

Details of the remuneration system for the members of the Executive Board

1. Principles of the remuneration system and contribution towards supporting the long-term business strategy and development of the group

As one of the largest system suppliers for the food processing industry as well as adjacent industries, at the GEA Group Aktiengesellschaft (in the following also “GEA”) the guiding principle “Engineering for a better world” applies.

The sustained success of GEA is based on various global megatrends: the continuous growth of global population, the growing middle class, an increasing demand for high-quality food and beverages, and the growing need for efficient and resource-saving production processes.

GEAs declared goal is to be the world’s leading technology group and to offer innovative solutions for sustainable processes that make everyday life better. In order to achieve this goal our strategy therefore focuses on six fields of action:

- Clear focus on technology and market leadership
- Continued development of food processing & solutions for complex production processes
- Further enhanced globality through customer focus
- Portfolio management as a tool for effectively deploying strengths and utilizing resources
- Strengthening of the organization and possibilities for supporting strategic goals
- Advancement of sustainable value creation

With this in mind, the remuneration system for the Executive Board is an important instrument for providing incentives for the successful and sustainable development of GEA to become the world’s leading technology group.

The remuneration system for the Executive Board of GEA is therefore aligned with the following guiding principles:

- **Strategy-related:** The performance-related remuneration components ensure support for the key objectives of the business strategy, in particular a continuous, sustainable and profitable growth.
- **Pay for performance:** The pay for performance concept is incorporated by linking remuneration to the achievement of predefined and ambitious performance criteria. In addition, malus and clawback provisions are implemented.
- **Sustainability and long-term orientation:** The promotion of a sustainable and long-term development is achieved through sustainability-related and long-term oriented performance criteria with significant weighting. In addition, the sustainability aspect is emphasized through the comparative analysis with DAX 50 ESG companies.
- **Long-term shareholder interests:** Sustainable value growth is taken into account through the four-year term and the long-term incentive’s strong share orientation, as well as the share ownership guideline.
- **Consideration of remuneration and employment conditions of the employees:**
When determining the remuneration of the Executive Board, its appropriateness in comparison with senior management and the workforce as a whole is also examined. In addition, employee satisfaction as an expression of the compensation and employment conditions of the employees influences the amount of the variable remuneration of the Executive Board.

- **Reasonable linkage between the remuneration of the executives and the employees:** In the case of variable remuneration, care is taken to achieve a consistent steering and incentive effect between the Executive Board, senior management and employees.
- **Regulatory conformity:** The remuneration system for the Executive Board complies with the regulations of the German Stock Corporation Act (*Aktiengesetz, AktG*) and takes into account the recommendations of the German Corporate Governance Code (GCGC; *Deutscher Corporate Governance Kodex, DCGK*).

2. Procedure for determining, implementing, and reviewing the remuneration system

As defined in Sections 87(1) and 87a(1) of the AktG, the Supervisory Board, acting on the recommendation of the Presiding Committee, resolves on a clear and understandable remuneration system for members of the Executive Board. After the resolution of the Supervisory Board, the remuneration system is presented to the Annual General Meeting for approval. In the event that approval is not granted, the Supervisory Board submits a reviewed remuneration system for resolution at the next Annual General Meeting at the latest. The remuneration system is likewise submitted by the Supervisory Board to the Annual General Meeting for approval if significant changes are made, and at least once every four years.

The general regulations of the AktG and the GCGC for dealing with conflicts of interest in the Supervisory Board and the Presiding Committee are also considered in the procedure for determining, implementing and reviewing the remuneration system.

3. Definition of the specific total target remuneration and appropriateness of Executive Board remuneration

Acting on the recommendation of the Presiding Committee, the Supervisory Board determines the total target remuneration of the individual Executive Board members. The Supervisory Board reviews the appropriateness of the remuneration at regular intervals. Criteria for determining the appropriateness of the remuneration include the responsibilities of the individual Executive Board members, their respective personal performance, the business situation, the success and the future prospects of the company, as well as the common level of remuneration taking into account peer companies (horizontal comparison) and the compensation structure in place in other areas of the company (vertical comparison).

The peer groups used for the horizontal comparison include both the MDAX companies and an industry peer group consisting of engineering companies from the automotive, mechanical engineering and aerospace sectors as well as direct competitors.

The vertical comparison is based on the ratio of Executive Board remuneration to remuneration of senior management and the total workforce. The Supervisory Board has defined the group of senior management for this purpose and considers management grade one to four. The compensation of non-tariff-scale employees in Germany is distinguished from this. For the workforce, both a consideration of all employees and an additional consideration of tariff employees are taken into account. Both the current status and the development of compensation ratios over time are taken considered.

4. Overview of the Executive Board remuneration system

4.1 Components of the remuneration system

The following table shows the basic components of the remuneration system.

