



NOTICE OF ANNUAL GENERAL MEETING

27. April 2023

Financial Key Figures of GEA

(EUR million)	2022	2021	Change in %
Results of operations			
Order intake	5,678.9	5,222.5	8.7
Book-to-bill ratio	1.10	1.11	–
Order backlog	3,192.7	2,785.4	14.6
Revenue	5,164.7	4,702.9	9.8
Organic revenue growth in % ¹	8.9	4.3	468 bp
Share of service revenue in %	34.9	34.2	66 bp
EBITDA before restructuring expenses	712.0	624.8	14.0
as % of revenue	13.8	13.3	50 bp
EBITDA	654.0	569.3	14.9
EBIT before restructuring expenses	529.1	443.7	19.2
EBIT	461.0	379.7	21.4
Profit for the period	401.4	305.2	31.5
ROCE in % ²	31.8	27.8	391 bp
Financial position			
Cash flow from operating activities	471.6	675.9	–30.2
Cash flow from investing activities	–175.8	–112.5	–56.3
Free cash flow	295.8	563.4	–47.5
Net assets			
Net working capital (reporting date)	314.1	240.3	30.7
as % of revenue (LTM)	6.1	5.1	97 bp
Capital employed (reporting date) ³	1,590.1	1,467.9	8.3
Equity	2,280.9	2,076.2	9.9
Equity ratio in %	38.5	35.3	318 bp
Net liquidity (+)/Net debt (–) ⁴	346.4	499.8	–30.7
GEA Shares			
Earnings per share (EUR)	2.28	1.70	34.6
Earnings per share before restructuring expenses (EUR)	2.58	1.99	29.7
Market capitalization (EUR billion; reporting date)	6.9	8.7	–20.6
Employees (FTE; reporting date)	18,236	18,143	0.5
Total workforce (FTE; reporting date)	19,255	19,252	0.0

1) By “organic”, GEA means changes that are adjusted for currency and portfolio effects.

2) EBIT before restructuring expenses of the last 12 months. Capital employed average of the last 4 quarters and excluding goodwill from the acquisition of the former GEA AG by former Metallgesellschaft AG in 1999.

3) Capital employed excluding goodwill from the acquisition of the former GEA AG by former Metallgesellschaft AG in 1999.

4) Including lease liabilities of EUR 165.2 million as of December 31, 2022 (prior year EUR 165.8 million).

5) The market capitalization takes treasury shares into account.

NOTICE OF ANNUAL GENERAL MEETING

GEA Group Aktiengesellschaft,
Düsseldorf

ISIN: DE0006602006

WKN: 660200

Dear Shareholders,

Notice is hereby given that the **Annual General Meeting of GEA Group Aktiengesellschaft** will be held on Thursday, April 27, 2023, at 10:00 hours (Central European Summer Time – CEST).

The Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company) in line with sect. 26n (1) of the Introductory Act to the Stock Corporation Act (EAG AktG) in conjunction with sect. 118a AktG. After logging on, duly registered shareholders and/or their proxies may follow the broadcast of the Annual General Meeting held on April 27, 2023, from 10:00 a.m. (CEST) via the InvestorPortal available on the Internet at gea.com/agm, where they may exercise their rights – as outlined in detail in Section V – by means of electronic communication. Moreover, the Annual General Meeting will also be broadcast publicly for all interested parties on the Internet at gea.com/agm.

For the purposes of the German Stock Corporation Act, the place of the Annual General Meeting will be Rheinterrasse Düsseldorf, Joseph-Beuys-Ufer, 40479 Düsseldorf. Any physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company) at the place of the Annual General Meeting is excluded.

I. Agenda

1. Presentation of the adopted annual financial statements of GEA Group Aktiengesellschaft and the approved consolidated financial statements as of December 31, 2022, the group management report combined with the management report of GEA Group Aktiengesellschaft for fiscal year 2022, including the report of the Supervisory Board for fiscal year 2022

The aforementioned documents also include the explanatory report of the Executive Board on the disclosures pursuant to sec. 289a and sec. 315a HGB (German Commercial Code) as well as the Corporate Governance Statement and Report. With the exception of the adopted annual financial statements, they are an integral part of the Annual Report 2022. The documents will be available on the Company's website at gea.com/agm from the time the Annual General Meeting is called (and also during the Annual General Meeting).

On March 2, 2023, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board; the annual financial statements are thus adopted pursuant to sec. 172 sentence 1 AktG. Hence, in accordance with the statutory provisions, no resolution by the Annual General Meeting on agenda item 1 is required.

2. Appropriation of net retained profits

The Executive Board and the Supervisory Board propose that the net retained profits of GEA Group Aktiengesellschaft for fiscal year 2022 in the amount of EUR 164,753,585.52 be appropriated as follows:

Distribution of a dividend of EUR 0.95 per no par value share entitled to dividends	= EUR	163,714,522.20
Profit brought forward	= EUR	1,039,063.32
<hr/>		
Net retained profits	= EUR	164,753,585.52

The specified total dividend payout takes into account the 172,331,076 no par value shares entitled to dividends that existed on March 2, 2023. At this point in time, the Company held 8,161,096 treasury shares from which it does not derive any rights. Should the number of no par value shares entitled to dividends change by the date of the Annual General Meeting, a revised proposal for resolution including the corresponding adjustment will be put to the vote at the Annual General Meeting; the motion will provide for an unchanged dividend of EUR 0.95 per no par value share entitled to dividends and detail adjusted amounts in terms of total dividend payout and the profit brought forward.

Shareholders are entitled to receive their dividends on the third business day following the resolution by the Annual General Meeting (sec. 58 (4) sentence 2 AktG). The dividend is to be paid out on May 3, 2023.

3. Approval of the Remuneration Report

Pursuant to sec. 162 AktG, the Executive Board and the Supervisory Board are once a year required to prepare a clear and understandable report on the remuneration granted to and owed to the members of the Executive Board and the Supervisory Board in the past fiscal year and to submit this report to the Annual General Meeting for approval in accordance with sec. 120a (4) AktG.

The remuneration report was reviewed by the auditors, KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, in accordance with sec. 162 (3) AktG to determine whether the legally required disclosures pursuant to sec. 162 (1) and (2) AktG have been made. Exceeding the statutory requirements, the auditor also performed a substantive audit. The audit certificate pertaining to the remuneration report is attached to the remuneration report.

The Executive Board and the Supervisory Board propose that the remuneration report for fiscal year 2022, which was prepared and audited in accordance with sec. 162 AktG, be approved.

The remuneration report is included in Section II and available on the Company's website at gea.com/agm from the time the Annual General Meeting is called (and also during the Annual General Meeting).

4. Ratification of the acts of the members of the Executive Board for fiscal year 2022

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board who held office in fiscal year 2022 be ratified for this period.

5. Ratification of the acts of the members of the Supervisory Board for fiscal year 2022

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board who held office in fiscal year 2022 be ratified for this period.

6. Appointment of the auditor for fiscal year 2023

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the Company and the Group for fiscal year 2023 and as auditor for a review of the condensed financial statements and the interim management report of the half-yearly financial report in fiscal year 2023. The Audit Committee stated that its recommendation was made free from any undue influence by third parties, and that it was not subject to any clause of the type referred to in Art. 16 (6) of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014).

7. Election of a Supervisory Board member

Klaus Helmrich resigned from his position as a member of the Supervisory Board (shareholder representative) with effect from midnight on May 15, 2022, therefore leaving the Supervisory Board of the Company as of that date. By virtue of its resolution dated May 13, 2022, the Düsseldorf Local Court appointed Prof. Hans Dieter Kempf as a member of the Company's Supervisory Board as of May 16, 2022, at the request of the Executive Board, which was based on a proposal submitted by the Supervisory Board. Prof. Hans Dieter Kempf is now to be elected to the Supervisory Board as a shareholder representative in succession to Mr. Klaus Helmrich by the Annual General Meeting.

Pursuant to sec. 10 (1) of the Articles of Association, secs. 96 (1), 101 (1) AktG and sec. 7 (1) sentence 1 no. 1, (2) no. 1 German Codetermination Act, the Supervisory Board shall be composed of six members elected by the shareholders as well as six members elected by the employees.

Since GEA Group Aktiengesellschaft is a listed company subject to the Codetermination Act, elections to the Supervisory Board must also be in line with the legal requirements governing compliance with the gender quota. Pursuant to sec. 96 (2) sentence 1 AktG, the minimum proportion of women and men to be represented on the Supervisory Board of GEA Group Aktiengesellschaft amounts to 30 percent, respectively. As no objection to overall compliance with this quota has been raised under sec. 96 (2) sentence 3 AktG, the Supervisory Board must embrace at least four women and four men, respectively, to meet the minimum requirements set out in sec. 96 (2) sentence 1, 2 AktG. With Klaus Helmrich's resignation taking effect (and without taking into account Prof. Hans Dieter Kempf's appointment by the court in the meantime), the Supervisory Board comprises five women and six men. Thus, the gender quota is already met irrespective of the upcoming election.

