Klaus-Bungert-Strasse 4 in 40468 Duesseldorf (Germany). The Company is entered in commercial register B of Duesseldorf Local Court (Amtsgericht) as HRB 56040. The main activity of Gerresheimer AG, the holding company, is the management of the Gerresheimer Group.

The annual financial statements of Gerresheimer AG have been prepared in accordance with the accounting principles set forth in the German Commercial Code (Handelsgesetzbuch, HGB) and supplementary statutory regulations.

These annual financial statements of Gerresheimer AG consist of the balance sheet, the income statement, and the notes to the financial statements. Gerresheimer AG, the parent company, prepares the consolidated financial statements of Gerresheimer AG. As of November 30, 2023, the management report of Gerresheimer AG was combined with the management report of the Gerresheimer Group. To improve the clarity of presentation, individual items have been combined in the balance sheet and in the income statement. In the reporting year, the interest income and expenses, as well as the income from long-term loans, have been presented in the income statement as part of the net interest result. These items are presented separately in the notes to the financial statements. The income statement has been prepared using the total cost method.

The annual financial statements are prepared in euros. Unless stated otherwise, the amounts are reported in thousands of euros (EUR k).

These annual financial statements relate to the financial year from December 1, 2022, to November 30, 2023.

As of the reporting date, a control and profit and loss transfer agreement existed between Gerresheimer AG and Gerresheimer Holdings GmbH. Under this agreement, Gerresheimer Holdings GmbH is obligated to transfer all of its profits to Gerresheimer AG. Accordingly, Gerresheimer AG must absorb any net loss.

Gerresheimer AG falls under the cash pooling management agreement with GERRESHEIMER GLAS GmbH.

(2) Accounting and Measurement Principles

Purchased **intangible assets** are measured at acquisition cost, and internally generated intangible assets are measured at production cost. The assets are amortized on a straight-line basis. Purchased industrial property rights and similar rights are amortized over three to five years, unless a different contractual useful life applies. An impairment loss is recognized on an intangible asset if there is a reduction in value for a prolonged period of time; the intangible asset is recognized at the lower attributable value.

The production cost of other own work capitalized comprises direct personnel cost and a reasonable share of the overheads incurred in connection with software implementation projects.

Property, plant and equipment are carried at acquisition cost less depreciation. Property, plant and equipment are depreciated on a straight-line basis over their expected lives of three to 13 years. Low-value assets with an acquisition cost of more than EUR 250 but less than EUR 1,000 are grouped on an annual basis and depreciated over five years in accordance with tax regulations. Low-value assets with acquisition costs of up to EUR 250 are recognized immediately as an expense. An impairment loss is recognized on property, plant and equipment if there is a reduction in value for a prolonged period of time; the item of property, plant and equipment is recognized at the lower attributable value.

Financial assets are carried at acquisition cost or at the lower attributable fair value. Impairments in value that are expected to persist for a prolonged period of time are accounted for through impairment losses.

Receivables and other assets are carried at nominal value. Foreign currency receivables with a maturity of up to one year are translated at the spot rates as of the balance sheet date.

Cash and cash equivalents comprise cash in hand and bank balances. They are carried at nominal value.

Provisions for pensions are calculated according to generally accepted actuarial principles using the projected unit credit method. The provisions are measured by applying the 2018 G mortality tables published by Professor Dr. Heubeck. For simplification purposes,

the discount rate used was the average market interest rate over the past seven and ten years of 1.73% (7 years) and 1.83% (10 years), as determined by the Deutsche Bundesbank in November 2023, for an assumed remaining term of 15 years.

Assets that are not accessible to any other creditors and that may be used only to meet liabilities from pension obligations or similar long-term obligations (plan assets) are offset against the corresponding obligation in accordance with § 246 (2) Sentence 2 HGB. Plan assets are recognized at fair value. Expenses and income from the plan assets are offset against the expenses from the compounding of the obligation and reported as part of the net interest result.

Tax provisions and other provisions reflect all uncertain provisions. They are recognized at the necessary settlement amount in accordance with reasonable commercial judgment, including anticipated increases in prices and costs. Provisions with a remaining term of more than one year are discounted using the appropriate average market interest rate of the past seven financial years in accordance with the German Regulation on the Discounting of Provisions (Rückstellungsabzinsungsverordnung).

The provision for phantom stocks is recognized at the intrinsic value (share-based compensation) or at the fair value (value-based compensation) and is accumulated over the period from the grant date to the earliest exercise date.

Liabilities are recognized at their settlement amounts.

Deferred taxes are recognized for temporary differences between the carrying amounts of assets, liabilities, and prepaid expenses in the financial statements according to HGB and their tax bases. Gerresheimer AG also generally calculates and recognizes the deferred taxes of the entities in its tax group. Deferred taxes are calculated on the basis of the combined income tax rate of Gerresheimer AG's tax group of 29.0%. The combined income tax rate comprises corporate income tax (15.0%), trade tax (13.4%), and the solidarity surcharge (5.5%). Deferred tax liabilities mainly relate to the recognition of property, financial assets, and tax reserves. Deferred tax assets mainly relate to the recognition of provisions for pensions and other provisions. Deferred tax assets and liabilities are offset for the purpose of presentation in the balance sheet. No excess of deferred tax assets is recognized. The option to capitalize any resulting tax asset has not been exercised.

Derivative financial instruments are used solely for hedging purposes and, insofar as the criteria are met, are combined with the underlying hedged item into valuation units. When a valuation unit is created, changes in values or in cash flows from the hedged item and hedging contract are compared; provisions are only recognized for the negative surplus from the ineffective part of the changes in market value. Unrealized gains and losses from the effective part of the hedge are fully offset and are not recognized either in the balance sheet or in the income statement. The effectiveness of the hedge is assessed using the critical term match method.

Notes to the Income Statement

(3) Revenues

In EUR k	2023	2022
Germany	4,322	4,437
Other Europe	1,571	2,034
North America	994	1,197
Emerging markets ¹⁾	1,252	1,887
Other regions	6	7
Revenues	8,145	9,562

¹⁾ Emerging markets by definition of the Gerresheimer Group: Brazil, China, India, and Mexico.

