

**Declaration by the Executive Board and Supervisory Board  
of GEA Group Aktiengesellschaft  
on the German Corporate Governance Code pursuant to Section 161 AktG**

GEA Group Aktiengesellschaft has complied with the recommendations of the German Corporate Governance Code in the version dated April 28, 2022 ("**GCGC 2022**") published by the Federal Ministry of Justice in the official section of the Federal Gazette since the last Declaration of Conformity was issued on December 11, 2024, with the exception of the recommendation in G.8 GCGC 2022, according to which a subsequent change in the target values or the comparison parameters should be excluded.

Explanation:

The one-year variable remuneration of the Executive Board members of GEA Group Aktiengesellschaft ("**STI**") is determined on the basis of the equally weighted financial performance criteria EBITDA and ROCE ( adjusted in each case for restructuring expenses and acquisition effects ), as well as a criteria-based modifier. The Supervisory Board of GEA Group Aktiengesellschaft determines the relevant performance targets for the financial performance criteria for a fiscal year and the criteria for the modifier for the same fiscal year in advance. After the end of the relevant financial year, the Supervisory Board determines the target achievement for the financial performance criteria and determines the target achievement of the modifier.

As a result of GEA's outstanding business performance, the growth targets set in 2021 for fiscal year 2026 as part of the Mission 26 strategy were already achieved in fiscal year 2024 and thus well ahead of schedule. The Executive Board has decided to allow the workforce to share in this success, to which they have made a significant contribution, and to distribute an "**M26 Early Achievement Bonus**" to employees. This M26 Early Achievement Bonus will impact EBITDA and ROCE in the 2024 financial year.


Since the variable standard remuneration of a large part of GEA's workforce also depends in whole or in part on the EBITDA and ROCE performance criteria adjusted for restructuring expenses and acquisition effects, the Executive Board has decided, for the purpose of calculating bonuses, to also adjust these performance criteria for fiscal year 2024 retrospectively for the effects of the distribution of the M26 Early Achievement Bonus, thus avoiding adverse effects on the variable standard remuneration of employees.

The Supervisory Board welcomes this measure by the Executive Board and has decided to additionally adjust EBITDA and ROCE for the effects of the distribution of the M26 Early Achievement Bonus as part of STI 2024. The members of the Executive Board have made a significant contribution to GEA's strong performance and the early achievement of the Mission 26 growth targets. At the same time, the Executive Board should not be disadvantaged by the fact that it allows GEA employees to share in this success in monetary terms. The Supervisory Board considers it appropriate to treat employees and Executive Board members equally with regard to the additional adjustment of the financial performance criteria EBITDA and ROCE for fiscal year 2024 for the effects of the distribution of the M26 Early Achievement Bonus

For the future, GEA Group Aktiengesellschaft declares its intention to fully comply with the recommendations of the GCGC 2022.

Düsseldorf, March 5, 2025

For the Supervisory  
Board



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Prof. Dieter Kempf

For the Executive Board



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Stefan Klebert



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Bernd Brinker