Moreover, pursuant to sec. 100 (5) AktG, at least one member of the Supervisory Board of GEA Group Aktiengesellschaft must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing. Currently, Prof. Dr. Annette Köhler covers the field of "Accounting" and Prof. Hans Dieter Kempf the field of "Auditing".

The following election proposal is based on the recommendation of the Nomination Committee of the Supervisory Board. In particular, the recommendation was made on the basis of the requirements set out under the German Corporate Governance Code as amended on April 28, 2022 (published in the Federal Gazette on June 27, 2022) ("GCGC"), and by taking into account the Diversity Policy adopted by the Supervisory Board in December 2022, as well as the profile of skills and expertise defined in this context. The Diversity Policy governing the composition of the Supervisory Board as adopted by the Supervisory Board, as well as the profile of skills and expertise are published in the Corporate Governance Statement for fiscal year 2022 (available on the Company's website at gea.com/annualreport)

At the time of his appointment by the court, Prof. Hans Dieter Kempf was 69 years old. By the date of the Annual General Meeting, he will be 70 years old. Sec. 2 (1) of the Rules of Procedure of the Supervisory Board provides that, as a rule, only individuals who have not yet reached the age of 70 shall be proposed for election as members of the Company's Supervisory Board. However, irrespective of the above, the Supervisory Board is convinced that Prof. Hans Dieter Kempf is the right person to continue his work as Chairman of the Supervisory Board on account of his profound and relevant industrial expertise, as well as his experience as President of the Federation of German Industries (BDI) and his valuable network.

The Supervisory Board proposes that the following individual be elected as a member of the Supervisory Board:

Prof. Hans Dieter Kempf
resident in Nuremberg, Germany
current occupation: Vice President of the Federation of German Industries (BDI) e.V.

The appointment of the new member of the Supervisory Board is subject to the condition precedent that the amendment to sec. 10 (6) of the Articles of Association proposed under agenda item 8.2 is entered in the Commercial Register of GEA Group Aktiengesellschaft maintained by the Düsseldorf Local Court. Based on the amended version of the provision in the Articles of Association and in the interest of continuity in the chairmanship of the Supervisory Board, the appointment of Prof. Hans Dieter Kempf is to be made for the period until the conclusion of the Annual General Meeting that will resolve on the ratification of the acts of the Board for fiscal year 2025. This will enable Prof. Hans Dieter Kempf to chair the Supervisory Board for a full term of around four years, considering his legal appointment last year. Prof. Hans Dieter Kempf has already declared that he will accept the mandate if he is elected by the Annual General Meeting, so that his function as a legally appointed member of the Supervisory Board will expire with his election by the Annual General Meeting and upon entry of the amendment to the Articles of Association in the Commercial Register of the Company as proposed under agenda item 8.2.

Disclosure on memberships pursuant to sec. 125 (1) sentence 5 AktG:

Membership in other statutory German supervisory boards of listed companies:
none

Membership in other statutory German supervisory boards of unlisted companies:
– Amfileon AG, Munich (Chairman of the Supervisory Board)

Membership in comparable German and foreign supervisory bodies of listed business entities:
none

Membership in comparable German and foreign supervisory bodies of unlisted business entities:
none

Apart from the fact that Prof. Hans Dieter Kempf is already a member (and the Chairman) of the Company's Supervisory Board, the Supervisory Board takes the view that he has no personal or business relations with the Company, its governing bodies or a major shareholder of the Company (i.e., a party directly or indirectly holding an interest of more than 10% of the voting stock in the Company) that would require disclosure pursuant to recommendation C.13 GCGC.

In the opinion of the Supervisory Board, Prof. Hans Dieter Kempf is to be considered independent from the Company and the Executive Board within the meaning of recommendations C.6 and C.7 GCGC. The Company does not have a controlling shareholder as defined in recommendation C.9 GCGC.

The Supervisory Board has satisfied itself that Prof. Hans Dieter Kempf is able to commit the time required to fulfil his duties.

Furthermore, it is pointed out that, once again, Prof. Hans Dieter Kempf will be proposed as a candidate for the chairmanship of the Supervisory Board if he is elected.

Prof. Hans Dieter Kempf's résumé is shown in Section III and also available on the Company's website at gea.com/agm.

8. Amendment to the Articles of Association in relation to the term of office of members of the Supervisory Board

Sec. 10 (6) of the Articles of Association of the Company relates to the by-election of Supervisory Board members and stipulates that, in the event of the premature departure of a Supervisory Board member, the by-election shall be held for the remainder of the term of office of the departing member, unless a shorter term of office is determined by the Annual General Meeting when the successor is elected.

To give the Company more flexibility in connection with by-elections in the future, agenda item 8.2 proposes that the Annual General Meeting may not only determine a shorter, but also a longer term of office, if necessary.

Furthermore, sec. 10 (2) of the Articles of Association is also to be amended in order to apply the statutory maximum term of office in the context of elections of employee representatives. Sec. 10 (2) of the Articles of Association of the Company provides for the regular term of office of Supervisory Board members and – by way of derogation from sec. 102 (1) AktG – stipulates that Supervisory Board members shall only be elected for a term of office that lasts approximately four years. With a view to applying the statutory maximum term of office for elections of employee representatives, agenda item 8.1 proposes that the provision be amended to reflect the statutory provision under sec. 102 (1) AktG to the effect that the term of office of Supervisory Board members generally lasts until the conclusion of the Annual General Meeting resolving on the ratification of the acts of the Board for the fourth fiscal year, not including the fiscal year in which the term of office begins. With regard to the Supervisory Board members to be elected by the Annual General Meeting, however, the current provision in the Articles of Association is to be retained, according to which the term of office lasts until the end of the Annual General Meeting which resolves on the formal approval of the acts of the Supervisory Board for the third fiscal year after the beginning of the term of office, again excluding the fiscal year in which the term of office begins.

The individual proposals for resolution relating to the amendments to the Articles of Association will be voted on separately at the Annual General Meeting.

8.1. Amendment to sec. 10 (2) of the Articles of Association

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Sec. 10 (2) of the Articles of Association is amended as follows:

“(2) The term of office of Supervisory Board members is determined in accordance with the statutory provisions, unless otherwise specified below. The term of office of Supervisory Board members to be elected by the Annual General Meeting shall run until the close of the Annual General meeting which ratifies the acts of the board members for the third fiscal year following the commencement of the term of office not including the fiscal year in which the term starts. The Annual General Meeting may resolve on a shorter term of office for the shareholder representatives on the Supervisory Board.”

Currently, sec. 10 (2) of the Articles of Association reads as follows:

“(2) The term of office of the Supervisory Board members shall run until the close of the Annual General meeting which ratifies the acts of the board members for the third fiscal year following the commencement of the term of office not including the fiscal year in which the term starts. The Annual General Meeting may resolve on a shorter term of office for the shareholder representatives on the Supervisory Board.”

8.2. Amendment to sec. 10 (6) of the Articles of Association

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Sec. 10 (6) of the Articles of Association is amended as follows:

“(6) If there is a by-election to fill a vacancy left by a resigning Supervisory Board member, the person elected shall serve for the remainder of the former member’s term of office unless the Annual General Meeting decides otherwise. (2) remains unaffected. The office of a deputy member representing the shareholders having moved up to the Supervisory Board shall expire as soon as a successor is appointed for the resigned Supervisory Board member, at the latest, however, on expiration of the term of office of the retired Supervisory Board member.”

Currently, sec. 10 (6) of the Articles of Association reads as follows:

“(6) If there is a by-election to fill a vacancy left by a resigning Supervisory Board member, the person elected shall serve for the remainder of the former member’s term of office unless a shorter term is determined on electing the successor. The office of a deputy member representing the shareholders having moved up to the Supervisory Board shall expire as soon as a successor is appointed for the resigned Supervisory Board member, at the latest, however, on expiration of the term of office of the retired Supervisory Board member.”

9. Resolution on the remuneration of the members of the Supervisory Board and amendment to the Articles of Association

In accordance with s. 113 (3) AktG, a resolution on the remuneration awarded to the members of the Supervisory Board is to be passed at least every four years. The remuneration of the Supervisory Board members is set out in sec. 15 of the Articles of Association, which was last amended following a resolution by the Annual General Meeting on April 26, 2019. The last time the Annual General Meeting confirmed the remuneration by way of resolution was on April 30, 2021.

The remuneration paid to the members of the Supervisory Board has remained unchanged since 2011. Both the normal market remuneration for the supervisory board of a company listed on the MDAX, as well as the further increase in responsibility and the greater significance of the oversight and advisory functions of the Supervisory Board in the wake of legislative changes and amendments to the German Corporate Governance Code must be adequately taken into consideration. In this respect, a peer benchmarking exercise has revealed that the remuneration awarded to the members of the Supervisory Board no longer appears to be competitive and in line with the market. With this in mind, the remuneration of the Supervisory Board is now to be moderately raised. On the one hand, this refers to the basic annual remuneration awarded to the members of the Supervisory Board, which is to be increased from EUR 50,000.00 to EUR 70,000.00. Moreover, the additional compensation for membership in the Presiding and Sustainability Committee (formerly Presiding Committee) and the Audit Committee is to be raised from EUR 35,000.00 to EUR 45,000.00 while compensation for membership in the Innovation and Product Sustainability Committee (formerly Technology Committee) is to be increased from EUR 25,000.00 to EUR 35,000.00. By contrast, the level of the attendance fee is to remain unchanged at EUR 1,000.00.