Non-performance-related components	
Fixed remuneration	<ul style="list-style-type: none"> Contractually agreed annual salary paid in twelve equal monthly installments
Fringe benefits	<ul style="list-style-type: none"> Primarily company car, accident insurance premiums, and – in individual cases – the reimbursement of costs incurred for travel, accommodation, relocation, subsistence, as well as tax advisory services and legal consultancy
Company pension scheme	<ul style="list-style-type: none"> Contribution-oriented defined benefit plan that comprises pension, surviving dependents', as well as incapacity benefits.
Performance-related components	
Bonus	
Plan type	<ul style="list-style-type: none"> Target bonus
Performance criteria	<ul style="list-style-type: none"> 50 % EBITDA 50 % ROCE Criteria-based modifier (range 0.8 - 1.2) to reflect individual and collective performance of the Executive Board
Limitation/cap	<ul style="list-style-type: none"> 200 % of the target value
Payout	<ul style="list-style-type: none"> After the end of the fiscal year in cash
Long-term incentive (LTI)	
Plan type	<ul style="list-style-type: none"> Performance Share Plan
Performance period	<ul style="list-style-type: none"> Four years
Performance criteria	<ul style="list-style-type: none"> 60 % relative total shareholder return (TSR) compared to DAX 50 ESG companies 40 % strategic targets (usually ESG targets)
Limitation/cap	<ul style="list-style-type: none"> 200 % of the target value
Payout	<ul style="list-style-type: none"> After the four-year performance period in cash
Additional contractual provisions	
Maximum remuneration pursuant to Section 87a(1) sentence 2 no. 1 AktG	<ul style="list-style-type: none"> CEO: EUR 6.2 million Ordinary Board members: EUR 3.7 million In case of a new appointment of an Executive Board member, an increase of maximum remuneration is possible by at maximum 35 % on a one-off basis and exclusively for the fiscal year of entry, if the Supervisory Board grants a payment on taking up office as a

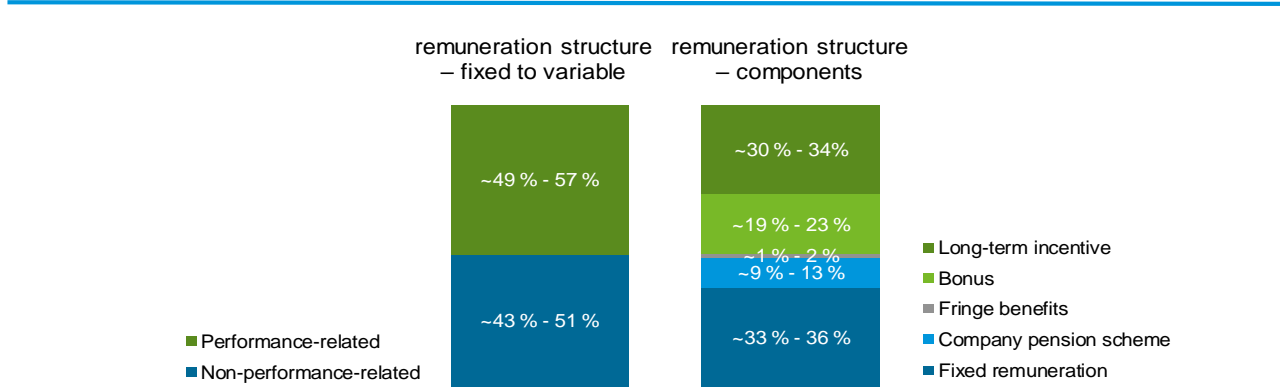
	compensation for the loss of remuneration previously granted by the former employer
Share ownership guideline	<ul style="list-style-type: none"> • CEO: 150 % of gross fixed remuneration • Ordinary Board members: 100 % of gross fixed remuneration • Automatic investment of 25 % of net payout from bonus and LTI until share ownership guideline is reached • Ownership obligation until the end of the period of service
Malus/clawback	<ul style="list-style-type: none"> • Possibility of reduction or clawback of performance-related remuneration in the event of demonstrable deliberate gross breaches of statutory or contractual obligations or significant internal policies
Severance payment cap	<ul style="list-style-type: none"> • Severance payment cap amounting to two years' remuneration (incl. fringe benefits) or no more than the remuneration for the remaining term of the service agreement

4.2. Relative shares of components in total target remuneration (remuneration structure)

The total target remuneration for Executive Board members consists of both non-performance-related and performance-related components. Performance-related remuneration, at around 49 % to 57 %, accounts for a significant proportion of the total target remuneration. The remuneration system is therefore highly performance-oriented and takes account of the pay-for-performance principle. In addition, the performance-related remuneration is predominantly aimed at the achievement of long-term performance criteria and takes sustainability-oriented performance criteria into account. The remuneration structure thus is geared towards a sustainable and long-term development.

The relative shares of the remuneration components in the total target remuneration are as follows:

Relative shares of components in total target remuneration



4.3. Limitation of remuneration components and maximum total remuneration

Remuneration of the Executive Board members is capped in two respects. First, the payout amount of the respective components of performance-related remuneration is limited to 200 % of the respective target value. Second, maximum remuneration is defined pursuant to Section 87a(1) sentence 2 no. 1 AktG. This limits all payments resulting from the grant of remuneration

in a specific year. Maximum remuneration includes all performance-related and non-performance-related remuneration components, including fringe benefits and service costs for the company pension scheme. Maximum remuneration for the CEO amounts to EUR 6.2 million. Maximum remuneration for ordinary Board members amounts to EUR 3.7 million.