The revenues result mainly from IT services and key account management services provided by Gerresheimer AG to subsidiaries. The year-on-year decline is largely due to the drop in IT services.

(4) Other Operating Income

In EUR k	2023	2022
Income from intra-group charges	20,330	16,409
Income from reversal of provisions	294	1,318
Income from currency translation	13	17
Other miscellaneous income	1,239	263
Other operating income	21,876	18,007

In the financial year 2023, the income from intra-group charges was attributable solely to IT services, insurance premiums, trade fairs, and other costs for which no services were provided internally.

(5) Expenses for Purchased Services

The expenses for purchased services exclusively comprise key account management services provided by subsidiaries to Gerresheimer AG.

(6) Personnel Expenses and Employees

In EUR k	2023	2022
Salaries	20,899	18,566
Social security and other benefit costs	2,520	2,952
<i>thereof pension costs</i>	697	1,384
Personnel expenses	23,419	21,518

The number of employees on average over the course of the year was as follows:

	2023	2022
Annual average	136	107
Employees		

All employees at Gerresheimer AG perform administrative functions. The members of the Management Board are not included in the figure.

(7) Other Operating Expenses

In EUR k	2023	2022
IT-related expenses	11,080	8,660
Legal and consulting expenses	8,344	3,783
Expenses for insurance	4,996	4,283
Travel, representation and advertising expenses	2,626	2,299
Rental expenses	1,581	1,498
Supervisory Board remuneration	1,485	1,354
Expenses from intra-group charges	251	117
Expenses from currency translation	14	30
Other miscellaneous expenses	4,637	3,674
Other operating expenses	35,014	25,698

The increase in legal and consulting fees is due in particular to the capital increase.

(8) Result from Profit and Loss Transfer Agreements

The result from profit and loss transfer agreements of EUR 79,500k (prior year: EUR 69,924k) relates to the profit of Gerresheimer Holdings GmbH, which was transferred under the existing control and profit and loss transfer agreement.

(9) Net Interest Result

In EUR k	2023	2022
Income from long-term loans	20,772	11,771
<i>thereof from affiliated companies</i>	20,772	11,771
Other interest and similar income	81	527
<i>thereof from affiliated companies</i>	–	474
Interest and similar expenses	-31,200	-14,527
<i>thereof to affiliated companies</i>	-3,079	-2,009
Net interest result	-10,347	-2,229

Interest and similar expenses primarily comprise interest expenses for the promissory loans. They also contain expenses from the compounding of pension provisions in the amount of EUR 102k (prior year: EUR 95k) that have been offset against the income from plan assets in the amount of EUR 313k (prior year: EUR 41k). Furthermore, expenses from the compounding of other provisions in the amount of EUR 18k (prior year: EUR 32k) are included in this item.

(10) Income Taxes

In EUR k	2023	2022
Current income taxes	13,389	4,804
Taxes from prior periods	-609	-2,297
Deferred income taxes	–	–
Income taxes	12,780	2,507

The change in income taxes was primarily due to the year-on-year increase in the tax-effective result from profit and loss transfer agreements and the decline in tax reimbursements from prior periods. The option to recognize deferred tax assets has not been exercised.

Notes to the Balance Sheet

(11) Fixed Assets

In EUR k	Intangible Assets			Property, plant and equipment	Financial Assets			Total
	Industrial property rights and similar rights	Payments on account	Sum	Other equipment, plant and office equipment	Shares in affiliated companies	Loans to affiliated companies	Sum	
Cost								
Balance as of Dec. 1, 2022	11,684	1,362	13,046	1,332	593,780	692,396	1,286,176	1,300,554
Additions	188	315	503	190	-	-	-	693
Disposals	-	-	-	-2	-	-	-	-2
Reclassifications	1,362	-1,362	-	-	-	-	-	-
Balance as of Nov. 30, 2023	13,234	315	13,549	1,520	593,780	692,396	1,286,176	1,301,245
Accumulated depreciation and amortization								
Balance as of Dec. 1, 2022	9,204	-	9,204	1,137	-	-	-	10,341
Additions	1,074	-	1,074	87	-	-	-	1,161
Disposals	-	-	-	-2	-	-	-	-2
Balance as of Nov. 30, 2023	10,278	-	10,278	1,222	-	-	-	11,500
Net book values								
Balance as of Nov. 30, 2023	2,956	315	3,271	298	593,780	692,396	1,286,176	1,289,745
Balance as of Dec. 1, 2022	2,480	1,362	3,842	195	593,780	692,396	1,286,176	1,290,213

The additions to intangible assets mainly related to purchased licenses, software, and customizing.

The list of shareholdings (§ 285 No. 11 HGB) is included in note (27).

The loans relate to long-term loans granted to two affiliated companies.

(12) Receivables and Other Assets

In EUR k	Nov. 30, 2023	Nov. 30, 2022
Receivables from affiliated companies	727,302	450,023
<i>thereof from cash pool receivables</i>	642,627	375,798
<i>thereof from profit transfer</i>	79,500	69,924
<i>thereof from deliveries of goods and services</i>	5,175	4,301
Other assets	5,685	7,802
Receivables and other assets	732,987	457,825

The rise in cash pool receivables from affiliated companies was partly due to the increase in funds required by subsidiaries for capital expenditure. The additional funds for these requirements were mainly sourced from the capital increase.

As in the prior year, all receivables had a remaining term of up to one year. As in the prior year, the other assets fall due within one year.

(13) Equity

Effective as of April 19, 2023, Gerresheimer AG implemented a capital increase for cash consideration subject to the exclusion of shareholders' subscription rights through the partial utilization of authorized capital II. The capital stock increased to 34.54 million no-par-value shares, or EUR 34,540k, due to the issue of 3.14 million new no-par-value bearer shares, each with a nominal value of EUR 1.00.

The new shares, which were issued at a price of EUR 86.50 per share, are fully dividend-entitled for the financial year 2023. The gross proceeds from the capital increase amounted to EUR 271,610k, less commission and costs. The increase in the capital reserve was the result of the aforementioned capital increase.