Besides minor editorial changes, it is further to be clarified that the compensation owed to Supervisory Board members appointed during the year and/or leaving the Supervisory Board in the course of the year is paid on a pro rata temporis basis.

Upon entry into force of the amendment to Art. 15 of the Articles of Association, the new rules governing the remuneration of Supervisory Board members shall be applied for the first time to the fiscal year beginning on January 1, 2023.

With the exception of the actual level of compensation, the above changes to the remuneration of Supervisory Board members are outlined below under subsection a) on the remuneration system for members of the Supervisory Board. The rules applicable to the remuneration of the Supervisory Board members under sec. 15 of the Articles of Association are to be revised on this basis (see subsection b) below).

Furthermore, the Supervisory Board has resolved to recommend that its members undertake a voluntary commitment according to which each member of the Supervisory Board is to use 25% of their Supervisory Board remuneration (basic compensation and compensation for committee membership(s), excluding attendance fees) for acquiring shares in the Company over the first four years of their board membership, having to hold these shares for the duration of their Supervisory Board mandate. However, this shall only apply to the extent to which the Supervisory Board remuneration does not need to be transferred to third parties.

The Executive Board and the Supervisory Board – with the latter acting on the recommendation of the Presiding and Sustainability Committee – propose that the following resolution be adopted:

a) Remuneration system for members of the Supervisory Board

The remuneration of the members of the Supervisory Board is commensurate with their duties and the situation of the Company while taking into account the recommendations of the German Corporate Governance Code and the supervisory board remuneration paid by other major listed companies.

At the same time, an appropriate and reasonable level of compensation ensures that the Company will continue to be able to attract highly qualified candidates for membership in the Company's Supervisory Board; hence, Supervisory Board compensation effectively contributes to the advancement of the business strategy and the long-term development of the Company.

In accordance with suggestion G.18 sentence 1 GCGC, the members of the Supervisory Board receive purely fixed remuneration – in addition to attendance fees and the reimbursement of expenses. The fact that the remuneration of the Supervisory Board is not linked to performance indicators is to ensure that the members of the Supervisory Board perform their control and advisory function in a neutral and objective manner. Additionally, it must be taken into account that, as a rule, the extent of the workload and the liability risk faced by the members of the Supervisory Board does not run in parallel with the economic success of the company. In fact, especially during periods of economic strain, in which variable compensation may diminish, the Supervisory Board members will be required to perform their control and advisory functions in a particularly thorough way.

In accordance with recommendation G.17 GCGC, the higher time commitment of the Chair and Deputy Chair of the Supervisory Board as well as of the Chair and the members of committees is appropriately taken into account by means of additional and/or increased fixed remuneration. The Chairman of the Supervisory Board receives two and a half times the basic remuneration of an ordinary member of the Supervisory Board, and his deputy one and a half times this amount. Additional compensation is paid for membership in the Presiding and Sustainability Committee, the Audit Committee, as well as the Innovation and Product Sustainability Committee, but not for membership in the Mediation Committee and the Nomination Committee.

The above fixed remuneration components are paid pro rata temporis when Supervisory Board members are appointed during the year and/or leave the Supervisory Board in the course of the year.

At the end of the fiscal year, the members of the Supervisory Board receive an appropriate attendance fee for each meeting of the Supervisory Board and the aforementioned committees they attended.

Where required by value added tax law, the remuneration of the members of the Supervisory Board is paid out plus the value-added tax due in each case.

The Presiding and Sustainability Committee regularly reviews the appropriateness of the remuneration system and the rules governing the compensation of the members of the Supervisory Board. In this context, the scope of responsibility and the significance of the Supervisory Board's oversight and advisory functions are taken into account, among other things. In addition, the review includes a benchmarking exercise with other listed companies that are comparable with GEA Group Aktiengesellschaft in terms of relevant performance metrics. Independent external compensation consultants may be called in for the purpose of the review.

Every four years as a minimum, as well as in the event of proposals for amending the remuneration scheme, the Annual General Meeting passes a resolution on the remuneration of the members of the Supervisory Board. The Annual General Meeting may either confirm the existing remuneration system governing the remuneration of Supervisory Board members or pass a resolution to modify it. In accordance with the statutory allocation of powers, the Executive Board and the Supervisory Board submit the respective proposals for resolution to the Annual General Meeting. The decision on the design of the remuneration system and the level of remuneration is up to the Annual General Meeting.

b) Sec. 15 of the Articles of Association is amended as follows:

“Section 15

- (1) In addition to the reimbursement of its expenses, each Supervisory Board member shall receive a fixed annual compensation of EUR 70,000.00 payable after the end of the fiscal year. The chairman of the Supervisory Board shall receive two and a half times and the deputy chairman one and a half times this amount.
- (2) Members of the Presiding and Sustainability Committee and of the Audit Committee shall additionally be entitled to an annual remuneration of EUR 45,000.00 for each committee membership, members of the Innovation and Product Sustainability Committee shall be entitled to an annual remuneration of EUR 35,000.00 for each committee membership. The committee chairman shall in each case receive twice this amount.
- (3) In addition, members of the Supervisory Board shall receive, after the end of the fiscal year, for each meeting of the Supervisory Board and of the committees mentioned under para. (2), in which they participated, an attendance fee in the amount of EUR 1,000.00.
- (4) As far as required from the aspect of value added tax, the compensation shall be paid out plus the applicable VAT.
- (5) If members of the Supervisory Board are appointed during the year and/or leave the Supervisory Board over the course of the year, the remuneration set out in paragraphs 1 and 2 shall be paid on a pro rata temporis basis.
- (6) For the first time, the provisions under this sec. 15 shall apply to the fiscal year commencing on January 1, 2023.”

Currently, sec. 15 of the Articles of Association reads as follows:

“Section 15

- (1) *In addition to the reimbursement of its expenses, each Supervisory Board member shall receive a fixed annual compensation of EUR 50,000.00 payable after the end of the fiscal year. The chairman of the Supervisory Board shall receive two and a half times and the deputy chairman one and a half times this amount.*
- (2) *Members of the Presiding Committee and of the Audit Committee shall additionally be entitled to an annual remuneration of EUR 35,000.00 for each committee membership, members of the Innovation Committee shall be entitled to an annual remuneration of EUR 25,000.00 for each committee membership. The committee chairman shall in each case receive twice this amount.*
- (3) *In addition, members of the Supervisory Board shall receive, after the end of the fiscal year, for each meeting of the Supervisory Board and of the committees mentioned under Sect. (2), in which they participated, an attendance fee in the amount of EUR 1,000.00.*
- (4) *As far as required from the aspect of value added tax, the compensation shall be paid out plus the applicable VAT.*
- (5) *The members of the Technology Committee shall be entitled to the amount of compensation resulting from the new Sect. (2) with effect from the 2019 fiscal year.”*

10. Amendment to the Articles of Association concerning the authorization to convene virtual Annual General Meetings and further amendments to the Articles of Association in this regard

Among other things, the Act on the Introduction of Virtual General Meetings of Stock Corporations and the Amendment to Provisions under Cooperative, Insolvency and Restructuring Law (BGBl. *(Federal Law Gazette)* I 2022, p. 1166) added sec. 118a to the German Stock Corporation Act, which continues to provide the possibility of holding Annual General Meetings in a virtual form even after the special statutory provisions introduced in connection with the Covid 19 pandemic have expired. For this purpose, a respective authorization by the Annual General Meeting is required; pursuant to sec. 118a (4) sentence 2 AktG, this authorization may be granted for a maximum period of five years.

Given the largely positive experience with holding virtual Annual General Meetings in recent years, the Executive Board and Supervisory Board of GEA Group Aktiengesellschaft would also like to have the possibility of holding virtual Annual General Meetings in the future. Organizing a virtual Annual General Meeting also offers advantages from a shareholder point of view, as it eliminates the cost and time associated with traveling to attend a physical Annual General Meeting. Moreover, this approach also takes into account aspects of climate protection.

Under legal considerations, physical Annual General Meetings and virtual Annual General Meetings held in line with sec. 118a AktG represent equivalent formats. Most notably, the rights of shareholders – unlike under the special statutory provisions applicable during the Covid 19 pandemic – are fully guaranteed thanks to a direct interaction between shareholders and the management via video communication and electronic communication media during the meeting. For example, shareholders enjoy a right to information via electronic communication pursuant to sec. 131 AktG while shareholders electronically participating in the Annual General Meeting are entitled to speak via video communication in accordance with sec. 130a (5) and (6) AktG. Likewise, motions may be submitted to the same extent as at a physical Annual General Meeting (see sec. 118a (1) sentence 2 no. 3 AktG).