The level of the stipulated maximum remuneration takes particular account of the fact that the Supervisory Board has resolved to increase the total target remuneration, i.e. all remuneration components including contributions to the company pension scheme, of the current members of the Executive Board by around 17 % (see section 9) from January 1, 2022, the date on which the contracts of the current members of the Executive Board are converted to the new remuneration system (see section 8).

A deviation from the regular maximum remuneration is only possible in the case of a new appointment. In individual cases, the Supervisory Board has the option of granting new Executive Board members a one-time payment on taking up office, thus compensating for the loss of remuneration previously granted by the former employer (see section 5.1.2). In this case, the Supervisory Board may increase the applicable maximum compensation by a maximum of 35 % on a one-off basis and exclusively for the fiscal year of entry. This percentage increase corresponds to a maximum of one variable compensation (bonus and Long-term incentive) at 100 % target achievement.

5. Detailed description of the individual remuneration components

5.1. Non-performance-related components

5.1.1. Fixed remuneration

The fixed remuneration accounts for the major proportion of the non-performance-related remuneration of the Executive Board members and consists of a fixed annual salary that is disbursed in twelve equal monthly installments. The fixed remuneration takes into account the function of the respective Executive Board members and the resulting responsibility assigned to them.

5.1.2. Fringe benefits

Executive Board members receive fringe benefits in addition to the fixed remuneration. These primarily consist of the value of the private use of the company car, accident insurance premiums and – in individual cases – the reimbursement of costs incurred for travel, accommodation, relocation and subsistence, as well as tax advisory services and legal consultancy.

In addition, the Supervisory Board has the option to grant new Executive Board members an one-time payment upon taking up office in individual cases. This can be used to compensate new Executive Board members for the loss of remuneration previously granted by their former employers, which occurs as a result of the transition to GEA. The Supervisory Board ensures in this way that it retains the necessary flexibility in finding the best possible candidates.

5.1.3. Company pension scheme

The remuneration system provides for a contribution-oriented defined benefit plan. These pension commitments are immediately unforfeitable and comprise pension, surviving dependents' as well as incapacity benefits.

For meeting its pension commitments, the company sets up a pension account for each Executive Board member and deposits the contractually agreed pension contributions into this account on a monthly basis. Monthly pension contributions are granted for each month during the term of the Executive Board service agreement. Apart from that, the members of the Executive Board have the possibility of participating in a deferred compensation scheme up to a maximum amount of EUR 100,000 per year.

Upon retirement, the available pension capital and, thus, the level of pension benefits, resulting from the pension contributions paid into the pension account by the time pension benefits are paid out, including the performance of the pension account during the investment period. The company guarantees a nominal return of premium, i.e., at least the aggregate of the company-funded pension contributions and the deferred contributions is available at the time the pension capital falls due. The pension capital may be paid out as a lump sum or in up to 20 annual installments, with outstanding installments continuing to earn 1 % interest per year.

As part of their retirement benefits, the accrued capital is available to the Executive Board members from age 62 onwards. If an Executive Board member leaves the company due to an incapacity to work, he/she is entitled to receive incapacity benefits. Should a member of the Executive Board pass away before reaching the age of 62, his/her surviving dependents, i.e., his/her surviving spouse or partner or the surviving children are entitled to surviving dependents' benefits. The amount of incapacity and surviving dependents' benefits is equivalent to the accrued pension capital. If a member of the Executive Board dies after the occurrence of a pension event, his/her surviving dependents are entitled to receive the residual capital.

5.2. Performance-related components

5.2.1. Bonus

5.2.1.1. Basic features of the bonus

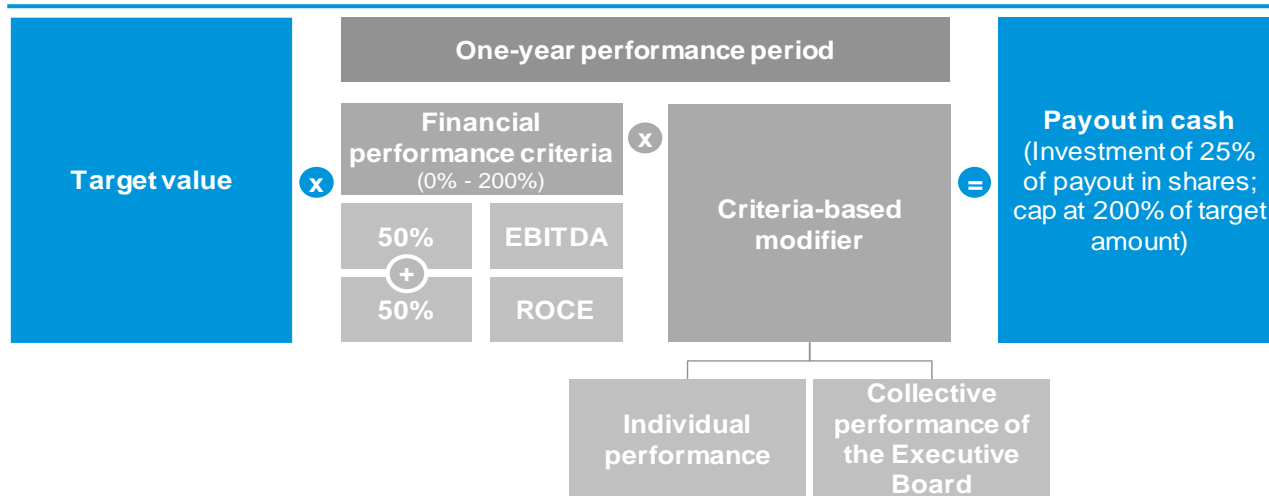
The bonus is structured as a target bonus system whose payout is influenced by the financial performance criteria EBITDA (earnings before interest, taxes, depreciation and amortization) and ROCE (return on capital employed) and a criteria-based modifier.