The resolution of the Annual General Meeting of June 7, 2023, has authorized the Management Board, subject to Supervisory Board approval, to increase Gerresheimer AG's subscribed capital by issuing new, no-par-value bearer shares for cash and/or non-cash consideration on one or more occasions by a total of up to EUR 6,908k (authorized capital I) and for cash consideration on one or more occasions by a total of up to EUR 3,454k (authorized capital II) in the period ending June 6, 2025. The subscribed capital is conditionally increased by up to EUR 3,454k by the issue of up to 3,454,000 new, no-par-value bearer shares.

The Annual General Meeting distributed a total of EUR 43,175k to the shareholders from the prior year's retained earnings.

The retained earnings developed as follows in the financial year 2023:

In EUR k	
Net income for the financial year 2023	22,911
Retained earnings carried forward	169,367
Retained earnings as of Nov. 30, 2023	192,278

(14) Provisions for Pensions

In EUR k	Nov. 30, 2023	Nov. 30, 2022
Pension obligations	5,752	5,716
Fair value of plan assets	2,140	2,452
Provisions for pensions	3,612	3,264

The plan assets from pensions are invested in a pension fund and in a reinsured provident fund. The fair value of the reinsurance policy corresponds to the fair value confirmed by the insurance company as of the balance sheet date.

The acquisition cost of the reinsurance contracts included in the plan assets amounts to EUR 2,158k (prior year: EUR 2,158k). The difference of EUR -13k between this amount and the fair value, taking into account deferred taxes, is excluded from distribution in accordance with § 268 (8) Sentence 3 HGB.

As of November 30, 2023, the difference between the carrying amount of the provisions for pensions using an average market interest rate for the past ten financial years and the carrying amount using an average market interest rate for the past seven financial years amounted to EUR 118k (prior year: EUR 433k) and was generally excluded from distribution in accordance with § 253 (6) Sentence 2 HGB.

(15) Other Provisions

The other provisions mainly comprise provisions for personnel expenses and Supervisory Board remuneration.

(16) Liabilities

In EUR k	Nov. 30, 2023	Nov. 30, 2022
Liabilities to banks	962,760	945,757
Trade payables	1,824	1,358
Liabilities from affiliated companies	825	251
Other liabilities	1,224	675
<i>thereof from taxes</i>	1,146	585
<i>thereof social security obligations</i>	34	5
Liabilities	966,633	948,041

The remaining terms of the liabilities to banks are as follows:

In EUR k		maturities		Total	maturities
		up to 1 year	more than 1 year		thereof more than 5 years
Liabilities to banks	Nov. 30, 2023	354,760	608,000	962,760	47,000
	Nov. 30, 2022	314,257	631,500	945,757	22,000

As in the prior year, the remaining liabilities all fall due within one year.

Liabilities to banks primarily include promissory loans and the revolving credit facilities.

The revolving credit facility of EUR 150,000k was increased by a further EUR 50,000k in December 2022. The revolving credit facility reaches maturity on July 1, 2025. The total volume of the two revolving credit facilities is EUR 676,000k, of which EUR 169,000k had been drawn down by Gerresheimer AG as of the balance sheet date.

In the first quarter of the financial year 2023, the two outstanding value dates from the promissory loans issued in November 2022 totaling EUR 160,500k were disbursed. The first value date was disbursed in November 2022. The funds were used in part to settle the tranches from prior promissory loans transactions totaling EUR 163,000k that fell due in November 2023. The funds received by Gerresheimer AG in April 2023 from the capital increase were mainly allocated to subsidiaries for capital expenditure in further growth. The funds were initially used to temporarily repay the revolving credit facilities.

The maturities of the promissory loans are spread over the next five years and beyond as follows:

In EUR k for the financial years	Promissory loans (nominal value)
2024	184,000
2025	338,500
2026	75,000
2027	147,500
2028	–
after 2028	47,000
Total	792,000

The individual tranches of the promissory loans are primarily subject to a fixed interest rate, with some being subject to a variable interest rate.

Other Disclosures

(17) Contingent Liabilities and Other Financial Obligations

As security for affiliated companies' liabilities to banks, Gerresheimer AG has assumed joint liability in the form of a limited amount guarantee for EUR 476,000k. The resulting total joint liabilities for Gerresheimer AG in relation to affiliated company bank loans was EUR 29,822k as of November 30, 2023 (prior year: EUR 230,984k).

To the best of our knowledge, no recourse is to be expected given the solid balance sheet and long-term financing of Gerresheimer AG and its subsidiaries.

The other financial obligations stood at EUR 10,067k as of November 30, 2023 (prior year: EUR 12,283k). The item comprises lease and rental agreements for buildings, vehicles, and IT equipment; long-term maintenance and license agreements for software; and long-term maintenance agreements. The rental, maintenance, and lease agreements are due within the next five years.

(18) Derivative Financial Instruments and Valuation Units

Gerresheimer AG has concluded interest rate swaps with banks to hedge against changes in interest rates. Interest rate derivatives serve to provide protection against changes in the interest rates of promissory loans.

As of the balance sheet date, liabilities from promissory loans amounting to EUR 182,000k were hedged.

An additional EUR 68,000k was also hedged for the upcoming refinancing of the promissory loans in the financial year 2024.

All the interest rate derivatives in the portfolio, which have remaining maturities of between 46 and 48 months and match the maturities of the corresponding hedged items, taking into account the upcoming refinancing are designated as a macro hedge.

As of November 30, 2023, the net fair value amounted to EUR -2,465k and the nominal volume including the expected transaction in the financial year 2024 came to EUR 250,000k. No interest rate derivatives were used for hedging purposes in the prior year.

The interest rate swaps deployed are measured at fair value by discounting the expected future cash flows based on the market interest rates applying to the remaining maturities of the contracts.

As there were no ineffective hedges as of the balance sheet date, no provisions had to be recognized. The changes in value or in cash flows from the hedged items and the hedges will almost completely offset each other when the hedges mature due to the high effectiveness of the hedges.

The development of interest rates up to the index date meant that no risks were incurred. As a result, no provision for expected losses would have had to be recognized in the absence of a hedge.

(19) Proposal for Appropriation of Retained Earnings

The Management Board will propose to the Annual General Meeting that the retained earnings of Gerresheimer AG for the financial year 2023 be appropriated as follows:

In EUR k	2023
Retained earnings before dividend payments	192,278
Dividend payment of EUR 1.25 per share	43,175
Carryforward to new account	149,103

(20) Management Board and Supervisory Board

The members of the Management Board and the Supervisory Board, as well as their portfolios and duties, are listed in appendices to the notes under "Members of the Management Board and Positions Held by Management Board Members" and "Members of the Supervisory Board and Positions Held by Supervisory Board Members."