Each year, the Executive Board will once again carefully consider which format seems appropriate for holding the Annual General Meeting under the given circumstances, i.e., taking into account the interests of the Company, on the one hand, and the interests of the shareholders, on the other. For instance, criteria to be taken into account in this assessment are public health, technical feasibility, legislative developments, the costs incurred for conducting the Annual General Meeting, the experience gained in this context, as well as the acceptance of the virtual format by the shareholders. As with physical Annual General Meetings, the law stipulates that it is the responsibility of the Executive Board to determine the details for convening and holding virtual Annual General Meetings. For example, this also includes the question to what extent the possibility of allowing questions to be submitted in advance as stipulated in sec. 131 (1a) AktG is to be used.

In light of the above considerations, agenda item 10.1 therefore proposes that the Executive Board be authorized to call virtual Annual General Meetings in accordance with sec. 118a (1) sentence 1 AktG until midnight on August 31, 2025, under the Company's Articles of Association. This means that the term of the authorization proposed by the Executive Board and the Supervisory Board deliberately falls short of the maximum term set out in sec. 118a (4) sentence 2 AktG with a view to convincing the shareholders over the coming years that even if the virtual format is chosen, their shareholder rights will not be restricted and that the latter may be equally exercised in absolutely identical fashion. This does not preclude physical Annual General Meetings. The expiry date of the authorization was determined by taking into account the provisions under sec. 175 (1) sentence 2 AktG, which stipulates that the Annual General Meeting must be held during the first eight months of the fiscal year.

In addition, two further amendments to the Articles of Association are proposed under agenda items 10.2 and 10.3; they relate to the authorization to convene virtual Annual General Meetings and/or the new legal situation arising therefrom.

On the one hand, the Executive Board and Supervisory Board believe that it makes sense to allow the members of the Supervisory Board, with the exception of the chairman of the meeting, to attend the virtual Annual General Meeting via video and audio transmission. In view of the experience gained from the last three Annual General Meetings and given the continuous progress in technology in this field, the Company is convinced that there will be no disadvantages for the shareholders or the Company if the members of the Supervisory Board electronically participate in the meeting. For this reason, an amendment and/or supplement to sec. 16 (4) of the Articles of Association is proposed under agenda item 10.2.

On the other hand, agenda item 10.3 proposes that sec. 19 (3) of the Articles of Association should clarify that the chairman of the meeting may also impose an appropriate time limit on the shareholders' right to ask follow-up questions, which may be of particular importance in the event of virtual Annual General Meetings. This takes up the legal notion, which does not distinguish between the right to ask questions, the right to speak and the right to request further information (see sec. 131 (1d) sentence 2 and (1e) sentence 2 AktG).

At the Annual General Meeting, the individual proposals for resolution on the amendments to the Articles of Association will be put to the vote separately.

10.1. Amendment to the Articles of Association concerning the authorization to convene virtual Annual General Meetings

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

The following new paragraph 5 is added to sec. 17 of the Articles of Association:

“(5) The Executive Board is authorized to provide for the Annual General Meeting to be held at the place of the Annual General Meeting without the physical presence of the shareholders or their proxies (virtual Annual General Meeting). This authorization is limited until midnight on August 31, 2025.”

10.2. Amendment to the Articles of Association concerning the attendance of Supervisory Board members at the Annual General Meeting by means of video and audio transmission

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Sec. 16 (4) of the Articles of Association is amended as follows:

“(4) The members of the Supervisory Board except for its chairman and the deputy chairman shall be able to attend the Annual General Meeting by way of video and audio transmission if the attendance were impossible or possible only with considerable effort for contingent reasons or for other reasons beyond their control, or if their place of work or residence is located in a foreign country. Moreover, with the approval of the chairman of the Supervisory Board, Supervisory Board members shall be permitted to attend the Annual General Meeting by means of video and audio transmission if the Annual General Meeting is held as a virtual Annual General Meeting.”

Currently, sec. 16 (4) of the Articles of Association reads as follows:

“(4) The members of the Supervisory Board except for its chairman and the deputy chairman shall be able to attend the Annual General Meeting by way of video and audio transmission if the attendance were not possible otherwise for contingent reasons or for other reasons beyond their control.”

10.3. Amendment to the Articles of Association concerning a clarification of the appropriate time limit applicable to the right to speak and ask questions

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Sec. 19 (3) of the Articles of Association is amended as follows:

“(3) The chairman may restrict the shareholders’ right to speak and ask questions and/or follow-up questions to a reasonable space of time. He shall be entitled to set reasonable time limits at the beginning of the Annual General Meeting or in its course, in particular restrict the speaking time, the time allowed for asking questions (including follow-up questions and new questions), the combined time allowed for speaking and asking questions, and set the appropriate timeframe for the whole meeting, for individual agenda items and for individual speakers; notably, this shall include the possibility of prematurely closing the list of speakers and ordering the end of the debate, if necessary.”

Currently, sec. 19 (3) of the Articles of Association reads as follows:

“(3) The chairman may restrict the shareholders’ right to ask questions and to speak at the meeting to a reasonable space of time. In particular, he shall be entitled to set an appropriate timeframe at the beginning of the Annual General Meeting or in its course, for the whole meeting, for individual agenda items or for individual speakers.”

11. Authorization to acquire and use treasury stock, as well as exclusion of subscription rights and the right to tender

The authorization to acquire and use treasury stock granted at the 2018 Annual General Meeting is due to expire on April 18, 2023. Moreover, the authorization has been partly utilized in the course of the share buyback carried out by the Company in 2021/2022. Following the completion of the share buyback program in December 2022, the Company holds 8,161,096 treasury shares (equivalent to 4.52% of the Company’s share capital) at the time the Annual General Meeting is called. Against this backdrop, the authorization to acquire and use treasury stock is to be renewed.

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

a) Authorization to acquire treasury stock and exclusion of the right to tender

In accordance with sec. 71 (1) no. 8 AktG, the Company is authorized, until April 26, 2028, to acquire treasury stock representing a pro rata amount of up to a total of 10% of the Company’s share capital that exists at the time the resolution is adopted. Together with other shares in the Company previously acquired and still held in treasury by the Company or attributable to the Company pursuant to secs. 71d and 71e AktG, the shares acquired under this authorization may at no time exceed 10% of the company’s share capital. The provisions set out in sec. 71 (2) sentences 2 and 3 AktG must be complied with.

At the discretion of the Executive Board, the acquisition of the shares may either be effected (i) via the stock exchange or (ii) by means of a public purchase offer addressed to all shareholders. Purchase offers under (ii) may also be made by submitting invitations to tender shares.

- aa) If the shares are purchased on the stock exchange, the purchase price per share paid by the Company must not exceed the arithmetic mean of the share prices (closing auction prices of GEA Group stock on the XETRA trading platform or a comparable successor system replacing the XETRA trading system on the Frankfurt Stock Exchange) over the three trading days preceding the day of acquisition by more than 10% or fall below said price by more than 20% (in each case, not including ancillary acquisition costs).
- bb) In the event of a public purchase offer, the purchase price per share offered and paid by the Company must not exceed the arithmetic mean of the share prices (closing auction prices of GEA Group stock on the XETRA trading platform or a comparable successor system replacing the XETRA trading system on the Frankfurt Stock Exchange) over the three trading days preceding the day on which the Executive Board decides on the offer and/or the acceptance of the shareholders' offers by more than 10% or fall below said price by more than 20% (in each case, not including ancillary acquisition costs). In the event that, after publication of a purchase offer, there are price deviations from the offered price and/or the price range defined in connection with the invitation to submit tenders, and if these deviations may be significant for the success of the offer, the price and/or the price range may be adjusted during the tender period and/or up to the time the offer is accepted.

If the overall number of shares tendered in response to a public purchase offer exceed the volume of this offer, the acquisition can be made in proportion to the tendered shares (tender ratios): moreover, preference may be given to accepting smaller quantities (up to 100 shares per shareholder) and the number of shares may be rounded according to common business practice in order to avoid fractions of shares. Any further tender rights of the shareholders are excluded in this respect.

b) Authorization to use treasury stock and exclusion of subscription rights (and/or the corresponding authorization to do so)

The Executive Board is authorized to use treasury stock of the Company that was acquired in accordance with this or a previous authorization for all purposes permitted by law, in particular for the following purposes:

- aa) With the approval of the Supervisory Board, the Company's shares may also be sold in a way other than on the stock exchange or by way of an offer to all shareholders, provided that the acquired treasury stock is sold at a price that is not significantly below the quoted market price of shares of the same class carrying the same rights of GEA Group Aktiengesellschaft at the time of such sale.
- bb) With the approval of the Supervisory Board, the shares of the Company may also be transferred to third parties insofar as this occurs in connection with company mergers or for the purpose of acquiring companies, shareholdings or investments in companies or other assets and/or rights to acquire assets (including claims against the Company or its affiliated companies as defined in secs. 15 ff. Akt).
- cc) With the approval of the Supervisory Board and in accordance with the terms and conditions governing convertible or warrant bonds, the shares of the Company may be used for the purpose of delivering shares to the holders of bonds carrying conversion or option rights and/or obligations, as the case may be, that were issued by GEA Group Aktiengesellschaft or one of its group companies. Furthermore, in the event of a sale of treasury stock by submission of an offer to all shareholders, and with the approval of the Supervisory Board, they may be granted to the holders of bonds carrying conversion or option rights and/or obligations, as the case may be, that were issued by GEA Group Aktiengesellschaft or one of its group companies, to the extent to which such bond holders would be entitled to subscribe for shares of the Company after exercising their conversion or option rights or fulfilling their conversion or option obligations.