The financial performance criteria are linked additively and weighted at 50 % each.

The criteria-based modifier, with a range of 0.8 to 1.2, offers the possibility to reward the individual and collective performance of the Executive Board. The limited modifier range severely restricts the Supervisory Board's capability to use discretionary intervention for the purpose of adjusting the bonus. The Supervisory Board also specifies a narrowly defined set of criteria for the modifier, which ensures a strong alignment with performance while providing transparency in the event of a potential adjustment.

The payout under the bonus is calculated by multiplying the contractual target value for the bonus by the overall degree of target achievement. The overall degree of target achievement in relation to the bonus is calculated as the weighted sum of the EBITDA and ROCE target achievement levels multiplied by the criteria-based modifier. The resulting value can amount to 0 % up to a maximum of 200 % of the target value (cap).

Bonus



5.2.1.2. Financial performance criteria in relation to the bonus

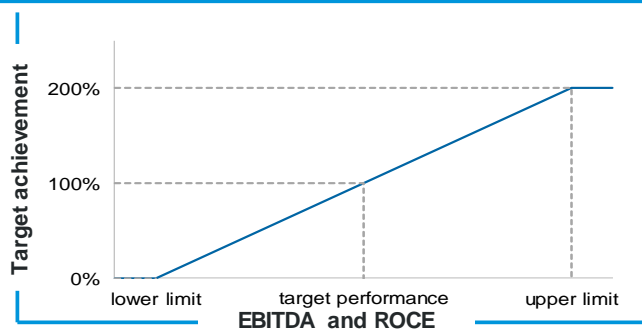
The remuneration-relevant financial performance criteria of the bonus are EBITDA and ROCE.

EBITDA and ROCE are most significant financial performance indicators and therefore part of the group's current management system. As a combination of earnings and return, both key performance indicators support the business strategy of profitable and strategic growth. The two financial performance criteria are equally weighted at 50 % each.

For remuneration purposes, the financial performance criteria EBITDA and ROCE are each adjusted for restructuring measures and acquisition effects. Effects of transactions that embrace company acquisitions and divestments requiring the approval of the Supervisory Board or its committees are adjusted with respect to acquisition effects. This adjustment is made once in the year a transaction takes place, provided that the latter is already included in the budget of the following fiscal year. Otherwise, the effects from the corresponding transaction must also be adjusted in the key performance figures for the next fiscal year. These adjustments are intended to ensure that Executive Board members are neither advantaged nor disadvantaged for investments that are in the interests of the long-term welfare of the company. To underline the pay-for-performance principle of the remuneration system and ensure full transparency, the adjustments made are disclosed in the remuneration report subsequently.

A target achievement of 100 % is reached if the respective performance criterion equals the target performance defined by the Supervisory Board. The target achievement corridor ranges overall from a lower limit, corresponding to a target achievement of 0 %, to an upper limit corresponding to a target achievement of 200 %. Linear interpolation is performed to determine the target achievement between these values.

Target achievement curve – EBITDA and ROCE



The target achievement curves for the financial performance criteria are defined by the Supervisory Board at the beginning of each fiscal year at the latest. The applicable target achievement curves for the current fiscal year are disclosed in advance in the remuneration report for the previous fiscal year.

5.2.1.3. Criteria-based modifier

The criteria-based modifier allows the Supervisory Board to look beyond financial target achievement while also taking into account the individual and collective achievements of the members of the Executive Board. The assessment is based on predefined criteria that might include the following aspects in particular:

- Individual performance of the Executive Board member (e.g., important strategic accomplishments in his/her remit, individual contributions to major cross-departmental projects, relevant financial accomplishments his/her remit, implementation of key projects),
- Collective performance of the Executive Board (e.g., accomplishment of important strategic corporate goals including mergers & acquisitions, development of employee and customer satisfaction, cooperation with the Supervisory Board, long-term strategic, technological or structural corporate development of the company).