(21) Management Board and Supervisory Board Remuneration

The remuneration of the members of the Management Board comprising fixed remuneration, non-cash fringe benefits, and performance-based remuneration amounted to EUR 5,601k in the financial year 2023 (prior year: EUR 4,404k).

Former members of the Management Board and their surviving dependants received total remuneration of EUR 2,680k in the financial year 2023 (prior year: EUR 187k). Provisions for pension obligations to this group of people were recognized in the amount of EUR 3,259k (prior year: EUR 3,264k).

The total remuneration of the members of the Supervisory Board included annual fixed remuneration plus additional remuneration for committee work and an attendance allowance, and totaled EUR 1,460k (prior year: EUR 1,342k).

(22) Auditors' Fees

The services provided by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Duesseldorf (Germany), in the financial year 2023 mainly comprised services in connection with the audit of the annual financial statements. Other assurance services were provided to a minor extent. In the reporting year, the non-audit services mainly related to the audit of non-financial information and agreed-upon audit activities with regard to financial information that was not part of the year-end audit (other assurance services).

For details on the auditors' fees invoiced for the financial year 2023, please refer to the consolidated financial statements of Gerresheimer AG as of November 30, 2023.

(23) Subsequent Events

There were no subsequent events after the balance sheet date with a material impact on the net assets position, financial position, or results of operations of Gerresheimer AG.

(24) Corporate Governance

The Management Board and Supervisory Board of Gerresheimer AG issued a declaration of compliance in accordance with § 161 of the German Stock Corporation Act (Aktien-gesetz, AktG) on August 31, 2023. The declaration has been made permanently available on the Company's website at www.gerresheimer.com/en/company/investor-relations/corporate-governance/statements-of-compliance.

(25) Consolidated Financial Statements

Gerresheimer AG, the parent company, prepares consolidated financial statements in accordance with § 315e (1) HGB on the basis of the International Financial Reporting Standards (IFRS) as applicable in the European Union. The annual financial statements, the management report of Gerresheimer AG (which is combined with the Group management report), and the consolidated financial statements of Gerresheimer AG are each published in the electronic Company Register (Unternehmensregister) and are also available on the website www.gerresheimer.com.

(26) Disclosures on Shareholdings in Gerresheimer AG

As of November 30, 2023, Gerresheimer AG had obtained the disclosures regarding shareholdings requiring notification in accordance with § 160 (1) No. 8 AktG that are detailed in the following table. In cases where shareholdings reached, exceeded, or fell

below the thresholds, the most recent notification is mentioned. All notifications are available on the website www.gerresheimer.com. The disclosures of shareholdings in percent and in voting rights may have since changed.

Shareholder structure

Registrant	Registered office	Notification date	Date on which threshold was met	Threshold in %	Voting rights		WpHG
					in %	absolute	
NN Group N.V.	Amsterdam (Netherlands)	June 23, 2023	June 20, 2023	10%	10.0%	3,442,229	section 33, section 34
UBS Group AG	Zurich (Switzerland)	November 27, 2023	November 22, 2023	5%	5.3%	1,832,239	section 33, section 34, section 38
Artisan Partners Asset Management Inc.	Wilmington, DE (USA)	April 27, 2023	April 21, 2023	5%	5.1%	1,749,060	section 33, section 34
The Goldman Sachs Group, Inc.	Wilmington, DE (USA)	November 16, 2023	November 13, 2023	3%	4.9%	1,678,058	section 33, section 34, section 38
Eton Park Overseas Fund, Ltd.	Camana Bay, Grand Cayman (Cayman Inseln)	July 18, 2012	July 10, 2012	5%	4.5%	1,544,217	section 25
FMR LLC	Wilmington, DE (USA)	November 30, 2023	November 28, 2023	3%	4.2%	1,445,719	section 33, section 34
Morgan Stanley	Wilmington, DE (USA)	August 1, 2022	July 27, 2022	5%	4.0%	1,366,336	section 33, section 34, section 38
BlackRock, Inc.	New York, NY (USA)	May 24, 2023	May 19, 2023	3%	3.8%	1,312,349	section 33, section 34, section 38
Artisan Partner Funds, Inc.	Madison, WI (USA)	April 24, 2023	April 19, 2023	3%	3.4%	1,162,376	section 33, section 34
Lazard Asset Management LLC	Wilmington, DA (USA)	September 8, 2023	September 7, 2023	3%	3.1%	1,080,045	section 33, section 34
Ministry of Finance on behalf of the State of Norway	Oslo (Norway)	January 15, 2021	January 13, 2021	3%	3.1%	1,063,079	section 33, section 34, section 38
Massachusetts Financial Services Company	Boston, MA (USA)	November 21, 2023	November 16, 2023	3%	3.0%	1,050,769	section 33, section 34
Schroders plc	London (Great Britain)	September 7, 2023	September 4, 2023	3%	3.0%	1,030,948	section 33, section 34, section 38
Deka Investment GmbH	Frankfurt a.M. (Germany)	March 23, 2022	March 22, 2022	3%	2.9%	991,371	section 33, section 34
WS Management LLLP/Gilchrist B. Berg	Jacksonville, FL (USA)	February 1, 2010/ February 16, 2010	January 25, 2010	3%	2.8%	974,402	section 22 (1) sentence 1 No. 1, 6 i.c.w. section 22 (1) sentence 2
Threadneedle (Lux)	Bertrange (Luxembourg)	February 9, 2022	February 3, 2022	3%	2.7%	940,288	section 33, section 34
FIL Limited	Pembroke (Bermuda)	April 7, 2023	April 5, 2023	3%	2.7%	939,254	section 33, section 34
AllianceBernstein Corporation	Wilmington, DE (USA)	January 16, 2023	January 16, 2023	3%	2.7%	917,628	section 33, section 34
Stichting Pensioenfonds ABP	Heerlen (Netherlands)	September 9, 2022	September 8, 2022	3%	2.6%	904,766	section 33, section 34
Barclays Plc	London (Great Britain)	September 6, 2022	September 1, 2022	3%	2.5%	860,600	section 33, section 34, section 38
NBSH Acquisition, LLC	Wilmington, DE (USA)	July 23, 2021	June 8, 2021	3%	2.5%	860,289	section 34
DWS Investment GmbH	Frankfurt a.M. (Germany)	November 21, 2023	November 15, 2023	3%	2.5%	855,266	section 33, section 34
Ameriprise Financial, Inc.	Wilmington, DE (USA)	June 13, 2023	June 8, 2023	3%	1.8%	628,592	section 33, section 34
Amundi S.A.	Paris (France)	October 19, 2023	October 16, 2023	3%	1.1%	378,232	section 33, section 34