- dd) Acting with the approval of the Supervisory Board, the Company shares may be used for implementing a so-called scrip dividend scheme.
- ee) Moreover, with the approval of the Supervisory Board, the shares of the Company may be retired, in whole or in part, without requiring another resolution by the Annual General Meeting. The Supervisory Board is authorized to amend the Articles of Association in accordance with the extent of the capital reduction. Such a retirement of shares may also be performed without a reduction in capital by adjusting the pro-rata amount of the remaining no par value shares relative to the share capital of the Company. In such case, the Executive Board is authorized to adjust the number of shares in the Articles of Association.

The shareholders' right to subscribe for treasury stock of the Company is excluded insofar as these shares are used in accordance with the aforementioned authorizations under aa) through cc). In the event of the acquired treasury stock being used for the purposes mentioned under dd), the Executive Board is authorized to exclude shareholders' subscription rights. Moreover, the shareholders do not hold subscription rights when the acquired treasury stock is sold on the stock exchange. In the event of a sale of the acquired treasury stock by submission of a public offer to the shareholders in compliance with the principle of equal treatment, the Executive Board is authorized to exclude shareholders' subscription rights for fractional amounts.

Together with (i) the shares issued or sold in direct or mutatis mutandis application of sec. 186 (3) sentence 4 AktG during the term of this authorization, and (ii) the shares to be issued for servicing bonds carrying conversion or option rights and/or obligations, as the case may be, that are issued by GEA Group Aktiengesellschaft or one of its group companies during the term of this authorization while excluding shareholders' subscription rights in mutatis mutandis application of sec. 186 (3) sentence 4 AktG, the shares used in accordance with the authorization under aa) must not exceed the limit of 10% of the overall share capital that existed at the time the Annual General Meeting passed the resolution on this authorization or – if such value is lower – at the time this authorization is exercised.

In addition, in the event of the sale of shares subject to the exclusion of subscription rights, the following shares must generally be counted towards the maximum 10% limit: (i) shares issued on the basis of other authorizations granted to the Executive Board during the term of this authorization/while excluding subscription rights, and (ii) shares to be issued for servicing bonds with conversion or option rights and/or obligations, insofar as the bonds are issued during the term of this authorization while excluding subscription rights. Such offsets no longer apply and the original authorization volume will once again be available as soon as a subsequent Annual General Meeting re-authorizes the Executive Board to issue or sell shares or bonds with conversion or option rights and/or obligations while excluding shareholders' subscription rights.

c) Exercise of authorizations

The aforementioned authorizations to acquire and use treasury stock may be exercised in whole or in part, once or several times, individually or jointly. They may also be used by entities controlled or majority-owned by the Company or by third parties for their own account or for the account of such companies. The acquisition and use of treasury stock is permitted for pursuing one or several of the aforementioned purposes, as the case may be.

II. Remuneration report for fiscal year 2022 pursuant to sec. 162 (1) AktG (agenda item 3)

This Remuneration Report summarizes the principles governing remuneration of the members of the Executive Board and the Supervisory Board. It provides an overview of the system of Executive Board remuneration and explains the objectives of the remuneration system – which has been in force since the beginning of 2021 and has applied to all Executive Board members since the beginning of 2022.

The Remuneration Report also provides individualized and specific information on remuneration awarded and due to current and former members of the GEA Group Aktiengesellschaft Executive Board and Supervisory Board in fiscal year 2022, as well as benefits commitments. Disclosures related to the remuneration of board members comply with the requirements of the German Stock Corporation Act and the applicable German and international accounting standards.

General information on the remuneration of the members of the Executive Board

Acting on the recommendation of the Presiding and Sustainability Committee, the Supervisory Board determines the total remuneration of the individual Executive Board members and resolves the remuneration system applicable to the Executive Board. 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, the result of the vote of the last Annual General Meeting on the remuneration report as well as the level of the remuneration compared with peer companies and the remuneration structure in place in other areas of the company.

Effective January 1, 2021, the Supervisory Board adopted the remuneration system that was approved by a majority of 89.54 percent at the Annual General Meeting on April 30, 2021 in accordance with section 120a (1), sentence 1 of the Aktiengesetz (AktG – the German Stock Corporation Act). The remuneration system for Executive Board members was revised to comply with the requirements of the new section 87a of the AktG and the recommendations of the German Corporate Governance Code as amended on December 16, 2019 (GCGC). An important consequence of the revision was the adoption of a new long-term incentive plan for Executive Board members. In addition, the basic remuneration, as well as the target remuneration for the Short Term Incentive (STI) and the Long Term Incentive (LTI) were increased by 20 percent. The contributions to the company pension plan remained unchanged. The new remuneration system will apply uniformly for current Executive Board members starting January 1, 2022. Details can be found in this section and are available on the [gea.com](https://www.gea.com) website under “Investors – Corporate Governance – Remuneration”^{*}.

Principles of the remuneration system

The remuneration system is characterized by the following basic principles:

- **Strategic relevance:** Performance-based remuneration components ensure support for the key objectives of the business strategy, in particular continuous, sustainable and profitable growth.
- **Pay for Performance:** The pay for performance concept is incorporated by linking remuneration to the achievement of pre-defined and ambitious performance criteria. In addition, malus and clawback provisions are also implemented.
- **Sustainability and the long term orientation:** The promotion of 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.

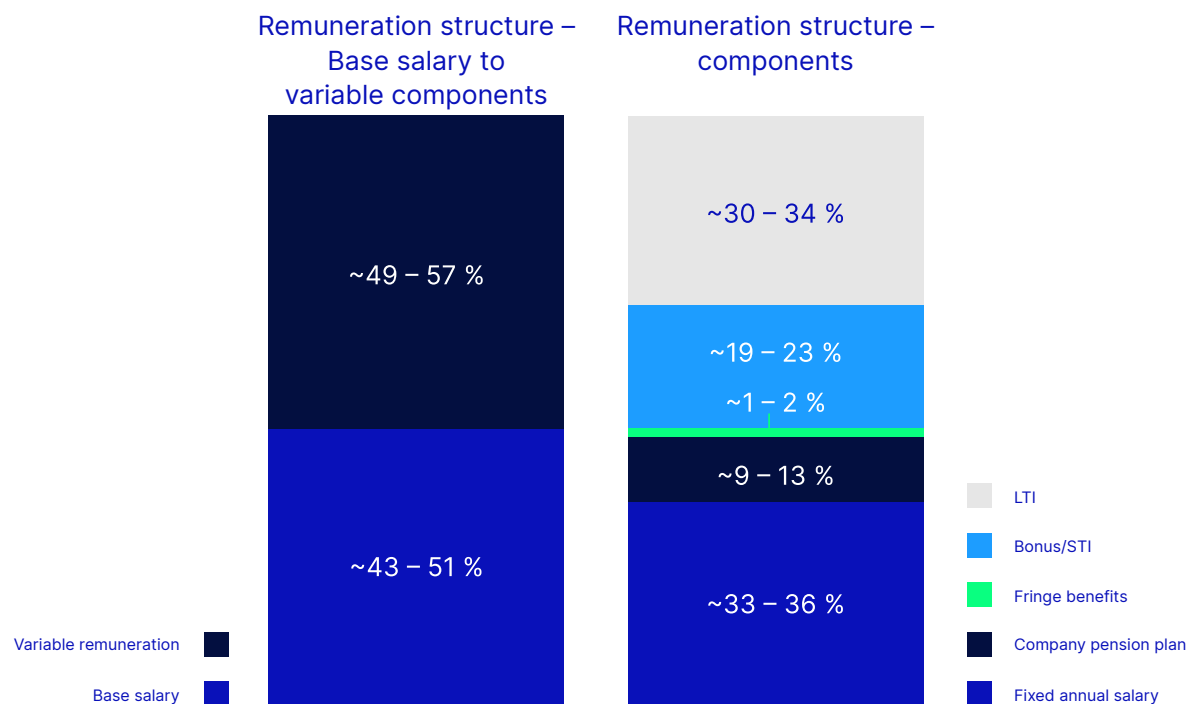
^{*}) Unaudited information

- **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 share ownership guidelines.
- **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, employees satisfaction as an expression of 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 employees:** In the case of variable remuneration, care is taken to achieve a consistent steering and incentive effect between 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 and takes into account the recommendations of the GCGC. in the version applicable at the time.