The relevant modifier criteria for an Executive Board member in a fiscal year are defined by the Supervisory Board at latest at the beginning of each fiscal year. The criteria for the current fiscal year defined in each case are disclosed in advance in the remuneration report for the previous fiscal year.

The criteria-based modifier ranges from 0.8 to 1.2 and may therefore result in an upward or downward adjustment of the bonus awarded to the members of the Executive Board (bonus-malus system) but only within the limit of 200 % of the target value.

5.2.2. Long-term incentive (LTI)

5.2.2.1. Basic features of the LTI

The long-term incentive (LTI) is designed as a Performance Share Plan whose payout is influenced by the relative total shareholder return (relative TSR) and strategic targets (usually ESG targets) as well as the development of the company's share price. As a consequence,

remuneration is clearly aligned with long-term, sustainable corporate performance and the interests of GEA's shareholders.

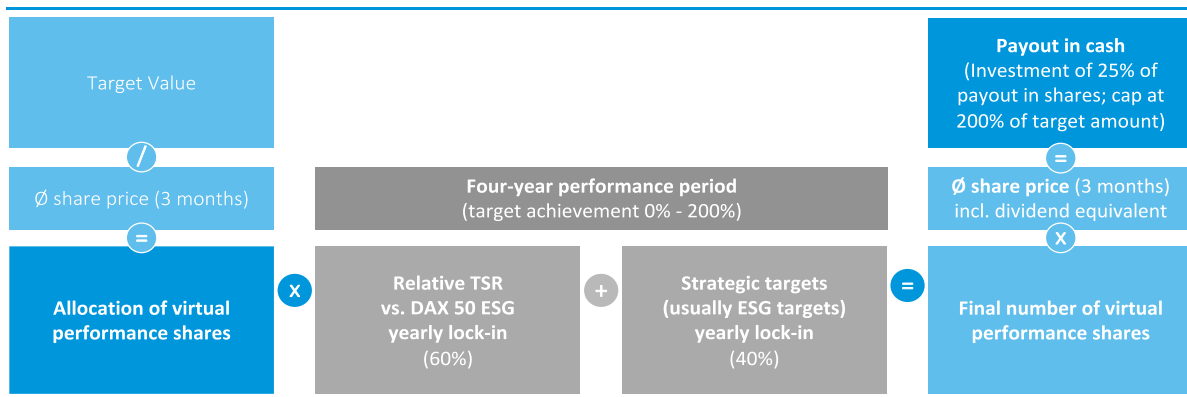
Executive Board members are granted a certain number of virtual performance shares at the beginning of each fiscal year on a preliminary basis. This number is calculated by dividing the contractual target value of the LTI by the arithmetic mean of the closing prices of GEA shares over the last three months prior to the start of the performance period rounded to the nearest whole number.

The final number of virtual performance shares is determined at the end of the four-year performance period by multiplying the overall target achievement from relative TSR and strategic targets by the preliminary granted number of virtual performance shares. Relative TSR is weighted at 60 %, while the strategic targets (usually ESG targets) are weighted at 40 %.

The final payout amount is ultimately determined by multiplying the final number of performance shares by the arithmetic mean of the closing prices of GEA shares over the last three months prior to the end of the performance period, taking into account the dividend per share paid during the performance period (dividend equivalent). The resulting value may amount to 0 % up to a maximum of 200 % of the target value (cap).

Long-Term incentive (LTI)

Long-Term incentive – Performance Share Plan



5.2.2.2. Performance criterion relative TSR

Total shareholder return (TSR) refers to the share price development plus fictitious reinvestment of gross dividends over the performance period. TSR thus measures the level of return generated for GEA shareholders over this period. The overall degree of target achievement for the relative TSR is calculated as the arithmetic mean of the target achievement levels of the four fiscal years.

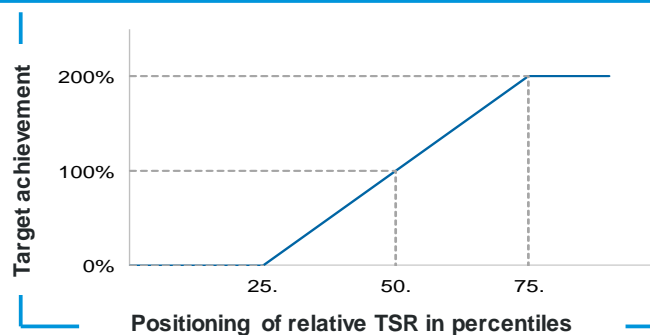
To compute the respective level of target achievement, the TSR performance of GEA shares is compared with the TSR performance of the DAX 50 ESG companies, measured in each case

on the basis of three-month averages. The averaging process helps even out share price fluctuations at the respective date.

The Supervisory Board has selected the companies of the DAX 50 ESG as a benchmark in order to further emphasize the importance of sustainability-related topics within GEA's strategic vision. This is intended to consequently draw a comparison with companies for which the sustainability-related topics are likewise of central importance. With its products and services, GEA supports its customers make their business processes more efficient and environmentally friendly. Some of our customers are also part of the DAX 50 ESG. Aside from the strategic fit, the Supervisory Board also selected the DAX 50 ESG because of the high expected stability of the index composition. This also makes long-term and sustainable development over time more easily identifiable.