(27) List of Shareholdings as of November 30, 2023

Currency in m/according to local commercial law	Shareholdings in %	Currency	Equity	Result
Direct equity investments				
Gerresheimer Holdings GmbH, Duesseldorf (Germany) ^{a)}	100.00	EUR	593.78	^{b)}
Indirect Equity investemts				
Asia				
Gerresheimer Medical Plastic Systems Dongguan Co. Ltd., Wang Niu Dun Town, Dongguan City (China) ^{b)}	100.00	CNY	76.09	9.56
Gerresheimer Pharmaceutical Packaging Mumbai Private Ltd., Mumbai (India)	100.00	INR	2,101.49	-121.15
Gerresheimer Plastic Packaging (Changzhou) Co., Ltd., Changzhou City, Jiangsu (China)	100.00	CNY	2.61	-6.85
Gerresheimer Singapore Pte. Ltd., Singapore (Singapore)	100.00	SGD	0.25	0.02
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., Danyang, Jiangsu (China)	60.00	CNY	355.59	32.82
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., Zhenjiang, Jiangsu (China)	60.00	CNY	183.38	44.28
Neutral Glass & Allied Industries Private Ltd., Mumbai (India)	100.00	INR	3,909.97	87.45
Triveni Polymers Private Ltd., New Delhi (India)	100.00	INR	4,068.20	32.17
Europe				
Gerresheimer Boleslawiec S.A., Boleslawiec (Poland)	100.00	PLN	313.39	27.92
Gerresheimer Bünde GmbH, Buende (Germany) ^{a)}	100.00	EUR	12.70	^{b)}
Gerresheimer Chalon SAS, Chalon-sur-Saone (France)	100.00	EUR	2.48	-2.59
Gerresheimer Denmark A/S, Vaerloese (Denmark)	100.00	DKK	240.15	59.73
Gerresheimer Essen GmbH, Essen (Germany) ^{a)}	100.00	EUR	4.16	^{b)}
GERRESHEIMER GLAS GmbH, Duesseldorf (Germany) ^{a)}	100.00	EUR	668.76	^{b)}
Gerresheimer Group GmbH, Duesseldorf (Germany) ^{a)}	100.00	EUR	638.33	^{b)}
Gerresheimer Horsovsky Tyn spol. s r.o., Horsovsky Tyn (Czech Republic)	100.00	CZK	3,206.72	650.51
Gerresheimer Italia S.r.l., Milan (Italy) ^{b)}	100.00	EUR	-	0.01
Gerresheimer Lohr GmbH, Lohr/Main (Germany) ^{a)}	100.00	EUR	7.42	^{b)}
Gerresheimer Medical Plastic Systems GmbH, Regensburg (Germany) ^{a),c)}	100.00	EUR	0.03	^{b)}
Gerresheimer Momignies S.A., Momignies (Belgium)	100.00	EUR	38.91	6.41
Gerresheimer Moulded Glass GmbH, Tettau (Germany) ^{a),c)}	100.00	EUR	0.03	^{b)}
Gerresheimer Plastic Packaging SAS, Besancon (France)	100.00	EUR	0.97	0.32
Gerresheimer Regensburg GmbH, Regensburg (Germany) ^{a)}	100.00	EUR	284.82	^{b)}
Gerresheimer respimetrix GmbH, Duesseldorf (Germany)	100.00	EUR	0.15	-2.65
Gerresheimer Skopje DOOEL Ilinden, Ilinden (Republic North Macedonia)	100.00	MKD	1,225.31	-165.94
Gerresheimer Tettau GmbH, Tettau (Germany) ^{a)}	100.00	EUR	12.36	^{b)}
Gerresheimer Vaerloese A/S, Vaerloese (Denmark)	100.00	DKK	171.02	61.04
Gerresheimer Werkzeugbau Wackersdorf GmbH, Wackersdorf (Germany) ^{a)}	100.00	EUR	0.51	^{b)}
Gerresheimer Wertheim GmbH, Wertheim (Germany) ^{a)}	100.00	EUR	1.11	^{b)}
Gerresheimer Zaragoza S.A., Epila (Spain)	100.00	EUR	9.08	5.47
Sensile Medical AG, Olten (Switzerland)	99.89	EUR	-99.76	-27.00

Currency in m/according to local commercial law	Shareholdings in %	Currency	Equity	Result
America				
Centor Inc., Perrysburg, OH (USA)	100.00	USD	570.73	32.25
Centor Pharma Inc., Perrysburg, OH (USA) ^{❷,❸}	100.00	USD	–	–
Centor US Holding Inc., Perrysburg, OH (USA)	100.00	USD	731.22	–
Gerresheimer Glass Inc., Vineland, NJ (USA)	100.00	USD	941.13	4.51
Gerresheimer Mexico Holding LLC, Wilmington, DE (USA)	100.00	USD	3.78	-0.01
Gerresheimer MH Inc., Wilmington, DE (USA) ^❹	100.00	USD	6.51	-0.01
Gerresheimer Peachtree City (USA) L.P., Peachtree City, GA (USA)	100.00	USD	53.56	6.10
Gerresheimer Peachtree City Inc., Peachtree City, GA (USA) ^❺	100.00	USD	0.54	0.06
Gerresheimer Plasticos Sao Paulo Ltda., Embu (Brazil)	100.00	BRL	284.79	–
Gerresheimer Queretaro S.A., Queretaro (Mexico) ^❻	100.00	MXN	1,533.72	276.66
Gerresheimer Sistemas Plasticos Mediciniais Sao Paulo Ltda., Indaiatuba (Brazil)	100.00	BRL	89.88	–
Nouvelles Verreries de Momignies Inc., Larchmont, NY (USA) ^❼	100.00	USD	–	–
Associated Companies				
Corning Pharmaceutical Packaging LLC, Wilmington, DW (USA) ^{❷,❸}	25.00	USD	0.16	–
PROFORM CNC Nastrojarna spol. s r.o., Horsovsy Tyn (Czech Republic) ^{❷,❸}	40.59	CZK	2.69	-0.34

^❶ Pursuant to § 264 (3) HGB, the company is exempt from preparing notes to the financial statements and a management report, and in some cases from the obligation to undergo an audit and to disclose its annual financial statements.