Target total remuneration under the remuneration system

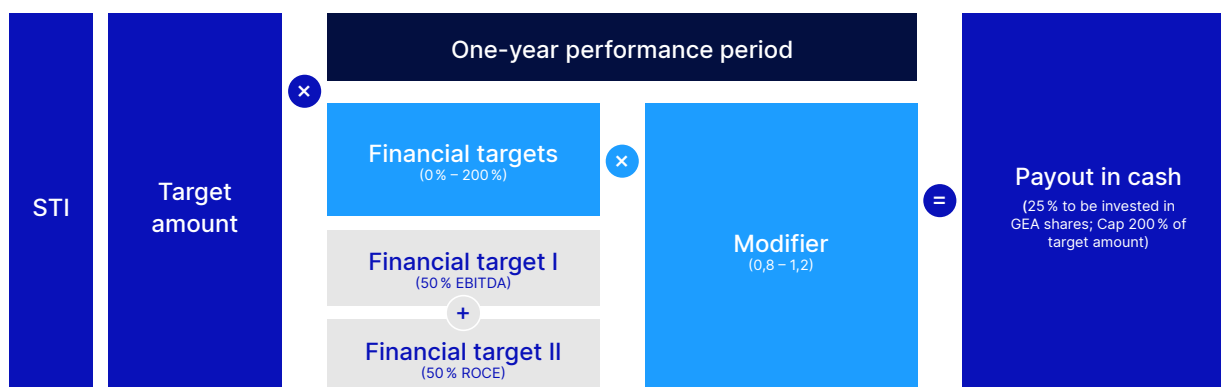
The target total remuneration of the Executive Board members is composed of non-performance-related and performance-related components as follows:

Relative proportion of the components in the total target remuneration



The non-performance-related components comprise a fixed annual salary, fringe benefits and a company pension plan.

The performance-related components comprise the bonus or short-term incentive (STI) and long-term incentive (LTI). The STI is structured as a target bonus system, which is paid out based on the financial performance criteria EBITDA (earnings before interest, taxes, depreciation and amortization) and ROCE (return on capital employed), each adjusted for restructuring measures, effects from acquisitions and a criteria-based modifier, which takes into account the collective and individual performance of the Executive Board and its members, respectively. It is composed as follows:



The LTI – the second performance-related component – is structured as a Performance Share Plan, which is paid out based on the relative total shareholder return (relative TSR), strategic targets (generally ESG targets) and the company's share price performance. It is composed as follows:



General information on the remuneration of the members of the Supervisory Board

In principle, the remuneration of the Supervisory Board members consists solely of fixed remuneration. It does not include a performance-related component.

Pursuant to section 15 (1) of the Articles of Association, each member of the Supervisory Board receives fixed annual remuneration of EUR 50 thousand payable after the end of each fiscal year, in addition to the reimbursement of their expenses. The Chairman of the Supervisory Board receives two-and-a-half times and his deputy one-and-a-half times this amount. In accordance with section 15 (2) of the Articles of Association, members of the Presiding and Sustainability Committee and the Audit Committee each receive an additional EUR 35 thousand. In accordance with section 15 (2), the members of the Innovation and Product

Sustainability Committee each receive an additional EUR 25 thousand. The chair of the committee receives twice the respective amount. No separate remuneration is paid to members of the Mediation Committee or the Nomination Committee. Members who join or leave the Supervisory Board and/or its committees during the year only receive a pro rata amount for the duration of their membership. After the end of the fiscal year – pursuant to section 15 (3) of the Articles of Association – the Supervisory Board members also receive an attendance fee of EUR 1 thousand for each meeting of the Supervisory Board, the Presiding and Sustainability Committee, the Audit Committee or the Innovation and Product Sustainability Committee they attend. In fiscal year 2022, the Supervisory Board held eight meetings, the Presiding and Sustainability Committee met five times, the Audit Committee convened on four occasions while the Innovation and Product Sustainability Committee met twice.

Remuneration for the Supervisory Board members was approved by a majority of 99.77 percent of the shareholders at the Annual General Meeting on April 30, 2021.

A modification of the Supervisory Board remuneration system in place since 2011 is planned to be proposed to the next Annual General Meeting. Further details of the planned modification will be released when the Annual General Meeting is convened.

Overview of the past fiscal year

Personnel

There has been no change in composition of the Executive Board compared with the previous year. In March 2022, the Supervisory Board extended the contract of Chief Operating Officer (COO) Johannes Giloth by five years until January 19, 2028.

In fiscal year 2022, there were four personnel changes on the company's Supervisory Board, which comprises twelve members. Jörg Kampmeyer's position as shareholder representative on the Supervisory Board was confirmed until the 2025 Annual General Meeting by his election at the Annual General Meeting of April 28, 2022. Jörg Kampmeyer had been a court-appointed member of the Supervisory Board since January 1, 2022, after Dr. Molly P. Zhang stepped down from her position effective December 31, 2021. In addition, Dr. Jens Riedl was elected to the Supervisory Board as a shareholder representative for the first time by the Annual General Meeting of April 28, 2022, after Colin Hall stepped down from the Supervisory Board with effect from the close of the 2022 Annual General Meeting. At the request of the Executive Board, the Düsseldorf Local Court appointed Nancy Böhning as an employee representative member of the Supervisory Board with effect from May 13, 2022. She replaces Prof. Dr. Cara Röhner, who stepped down from her position at the close of the 2022 Annual General Meeting. After Klaus Helmrich left his position as Chairman of the Supervisory Board as of the end of the day on May 15, 2022, Prof. Dieter Kemp was appointed as a member of the Supervisory Board effective May 16, 2022 by an order of the court dated May 13, 2022. At the extraordinary Supervisory Board meeting on April 21, 2022, Prof. Kempf had already been appointed as the new Chairman of the Supervisory Board, subject to his appointment by the court.

Key figures for the 2022 fiscal year

For more information, please refer to the Report on Economic Position of the Consolidated Financial Statements.

Consideration of the Annual General Meeting resolution regarding last year's remuneration report in accordance with section 162 (1) sentence 2 no. 6 of the AktG

On April 28, 2022, the Annual General Meeting approved last year's remuneration report by a majority of 92.24 percent. Consequently, there was no reason to call into question the remuneration system that was approved by a majority of 89.54 percent at the Annual General Meeting on April 30, 2021 in accordance with section 120a (1), sentence 1 AktG, its implementation or the manner in which it is reported.

Remuneration of the members of the Executive Board

Remuneration awarded or due in 2022 and 2021

In the past fiscal year, the total remuneration paid to the current Executive Board members of GEA Group Aktiengesellschaft amounted to EUR 9,382,822. This comprised both an amount of EUR 2,976,000 for fixed annual salaries and an amount of EUR 6,311,924 for variable remuneration. As in previous fiscal years, the company did not grant any loans to members of the Executive Board in fiscal year 2022. The option to reclaim variable remuneration components was not exercised in the reporting period.

In fiscal year 2021, the total remuneration of the Executive Board members amounted to EUR 9,927,446. This comprised both an amount of EUR 2,480,000 for fixed annual salaries and an amount of EUR 7,385,589 for variable remuneration.

For purposes of section 162(1) sentence 2 no. 1 of the AktG, remuneration is deemed to have been awarded in the fiscal year in which the work (one or more years) on which the remuneration concerned is based was performed in full (vesting-oriented view). Remuneration is due when an unfulfilled legal obligation to pay such remuneration exists. In accordance with section 162 of the AktG, remuneration components are stated as of the earlier of the date on which the remuneration is awarded or due. Amounts attributable to the LTI and the bonus or STI are thus reported in the fiscal year in which the service period ends. The service period of the 2022 tranche of the LTI ended in the past fiscal year, which was therefore fully vested in fiscal year 2022. The LTI and the long-term share price component (2012 remuneration system) are paid out in March of the fiscal year after the end of the three-year or four-year performance period, following a resolution of the Supervisory Board establishing the target achievement. Differences between the expected payout amount at the time of full vesting and the actual payout amount after the end of the performance period are disclosed in the year of payment. Thus, in fiscal year 2026, the corresponding difference for the 2022 tranche will be included in the compensation to be disclosed.

Target total remuneration and actual remuneration

The following tables show – in each case for the reporting period and the prior year, each in individualized form and each broken down into fixed, non-performance-related and variable, performance-related components – the amount of the target total remuneration of the current Executive Board members and the actual remuneration of the current and former Executive Board members. A detailed description of the remuneration system applicable and applied to all current Executive Board members in fiscal year 2022 can be found at the homepage gea.com under “Investors – Corporate governance – Remuneration”*.