The determined TSR performance of all companies is ranked, whereupon GEA's relative position is determined by referring to the position achieved in this ranking using a customary target achievement curve. If GEA is positioned at the median (50th percentile), this equals a 100 % target achievement. Should GEA's position be at the 25th percentile or below, the target achievement is 0 %. If GEA is positioned at the 75th percentile or above, the target achievement is 200 %. The degrees of target achievement in between are measured by means of linear interpolation.

Target achievement curve - relative TSR



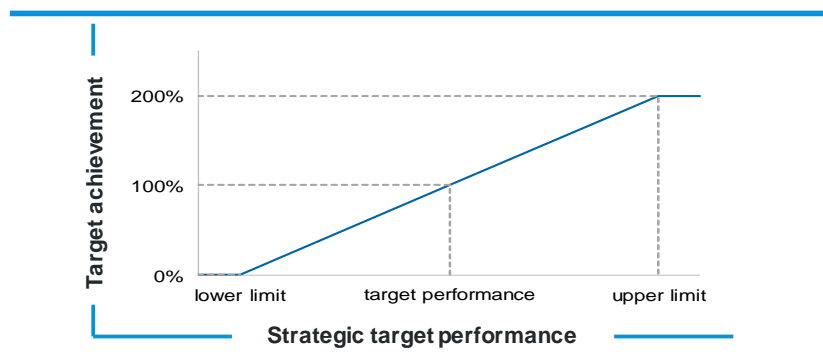
5.2.2.3. Performance criterion strategic targets

The strategic targets (usually ESG targets) are derived from the strategic focus and sustainability management of the group. Therefore the Supervisory Board selects specific targets for the respective tranche and defines a weighting between the targets. These targets usually consist of ESG targets. The overall degree of target achievement for the strategic targets is calculated as the arithmetic mean of the target achievement levels of the four fiscal years.

GEA is wholly committed to the United Nations' Sustainable Development Goals and is currently in the final phase of a multi-year project to develop a sustainability strategy for the group. In the course of this process, which will be completed before the first-time application of the new remuneration system, which is planned for fiscal year 2022 for the members of the Executive Board currently in office (see section 8), the overarching sustainability and ESG targets that GEA will align itself with in the future will be conclusively defined. From these overarching sustainability and ESG targets the Supervisory Board will derive and set ambitious and measurable targets and performance criteria as part of the Performance Share Plan.

A target achievement of 100 % is reached if the respective performance criterion equals the target performance. The target achievement corridor ranges from a lower limit, corresponding to a target achievement of 0 %, to an upper limit corresponding to a target achievement of 200 %. Linear interpolation is used between these values.

Target achievement curve – strategic targets



The relevant strategic targets are defined by the Supervisory Board at latest at the beginning of the respective performance period. The targets set in each case and their target achievement curves for the current fiscal year are disclosed in advance in the remuneration report for the previous fiscal year.

5.3. Malus and clawback

If a member of the Executive Board is found to have knowingly committed a gross violation of his or her material duties of care within the meaning of Section 93 AktG, of a material principle of action resulting from a material internal guideline set up by the company or of one of his or her other material contractual duties, the Supervisory Board may, at its reasonable discretion (Section 315 BGB), reduce the variable remuneration granted in part or in full to zero (malus) for the fiscal year in which the gross violation occurred. Furthermore, the variable remuneration already paid out may be reclaimed in such cases, with the Executive Board member's repayment obligation being limited to the net amount paid out (clawback).

5.4. Share ownership guideline

To further strengthen GEA's equity culture and to incentivize Executive Board members to sustainably increase the company's enterprise value for the benefit of our shareholders, members of the Executive Board are obliged to acquire and hold GEA shares. This way, the members of the Executive Board directly participate in the performance of the company and the confidence of the Executive Board in the company's strategic direction and sustainable success is emphasized.

The amount of the share ownership obligation is 150 % of fixed remuneration for the CEO and 100 % of fixed remuneration for the ordinary Board members. Until the share ownership target is fully met, the members of the Executive Board are obliged to invest 25 % of the net payout from the bonus and the LTI in GEA shares. The shares must be held until the end of the respective Executive Board member's period of service.

6. Remuneration-related legal transactions

6.1. Term of service agreement and termination options

Executive Board service agreements are concluded for the duration of the appointment. This is usually three years in case of the first appointment and usually five years in the case of reappointment. A premature termination of appointment may only be effected by termination with good cause (Section 626 German Civil Code [*Bürgerliches Gesetzbuch*, BGB]), which must be in writing, or by mutual agreement, or in accordance with the expressly provided termination options.