^❷ A profit transfer agreement is in place.

^❸ Equity less than 50 (currency in '000).

^❹ Result less than EUR 5k.

^❺ The company no longer prepares annual financial statements.

^❻ Based on the annual financial statements as of September 30, 2022, November 30, 2022, and December 31, 2022 respectively.

The exchange rates for the currencies are shown in the following table.

1 Euro	Currency	Closing rate		Average rate	
		Nov. 30, 2023	Nov. 30, 2022	2023	2022
Brazil	BRL	5.40	5.51	5.42	5.54
Switzerland	CHF	0.96	0.99	0.98	1.01
China	CNY	7.80	7.34	7.62	7.08
Czech Republic	CZK	24.29	24.34	23.95	24.68
Denmark	DKK	7.45	7.44	7.45	7.44
India	INR	91.11	84.42	88.76	82.62
Mexico	MXN	19.02	20.01	19.30	21.50
Poland	PLN	4.35	4.66	4.56	4.68
Singapore	SGD	1.46	1.42	1.45	1.46
United States of America	USD	1.09	1.04	1.08	1.06

Duesseldorf (Germany), February 5, 2024

Gerresheimer AG
The Management Board

Dietmar Siemssen

Dr. Bernd Metzner

Dr. Lukas Burkhardt

Additional Information

Responsibility Statement

We ensure, to the best of our knowledge, that the annual financial statements give a true and fair view of the net assets position, financial position, and results of operations of the Company in accordance with the applicable reporting principles and that the Combined Management Report presents the performance of the business, including the results of business activities, and the position of the Company in such a manner that they convey a true and fair view of the actual developments and describes the principal opportunities and risks associated with the expected development of the Company.

Duesseldorf (Germany), February 5, 2024

Gerresheimer AG
The Management Board



Dietmar Siemssen



Dr. Bernd Metzner



Dr. Lukas Burkhardt

Members of the Management Board and positions held by Management Board members

(Appendix to the notes)

As of November 30, 2023

Dietmar Siemssen

Appointed through October 31, 2026

Chief Executive Officer

> BFC Fahrzeugteile GmbH, Germany^{a)}

Affiliated companies of Gerresheimer AG

- > Gerresheimer Bünde GmbH, Germany (Chairman)^{a)}
- > Gerresheimer Regensburg GmbH, Germany (Chairman)^{a)}
- > Gerresheimer respimetrix GmbH, Germany (Chairman)^{b)}
- > Centor Inc., USA (Chairman)^{b)}
- > Centor Pharma Inc., USA (Chairman)^{b)}
- > Centor US Holding Inc., USA (Chairman)^{b)}
- > Gerresheimer Glass Inc., USA (Chairman)^{b)}
- > Gerresheimer Boleslawiec S.A., Poland (Chairman)^{b)}
- > Gerresheimer Denmark A/S, Denmark (Chairman)^{b)}
- > Gerresheimer Vaerloese A/S, Denmark (Chairman)^{b)}
- > Sensile Medical AG, Switzerland (Chairman)^{b)}
- > Triveni Polymers Pvt. Ltd., India^{b)}

Dr. Lukas Burkhardt

Appointed through December 31, 2025

Affiliated companies of Gerresheimer AG

- > Gerresheimer Tettau GmbH, Germany (Chairman)^{a)}
- > Corning Pharmaceutical Packaging LLC, USA^{b)}
- > Gerresheimer Boleslawiec S.A., Poland^{b)}
- > Gerresheimer Glass Inc., USA^{b)}
- > Gerresheimer Momignies S.A., Belgium^{b)}
- > Gerresheimer Pharmaceutical Packaging Mumbai Pvt. Ltd., India^{b)}
- > Gerresheimer Queretaro S.A., Mexico (Chairman)^{b)}
- > Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., China (Chairman)^{b)}
- > Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., China (Chairman)^{b)}
- > Neutral Glass and Allied Industries Pvt. Ltd., India^{b)}

Dr. Bernd Metzner

Appointed through May 14, 2027

> UniCredit Bank AG, Germany (Deputy Chairman)^{a)}

Affiliated companies of Gerresheimer AG

- > Gerresheimer Bünde GmbH, Germany (Deputy Chairman)^{a)}
- > Gerresheimer Regensburg GmbH, Germany (Deputy Chairman)^{a)}
- > Gerresheimer Tettau GmbH, Germany (Deputy Chairman)^{a)}
- > Centor Inc., USA^{b)}
- > Centor Pharma Inc., USA^{b)}
- > Centor US Holding Inc., USA^{b)}
- > Corning Pharmaceutical Packaging LLC, USA^{b)}
- > Gerresheimer Glass Inc., USA^{b)}
- > Sensile Medical AG, Switzerland^{b)}

^{a)} Membership of other supervisory boards to be formed under § 125 AktG (as of November 30, 2023).

^{b)} Membership of comparable domestic and foreign control boards of business enterprises under § 125 AktG (as of November 30, 2023).