In the event that the appointment of an Executive Board member is revoked for good cause with legal effect pursuant to Section 84(3) AktG or if an Executive Board member validly resigns from office pursuant to Section 84(3) AktG, the Executive Board member's service agreement will – as a rule – end on expiry of the statutory notice period pursuant to Section 622(1-2) BGB. If the appointment is revoked due to an inability to properly manage the company as defined in Section 84(3) AktG, the notice period is eight months to the end of the month. The notice period commences on the date on which revocation of the appointment or resignation from the office takes effect, without the need for a notice of termination. The right of both parties to terminate this service agreement for good cause (Section 626(1) BGB) shall remain unaffected.

6.2. Provisions in the event of joining during the year

If an Executive Board member joins GEA during the course of the year, the fixed remuneration and performance-related remuneration components (bonus and LTI) are granted on a pro rata temporis basis.

6.3. Provisions for premature termination of the employment relationship

6.3.1. Severance payment

In the event an appointment is prematurely terminated, an Executive Board member receives a severance payment in the amount of the total remuneration agreed for the remaining term of the contract to compensate for his/her early departure from the company, up to a maximum of two years' remuneration (severance payment cap). This payment is not made if the appointment as member of the Executive Board is terminated and a good cause for extraordinary termination pursuant to Section 626 BGB is given.

No termination rights and severance payments for the benefit of the members of the Executive Board are provided for in the event of a potential change of control (change of control clauses).

6.3.2. Incapacity to work and death

In the event of a temporary incapacity to work due to illness, accident, or other cause for which the Executive Board member is not responsible, the fixed remuneration shall continue to be paid for a period of up to eight months from the start of the incapacity to work, but no longer than until the termination of the service agreement. The Executive Board member must offset against the payments that are received in the form of sick pay, daily sick pay or pensions from health insurance funds, pension funds or other insurance or pension companies, provided the benefits are not based exclusively on the Executive Board member's contributions.

If the Executive Board member dies during the term of the service agreement, his/her spouse or civil partner as defined in Section 1 of the German Civil Partnership Act (*Lebenspartnerschaftsgesetz*), or alternatively, the dependent children as joint and several creditors, shall be entitled to the undiminished payment of the fixed remuneration for the month of death and the three following months, but no longer than until the end of the regular term of the service agreement.

6.3.3. Performance-related remuneration in the event of premature termination of the employment relationship

In the event of extraordinary termination for good cause by the company in accordance with Section 626(1) BGB or as a result of an effective revocation of the appointment for a reason which would also have justified the company giving extraordinary notice of termination as defined in Section 626(1) BGB, the entitlement to the bonus for the fiscal year and claims from the LTI for the respective performance period in which the appointment ends shall lapse without any entitlement to a substitute or compensation.

In the event of termination of the employment relationship due to permanent disability of the service contract or death of the Executive Board member, all outstanding tranches of the LTI will be paid out. The payout amount equals the cumulative target value of all outstanding tranches, with the target value for the fiscal year in which the employment relationship ends reduced on a pro rata temporis basis. In these cases, the payout is effected no later than two months after the termination of the employment relationship.

In all other cases of early termination of the employment relationship, the performance-related remuneration components are calculated and paid out in accordance with the provisions of the terms and conditions of the respective plan. For fiscal years prior to the termination of the employment relationship, the calculation and setting of target achievement levels for the performance criteria of the LTI is based on the actual results achieved. For fiscal years after the termination of the employment relationship, the target achievement level for the performance criteria of the LTI is set at 100 %. The value of the performance shares granted under the LTI will continue to be determined at the end of the performance period. There is no provision for early payout before the end of the respective performance periods.

6.4. Secondary activities of Executive Board members

Remuneration from Supervisory Board mandates and similar offices held by a member of the Executive Board in businesses affiliated with the company as defined in Section 15 AktG are offset against the fixed remuneration.

Assuming secondary employment outside the group requires the prior written approval of the Supervisory Board. This applies in particular to assuming Supervisory Board mandates and similar offices as well as to expert opinions, publications and lectures not directly related to the Executive Board mandate. In the event that secondary employment is assumed outside the group, the Supervisory Board decides if and to what extent the remuneration received for these activities is to be taken into account.

7. Temporary deviations from the remuneration system

The Supervisory Board has the option to temporarily deviate from the remuneration system in exceptional cases if it is necessary in the interests of the long-term welfare of the company. This applies in particular to unusual, unforeseeable developments. Generally unfavorable market developments, however, do not justify a temporary deviation from the remuneration system. A temporary deviation from the remuneration system is possible only by resolution of the Supervisory Board on the recommendation of the Presiding Committee.

In this case, it is possible to temporarily deviate from the following components of the remuneration system: structure of target remuneration, performance criteria and assessment methods for variable remuneration, and performance periods and payment dates for variable remuneration. Furthermore, in this case the Supervisory Board may temporarily grant additional remuneration components or substitute individual remuneration components with different remuneration components to the extent necessary to restore an appropriate level of incentive to the Executive Board remuneration. The changes and recalibrations made in connection with such temporary deviation from the remuneration system, as well as the reasons for doing so are disclosed and explained in the remuneration report. The fixed maximum levels of remuneration (see section 4.3) will continue to apply, even in the event of a temporary deviation from the remuneration system.