Members of the Supervisory Board and positions held by Supervisory Board members

(Appendix to the notes)

As of November 30, 2023

Dr. Axel Herberg

Managing Partner of CCC Investment GmbH
Chairman of the Supervisory Board
Elected until the end of the Annual General Meeting in 2026

- > Vetter Pharma-Fertigungs GmbH & Co. KG^{b)}
- > European Medco Development 4 S.à r.l., Luxembourg^{b)}
- > European Healthcare Acquisition & Growth Company B.V., Netherlands^{b)}

Francesco Grioli

Member of the Governing Board of the IGBCE
Deputy Chairman of Supervisory Board
Elected until the end of the Annual General Meeting in 2027

- > Continental AG^{a)}
- > Bayer AG^{a)}

Andrea Abt

Master of Business Administration
Former Head of Supply Chain Management of the Infrastructure Sector, Siemens AG
Elected until the end of the Annual General Meeting in 2026

- > Energy Technology Holdings LLC, USA^{b)}
- > Cadeler A/S, Denmark^{b)} (since April 25, 2023)
- > Mar Holdco S.à r.l., Luxembourg^{b)} (since July 1, 2023)

Dr. Karin L. Dorrepaal

Consultant
Former member of the Management Board of Schering AG
Elected until the end of the Annual General Meeting in 2024

- > Paion AG (Deputy Chairwoman)^{a)}
- > Triton Beteiligungsberatung GmbH^{b)}
- > Almirall S.A., Spain^{b)}
- > Kerry Group plc, Ireland^{b)}
- > van Eeghen & Co BV, Netherlands^{b)}
- > Intravacc BV, Netherlands^{b)}

Robert Fröhler

Chairman of the Company Works Council of Gerresheimer Regensburg GmbH
Elected until the end of the Annual General Meeting in 2027

- > Gerresheimer Regensburg GmbH^{a)}

Prof. Dr. Annette G. Köhler

Holder of the Chair of Accounting, Auditing and Controlling at the University of Duisburg-Essen
Elected until the end of the Annual General Meeting in 2026

- > GEA Group AG^{a)}
- > DMG Mori AG^{a)}
- > DKSH Holding AG, Switzerland^{b)}
- > ABB E-Mobility Holding AG, Switzerland^{b)}

Marlies Mergenthal

Trade union secretary of IGBCE in the Mainfranken district
Elected until the end of the Annual General Meeting in 2027

- > Sappi Deutschland Holding GmbH
- > Indorama Germany GmbH

Dr. Peter Noé

Degree in Business Administration
Former member of the Management Board of Hochtief AG
Elected until the end of the Annual General Meeting in 2024

Markus Rocholz

Chairman of the Company Works Council of Gerresheimer Essen GmbH
Elected until the end of the Annual General Meeting in 2027

- > Gerresheimer Tettau GmbH^{a)}

^{a)} Membership of other supervisory boards to be formed under § 125 AktG (as of November 30, 2023).

^{b)} Membership of comparable domestic and foreign control boards of business enterprises under § 125 AktG (as of November 30, 2023).

Paul Schilling

Chairman of the Company Works Council of
Gerresheimer Bünde GmbH
Elected until the end of the Annual General Meeting in 2027

- > Gerresheimer Bünde GmbH^{a)}

Katja Schnitzler

Global Senior Vice President People & Organization at
Gerresheimer AG
Elected until the end of the Annual General Meeting in 2027

Udo J. Vetter

Pharmacist and General Partner of
UV-Cap GmbH & Co. KG
Elected until the end of the Annual General Meeting in 2024

- > ITM Isotope Technologies Munich SE (Chairman)^{a)}
- > Vetter Pharma-Fertigungs GmbH & Co. KG (Chairman)^{b)}
- > Navigo GmbH (Chairman)^{b)}
- > OncoBeta International GmbH (Chairman)^{b)}
- > OncoBeta GmbH (Chairman)^{b)}
- > Paschal Form Work (India) Pvt. Ltd. (Chairman)^{b)}
- > Gland Pharma Ltd., India^{b)}

^{a)} Membership of other supervisory boards to be formed under § 125 AktG (as of November 30, 2023).

^{b)} Membership of comparable domestic and foreign control boards of business enterprises under § 125 AktG (as of November 30, 2023).

Independent Auditor's Report

To Gerresheimer AG, Düsseldorf/Germany

Report on the audit of the Annual Financial Statements and the Combined Management Report

Audit Opinions

We have audited the annual financial statements of Gerresheimer AG, Düsseldorf/Germany, which comprise the balance sheet as at November 30, 2023, and the statement of profit and loss for the financial year from December 1, 2022 to November 30, 2023, and the notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the combined management report for the parent and the group of Gerresheimer AG, Düsseldorf/Germany, for the financial year from December 1, 2022 to November 30, 2023. In accordance with the German legal requirements, we have not audited the content of the combined corporate governance statement pursuant to Sections 289f and 315d German Commercial Code (HGB), including the further reporting on corporate governance, included in the "Corporate Governance Statement" section of the combined management report, nor the content of the separate non-financial report pursuant to Section 315b (3) HGB, which is referenced in the "Corporate Responsibility and Sustainability at Gerresheimer" section of the combined management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- > the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at November 30, 2023 and of its financial performance for the financial year from December 1, 2022 to November 30, 2023 in compliance with German Legally Required Accounting Principles, and
- > the accompanying combined management report as a whole provides an appropriate view of the Company's position. In all material respects, this combined management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the contents of the corporate governance statement and the non-financial report referred to above.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation (No 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the combined Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the combined management report.

Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from December 1, 2022 to November 30, 2023. These matters were addressed in the context of our audit of the annual financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following we present the recoverability of shares in affiliated companies, which we have determined as the key audit matter in the course of our audit.

Our presentation of this key audit matter has been structured as follows:

- a** description (including reference to corresponding information in the annual financial statements)
- b** auditor's response

Recoverability of shares in affiliated companies

a In the annual financial statements of Gerresheimer AG, shares in affiliated companies totaling mEUR 593.8 (29.3% of the balance sheet total) are disclosed. These are measured at the lower of acquisition cost or fair value as at the balance sheet date. As at the reporting date, Gerresheimer AG tested the shares for impairment by internally measuring the fair present value of the direct and indirect long-term equity investments in the group companies. The fair value of the shares in affiliated companies was determined as the present value of the future cash flows by means of discounted cash flow methods based on the corporate planning prepared by the executive board and taken note of by the supervisory board. This determination also took into account expectations concerning the future market trend and country-related assumptions concerning the trends of macroeconomic variables. The discounting was made by means of weighted capital costs. Based on the computations submitted by the Company, as well as more far-reaching documentation, no write-downs had to be made for the financial year ended November 30, 2023.

Since the result of these measurements depends to a large extent on the executive board's assessment of the future cash flows and of the discount factors used, and thus involves a high degree of uncertainty, this was a key audit matter.

The Company's disclosures on the shares in affiliated companies are included in notes 2 and 11 of the notes to the financial statements.

b In auditing the fair values of the shares in affiliated companies, we verified, calling in our valuation experts, the methodical measurement procedure, among other matters, and assessed the determination of weighted capital costs. We examined whether, in connection with the weighted capital costs recognized, the future cash inflows underlying the valuation, in the aggregate, constitute an appropriate basis for the impairment test of the shares in affiliated companies. To assess the quality and reliability of the corporate planning, we compared the planning of the preceding financial year with the actual results and analyzed deviations (adherence to planning). We discussed the assumptions and premises underlying the planning with those charged with governance, and reviewed them for reasonableness. For this purpose, we reconciled the assumptions made with macroeconomic and

industry-related market expectations, among other matters. Furthermore, we examined whether the future cash inflows have been appropriately derived from the assumptions made and premises set. Knowing that even relatively minor changes in the discount factor used may have major effects on the amount of the fair present value of the entity determined, we examined the parameters used in determining the respective discount factor used, including the weighted capital costs, and verified whether these are within the market ranges. The computation formula for determining the fair present values of the entities were computationally reviewed for reasonableness.

Other Information

The executive board and the supervisory board are responsible for the other information. The other information comprises

- > the separate non-financial report which is referenced in the combined management report,
- > the combined corporate governance statement, including the further reporting on corporate governance, included in the combined management report, and
- > the executive board's confirmation regarding the annual financial statements and the combined management report pursuant to Sections 264 (2) sentence 3 and 289 (1) sentence 5 HGB.

The executive board and the supervisory board are responsible for the declaration on the German Corporate Governance Code according to Section 161 German Stock Corporation Act (AktG) including the further reporting on corporate governance, which are part of the combined corporate governance statement included in the combined management report. Otherwise the executive board is responsible for the other information.

Our audit opinions on the annual financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

- > is materially inconsistent with the annual financial statements, with the audited content of the combined management report or our knowledge obtained in the audit, or
- > otherwise appears to be materially misstated.

Responsibilities of the Executive Board and the Supervisory Board for the Annual Financial Statements and the Combined Management Report

The executive board is responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive board is responsible for such internal control as it, in accordance with German Legally Required Accounting Principles, has determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive board is responsible for assessing the Company's ability to continue as a going concern. It also has the responsibility for disclosing, as applicable, matters related to going concern. In addition, it is responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive board is responsible for the preparation of the combined management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive board is responsible for such arrangements and measures (systems) as it has considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the combined management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- › identify and assess the risks of material misstatement of the annual financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- › obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- › evaluate the appropriateness of accounting policies used by the executive board and the reasonableness of estimates made by the executive board and related disclosures.

- › conclude on the appropriateness of the executive board's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- › evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- › evaluate the consistency of the combined management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- › perform audit procedures on the prospective information presented by the executive board in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive board as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements for the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

Other Legal and Regulatory Requirements

Report on the Audit of the Electronic Reproductions of the Annual Financial Statements and of the Combined Management Report Prepared for Publication Pursuant to Section 317 (3a) HGB

Audit Opinion

We have performed an audit in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the annual financial statements and of the combined management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the file, which has the SHA-256 value d889e185f7798368e84d00736a501ef3426846ac-6751f68087e9aa9dabec6da8, meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this audit only covers the conversion of the information contained in the annual financial statements and the combined management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the annual financial statements and of the combined management report prepared for publication contained in the file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this audit opinion and our audit opinions on the accompanying annual financial statements and on the accompanying combined management report for the financial year from December 1, 2022 to November 30, 2023 contained in the "Report on the Audit of the Annual Financial Statements and of the Combined Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

Basis for the Audit Opinion

We conducted our audit of the electronic reproductions of the annual financial statements and of the combined management report contained in the file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Auditing Standard: Audit of the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Purposes Pursuant to Section 317 (3a) HGB (IDW AuS 410 (06.2022)). Our responsibilities in this context are further described in the "Auditor's Responsibilities for the Audit of the ESEF Documents" section. Our audit firm has applied the requirements of the IDW Quality Management Standards.

Responsibilities of the Executive Board and the Supervisory Board for the ESEF Documents

The executive board of the Company is responsible for the preparation of the ESEF documents based on the electronic files of the annual financial statements and of the combined management report according to Section 328 (1) sentence 4 no. 1 HGB.

In addition, the executive board of the Company is responsible for such internal controls that it has considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's Responsibilities for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- > identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- > obtain an understanding of internal control relevant to the audit on the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.

- > evaluate the technical validity of the ESEF documents, i.e., whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the balance sheet date, on the technical specification for this electronic file.
- > evaluate whether the ESEF documents enable a XHTML reproduction with content equivalent to the audited annual financial statements and to the audited combined management report.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the general meeting on June 7, 2023. We were engaged by the supervisory board on August 31, 2023. We have been the auditor of Gerresheimer AG, Düsseldorf/Germany, without interruption since the financial year 2008/2009.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

Other matter – use of the Auditor's Report

Our auditor's report must always be read together with the audited annual financial statements and the audited combined management report as well as with the audited ESEF documents. The annual financial statements and the combined management report converted into the ESEF format — including the versions to be submitted for inclusion in the Company Register — are merely electronic reproductions of the audited annual financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the audited ESEF documents made available in electronic form.

German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is André Bedenbecker.

Düsseldorf/Germany, February 7, 2024

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:
André Bedenbecker
Wirtschaftsprüfer
(German Public Auditor)

Signed:
Dieter Peppokus
Wirtschaftsprüfer
(German Public Auditor)

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Note regarding the rounding of figures

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

Translation

This Annual Financial Statement of Gerresheimer AG is the English translation of the original German version; in case of deviations between these two, the German version prevails.

Note on European Single Electronic Format (ESEF)

This document is an English language translation of the authoritative German version and is not provided in the European Single Electronic Format (ESEF). The legally required rendering in ESEF is filed in German language with the operator of the German Company Register and published in the German Company Register.