8. Applicability of the remuneration system

The new remuneration system for the Executive Board applies from the beginning of financial year 2021. The current service contracts of the members of the Executive Board currently in office were adapted to the new remuneration system with effect from January 1, 2022.

Both the appointment and the term of the service contract of the CEO Stefan Klebert expire at the end of December 31, 2021. On February 9, 2021, Stefan Klebert was reappointed by the Supervisory Board for a further five-year term beginning on January 1, 2022. From this date, Stefan Klebert's new service contract, which reflects the new remuneration system and the increased total target remuneration, will also apply. In the interests of a uniform implementation of the new remuneration system as well as the new total target remuneration levels for the entire Executive Board from financial year 2022 onwards, the running service contracts of Marcus A. Ketter and Johannes Giloth were also converted accordingly with effect from January 1, 2022. For the period until December 31, 2021, the current service contracts of all three members of the Executive Board will still differ from the above description of the new remuneration system.

9. Significant changes compared to the previous remuneration system

The remuneration system effective from January 1, 2021 and applicable to current members of the Executive Board from January 1, 2022 differs from the previous remuneration system in particular with regard to the design of the LTI in the following aspects:

- Extension of the performance period from three to four years to strengthen the long-term orientation of the remuneration system in line with the recommendation of the GCGC.
- Increased weighting of the relative TSR from 50 % to 60 % to incentivize strong capital market performance in line with shareholder interests.

- The TSR performance of GEA will be set into relation to the DAX 50 ESG companies. This emphasizes the importance of sustainability-related aspects as stipulated in GEA's strategic vision statement (see also section 5.2.2.2).
- Strategic targets (usually sustainability or ESG targets) will be implemented as a separate non-financial performance criterion in the LTI.
- The LTI performance conditions which are relevant for the determination of the final number of virtual Performance Shares will be measured annually in order to reflect the continuous development of performance over the performance period.
- The number of Performance Shares granted at the beginning of each performance period on a preliminary basis will be calculated by dividing the respective LTI target value by the average GEA share price instead of the fair value in order to reduce complexity and thus increase transparency.

Moreover, the Supervisory Board has resolved to raise the total target remuneration, i.e. all remuneration components including contributions to the company pension scheme, of the current members of the Executive Board by around 17 % from January 1, 2022, the date on which the service contracts of the current members of the Executive Board are converted to the new remuneration system (see section 8). This increase, which equally applies to fixed remuneration and the variable remuneration components so that their respective weightings of 40 % (fixed remuneration) and/or 60 % (variable remuneration) remain unchanged, will result in an increase of the total target remuneration of the CEO to EUR 4 million per year, to EUR 2.34 million per year for the CFO and to EUR 2 million per year for the Chief Operating Officer – in each case excluding fringe benefits.

The Supervisory Board considers this increase in total target remuneration of all members of the Executive Board to be appropriate regarding the Executive Board's performance to date. In particular, in view of the fact that despite a particularly challenging macroeconomic situation at present, the incumbent Executive Board has managed to successfully implement the course set in 2019 to restructure GEA. This operative performance is reflected by a significant improvement in profitability, despite the COVID 19 pandemic. In addition, shrinking the Executive Board from five to three members has resulted in an increased workload as well as an intensification of the tasks and responsibilities to be discharged by the individual members of the Executive Board. Even after this increase, the total target remuneration is in line with the market. This was also corroborated by the regular horizontal benchmarking of Executive Board remuneration that was performed in December 2020.

Further changes to the previous remuneration system are based on the requirements of the AktG as amended by the Shareholder Rights Directive II (SRD II) and the recommendations and suggestions of the GCGC as amended in the version as of December 16, 2019. Amongst others, the new remuneration system provides for a maximum remuneration that includes all performance-related and non-performance-related remuneration components, including fringe benefits and the service costs for the company pension scheme, and thus limits all payouts resulting from the grant of a specific year.

10. Transparency and documentation

Immediately after a resolution by the Annual General Meeting for approval of the remuneration system, the resolution and the remuneration system in accordance with Section 120a(2) AktG

will be published free of charge on the GEA Group Aktiengesellschaft website and kept publicly available for the duration of the applicability of the remuneration system, but at least for ten years.

In addition, in accordance with Section 162 AktG, the Executive Board and Supervisory Board annually prepare a clear and comprehensible report (remuneration report) on the remuneration awarded and due by the group and by companies of the same group to each individual current and former member of the Executive Board and the Supervisory Board in the previous fiscal year. The remuneration report is to be audited by the auditor. The Annual General Meeting shall resolve on the approval of the remuneration report for the previous fiscal year, which has been prepared and audited in accordance with Section 162 AktG. The first resolution on the remuneration report at GEA Group Aktiengesellschaft must be adopted by the conclusion of the Annual General Meeting 2022 at the latest due to the existing transitional regulations. The remuneration report and the auditor's report will be made publicly available free of charge by the company for ten years following the resolution on approval of the Annual General Meeting on the website of GEA Group Aktiengesellschaft.