*) Unaudited information

Target total remuneration of the current Executive Board members:

(in EUR)			Base salary			Variable components		Target total remuneration ²
	Date joined/ appointed until	Current position	Fixed annual salary	Fringe benefits ¹	Company pension plan	Bonus/STI	LTI	
Executive Board members								
Stefan Klebert	Nov. 15, 2018/ Previous year Dec. 31, 2026	CEO	1,440,000	32,758	400,000	864,000	1,296,000	4,032,758
			1,200,000	11,557	400,000	720,000	1,080,000	3,411,557
Marcus A. Ketter	May 20, 2019/ Previous year May 19, 2027	CFO	816,000	28,742	300,000	490,000	734,000	2,368,742
			680,000	19,460	300,000	408,000	612,000	2,019,460
Johannes Giloth	Jan. 20, 2020/ Previous year 19.01.2028	COO	720,000	33,398	200,000	432,000	648,000	2,033,398
			600,000	30,840	200,000	360,000	540,000	1,730,840
Total			2,976,000	94,898	900,000	1,786,000	2,678,000	8,434,898
Previous year			2,480,000	61,857	900,000	1,488,000	2,232,000	7,161,857

- 1) The fringe benefits mainly comprise the value of the use of a company car, accident insurance premiums, and – in individual cases – the reimbursement of costs incurred for travel and accommodation.
- 2) The target total remuneration was increased by approx. 17 percent with the 2021 remuneration system, which was approved by the Annual General Meeting on April 30, 2021 in accordance with section 120 a (1) sentence 1 AktG with a majority of 89.54 percent.

Base salary and variable components of the remuneration awarded or due for current Executive Board members:

(in EUR)			Base salary			Variable components			Total
	Date joined/ appointed until	Current position	Fixed annual salary	Fringe benefits ¹	Pro-rata fixed remuneration components	Bonus/STI	Pro-rata variable remuneration components	LTI ²	
Current Executive Board members									
Stefan Klebert	15.11.2018/ Previous year 31.12.2026	CEO	1,440,000	32,758	32%	1,662,250	1,406,8103	68%	4,541,818
			1,200,000	11,557	25%	1,440,000	2,133,664	75%	4,785,221
Marcus A. Ketter	20.05.2019/ Previous year 19.05.2027	CFO	816,000	28,742	33%	942,711	787,3753	67%	2,574,828
			680,000	19,460	26%	816,000	1,209,093	74%	2,724,553
Johannes Giloth	20.01.2020/ Previous year 19.01.2028	COO	720,000	33,398	33%	831,125	681,653	67%	2,266,176
			600,000	30,840	26%	720,000	1,066,832	74%	2,417,672
Total			2,976,000	94,898	33%	3,436,086	2,875,838	67%	9,382,822
Previous year			2,480,000	61,857	26%	2,976,000	4,409,589	74%	9,927,446

- 1) The fringe benefits mainly comprise the value of the use of a company car, accident insurance premiums, and – in individual cases – the reimbursement of costs incurred for travel and accommodation.
- 2) The service period for the 2022 tranche of the LTI ended on December 31, 2022; the service period for the 2021 tranche ended on December 31, 2021.
- 3) In addition to the compensation awarded in fiscal year 2022, the delta between the expected payout amount at the time of full vesting and the actual payout amount after the end of the performance period of the 2019 LTI tranche is included

Base salary and variable components of the remuneration awarded or due for former Executive Board members:

(in EUR)		Base salary				Variable components			Total
	Entry/ departure	Last position	Fixed remuneration ¹	Fringe benefits ²	Pro-rata fixed remuneration components	LTI ³	Long-term share price component ⁴	Pro-rata variable remuneration components	
Former Executive Board members									
Steffen Bersch	Jan. 1, 2016/ Feb. 29, 2020	Ordinary Executive	–	–	–	21,752	–	100%	21,752
Previous year		Board member	–	–	–	–	–	–	–
Martine Snels	Oct. 1, 2017/ 12/31/2019	Ordinary Executive	–	–	–	–	–636	–	–636
Previous year		Board member	–	3,327	100%	–	–	–	3,327
Niels Erik Olsen	Jan. 1, 2016/ Mar. 13, 2019	Ordinary Executive	–	–	–	–	–	–	–
Previous year		Board member	–	2,223	100%	–	–	–	2,223
Dr. Helmut Schmale	Apr. 22, 2009/ May 17, 2019	Ordinary Executive	224,684	–	100%	–	–	–	224,684
Previous year		Board member	200,001	–	100%	–	–	–	200,001
Other previous members and surviving dependents ⁵			5,113,891	–	100%	–	–	–	5,113,891
Previous year			4,817,852	–	100%	–	–	–	4,817,852
Total			5,338,575	–	100%	21,752	–636	–	5,359,691
Previous year			5,017,853	5,550	100%	–	–	–	5,023,403

- 1) The fixed remuneration includes pension payments and – in the event of early departure from the Executive Board – severance payments, as well as, with regard to the previous year's figures, fixed salaries. No severance payments were paid in fiscal years 2022 and 2021.
- 2) The fringe benefits were granted for the periods in which for Martine Snels and Niels Erik Olsen were still in active employment.
- 3) The compensation from the LTI components is attributable to the delta between the expected payout amount at the time of full vesting and the actual payout amount after the end of the performance period of the 2019 tranche of the LTI for Steffen Bersch.
- 4) The compensation from the LTI components is attributable to the delta between the expected payout amount at the time of full vesting and the actual payout amount after the end of the performance period of the 2019 tranche of the long-term share price component for Martine Snels. The negative delta results from a target achievement of 99.7%.
- 5) Individualized disclosure of the remuneration of former Executive Board members and their surviving dependents is omitted for members of the Executive Board who left the company more than ten years ago.

The total remuneration of the current and former Executive Board members for fiscal year 2022 is in line with the remuneration system applicable in the reporting period and the 2012 remuneration system applicable to individual former Executive Board members. The target total remuneration of the current Executive Board members set for the reporting period corresponds in each case to the values and ratios of fixed to variable remuneration components stipulated in the remuneration system. As shown in the following section and in the section "Disclosures relating to share-based remuneration for the period 2018 to 2022," the actual target achievement or the target achievement expected on the basis of the ratios as of December 31, 2022 of the individual variable remuneration components was determined on the basis of the key performance indicators and the target achievement curves defined in accordance with the remuneration system.

Target achievement and modifier multiplier applicable to the 2022 STI

In fiscal year 2022, EBITDA before restructuring measures adjusted for effects from acquisitions totaled EUR 712,3 million, which corresponds to a 153.8 percent target achievement level (previous year: 171 percent). ROCE in fiscal year 2022, also adjusted for restructuring measures and effects from acquisitions, amounted to 31.8 percent (previous year: 27.6 percent), equivalent to target achievement of 196 percent (previous year: 200 percent). This results in a target achievement level of 174.9 percent for the 2022 STI (previous year: 185.5 percent).

For the purpose of the 2022 STI, the Supervisory Board has set a modifier multiplier of 1.1 for Stefan Klebert (previous year: 1.17), 1.1 (previous year: 1.17) for Marcus A. Ketter and 1.1 for Johannes Giloth (previous year: 1.17), resulting in an overall target achievement of 192.4 percent (previous year: 200 percent). In each case, these multipliers correspond to the average of the individual evaluations of the modifier criteria set by the Supervisory Board beforehand for the members of the Executive Board. The modifier applicable to the 2022 STI was based on the following targets and assessment criteria:

Modifier target and assessment criteria applicable to the 2022 STI (range 0.8–1.2)

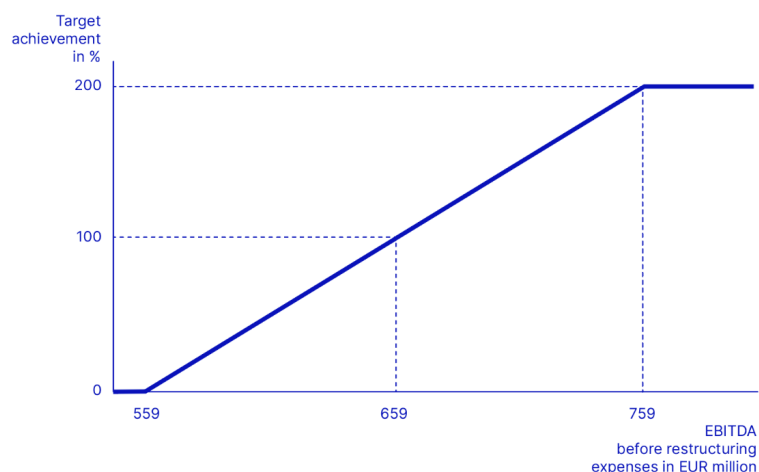
Collective performance of the Executive Board	<p>Koszalin production site – production starts at the “Facotry of the Future” Limited discretionary assessment by the Supervisory Board, taking into account certain parameters defined in advance by the Supervisory Board.</p>
	<p>Availability of the uniform „GlobalSAP” ERP system” Limited discretionary assessment by the Supervisory Board, taking into account certain parameters defined in advance by the Supervisory Board</p>
Stakeholder and sustainability aspects	<p>Employee satisfaction Limited discretionary assessment by the Supervisory Board, taking into account certain parameters defined in advance by the Supervisory Board</p>
	<p>Customer satisfaction Limited discretionary assessment by the Supervisory Board, taking into account certain parameters defined in advance by the Supervisory Board</p>

Calibration of financial performance targets and modifier criteria in relation to the 2023 STI

For the purpose of the 2023 bonus or STI, the Supervisory Board has calibrated the following financial performance targets:

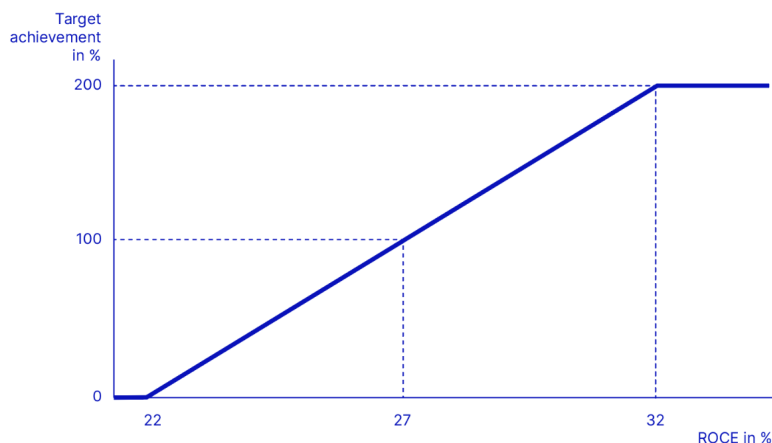
For the key performance indicator EBITDA before restructuring measures, 100 percent of the target is achieved if EBITDA before restructuring measures amounts to EUR 759 million. The target achievement corridor ranges from EUR 679 million, which would correspond to a target achievement of 0 percent, to EUR 839 million, which would correspond to a target achievement of 200 percent. Linear interpolation is performed between these values.

Target achievement curve EBITDA before restructuring expenses



A target achievement of 100 percent should be given for the key performance indicator ROCE in fiscal year 2023 if ROCE is 29 percent. Here, the target achievement corridor ranges from 25 percent (where target achievement would correspond to 0 percent) to 33 percent (where target achievement would correspond to 200 percent). Linear interpolation is performed between these values.

Target achievement curve ROCE



The Supervisory Board defined the following modifier targets and assessment criteria for the STI 2023, which apply equally to all Executive Board members, based on the strategic targets:

Modifier targets and assessment criteria applicable to the 2023 STI (range: 0.8–1.2)

Innovation: Milestones in the creation of a comprehensive innovation measurement system

Limited discretionary assessment by the Supervisory Board, taking into account certain parameters defined in advance by the Supervisory Board

GEA Digital: Successful market launch and scaling of digital services

Limited discretionary assessment by the Supervisory Board, taking into account certain parameters defined in advance by the Supervisory Board

Employee turnover/retention: Creating transparency and developing measures

Limited discretionary assessment by the Supervisory Board, taking into account certain parameters defined in advance by the Supervisory Board

Disclosures relating to share-based remuneration for the period 2018 to 2022

During the fiscal years 2020 to 2021, the Executive Board was granted share-based remuneration under the current remuneration system in the form of an annual tranche of the Performance Share Plan. The performance period of each of these tranches encompasses three fiscal years. Starting from fiscal year 2022, the Executive Board is awarded share-based remuneration in the form of annual tranches of the Performance Share Plan with a four-year performance period. The tranche awarded in fiscal year 2022 is measured over a four-year period from 2022 to 2025 and will be paid out in fiscal year 2026. At the end of the four-year performance period, the payout is calculated as the arithmetic mean of the annual target achievements of the four fiscal years multiplied by the number of performance shares awarded and the dividend adjusted arithmetic mean of the share price, limited to a maximum of 200 percent.

Target achievement for the 2022 tranche is 171 percent. This equates to 12,671 performance shares for Stefan Klebert, 7,176 performance shares for Marcus A. Ketter and 6,336 performance shares for Johannes Giloth.

For the 2020 tranche, whose performance period ended on December 31, 2022, and which will be paid out in the current fiscal year 2023, the final target achievement is 200 percent for EPS growth and 195 percent for the relative TSR. The target achievement corridor for EPS growth ranges from a Compound Annual Growth Rate (CAGR) of 6.0 percent during the performance period, which would correspond to target achievement of 0 percent, to a CAGR of 16.0 percent for the period 2020 to 2022, which would correspond to target achievement of 200 percent. Linear interpolation is performed between these values, so 11.0 percent equates to target achievement of 100 percent.

Like the 2020 tranche to be paid out in the current 2023 fiscal year, the tranches of the Performance Share Plan in the form specified in the remuneration system applicable for 2022 support the company's long-term, sustainable development thanks to the three-year, forward-looking assessment basis, the clear alignment with the capital market and focus on the long-term performance of GEA's shares.

Details of the existing entitlements of the current members of the Executive Board under this remuneration component are shown in the table below.

	Performance shares issued at the start of the vesting period (in number of shares)	Fair value as of the grant date (in EUR)	Fair value as of December 31, 2022 (in EUR)	Fair value as of December 31, 2021 (in EUR)
Stefan Klebert				
2020 tranche	43,028	1,080,000	2,160,000	2,160,000
2021 tranche	50,664	1,080,000	2,105,748	2,133,664
2022 tranche	29,630	1,296,000	1,363,306	–
Marcus A. Ketter				
2020 tranche	24,383	612,000	1,224,000	1,224,023
2021 tranche	28,710	612,000	1,193,315	1,209,093
2022 tranche	16,781	734,000	772,111	–
Johannes Giloth				
2020 tranche	21,514 ¹	511,890 ²	1,023,781 ³	1,023,781 ⁴
2021 tranche	25,332	540,000	1,052,874	1,066,832
2022 tranche	14,815	648,000	681,653	–
Total Tranche 2020	88,925	2,203,890	4,407,781	4,407,804
Total Tranche 2021	104,706	2,323,000	4,351,937	4,409,588
Total Tranche 2022	61,226	2,678,000	2,817,070	–

- 1) Reflects a payout reduced pro rata temporis in March 2023 due to appointment having occurred on January 20, 2020.
- 2) Due to Johannes Giloth joining on January 20, 2020 and the resulting reduction in the payment of the 2020 tranche under the Performance Share Plan, the fair value at grant date was reduced accordingly to EUR 23.79 per performance share.
- 3) Based on a reduced fair value of EUR 47.59 per performance share (rounded) as of December 31, 2022.
- 4) Based on a reduced fair value of EUR 47.59 per performance share (rounded) as of December 31, 2021

As a former member of the Executive Board, Steffen Bersch is entitled to payments from this remuneration component under the 2020 tranche.

	Performance shares issued at the start of the vesting period (in number of shares)	Fair value as of the grant date (in EUR)	Fair value as of December 31, 2022 (in EUR)	Fair value as of December 31, 2021 (in EUR)
Steffen Bersch				
2020 tranche	21,514 ¹	87,288 ²	174,575 ³	174,575 ⁴

- 1) Payout reduced pro rata temporis in March 2023 due to departure on February 29, 2020.
- 2) Due to the departure of Steffen Bersch on February 29, 2020 and the resulting reduction in the payment of the 2020 tranche under the Performance Share Plan, the fair value at grant date was reduced accordingly to EUR 4.06 per performance share.
- 3) Based on a reduced fair value of EUR 8.11 per performance share (rounded) as of December 31, 2022.
- 4) Based on a reduced fair value of EUR 8.11 per performance share (rounded) as of December 31, 2021.

In fiscal year 2022, total expenditure for share-based remuneration under all remuneration systems (i.e., the total of the fair value of share-based remuneration granted in the fiscal year as of the balance sheet date and the change in fair value in relation to entitlements under share-based remuneration in the fiscal year 2022) that was recognized in the consolidated IFRS financial statements amounted to EUR 1,335 thousand for Stefan Klebert (previous year: EUR 3,125 thousand); EUR 756 thousand for Marcus A. Ketter (previous year: EUR 1.701 thousand); EUR 668 thousand for Johannes Giloth (previous year: EUR 1.384 thousand), and EUR 0 thousand for Steffen Bersch (previous year: EUR 215 thousand). Further information on the LTI and the long-term share price component is outlined in Note 6.3.3 of the Consolidated Financial Statements.

Grants, specifications and calibrations of strategic goals under the 2023 tranche

Based on a contractually agreed allotment and the arithmetic mean of the closing prices of GEA shares over the last three months prior to the start of the performance period on January 1, 2023 of EUR 37.35, the Executive Board members were granted the following number of performance shares under the fifth tranche of the LTI granted for the current fiscal year (2023 tranche):

Participants Tranche 2023	Contractual target value (in EUR)	Number of performance shares granted
Stefan Klebert	1,296,000	34,699
Marcus A. Ketter	734,000	19,652
Johannes Giloth	648,000	17,350
Total	2,678,000	71,701

The Supervisory Board has set and calibrated the following strategic targets, with a weighting of 40 percent within the LTI, for the 2023 tranche of the LTI:

Strategic targets and calibration of LTI 2023

Reduction of Scope 1 and 2 greenhouse gas emissions*

This target concerns the achievement of defined targets for reducing Scope 1 and 2 greenhouse gas emissions

- Target attainment is assessed based on the linear annual reduction target for Scope 1 and 2 – amounting to a total reduction of 60 percent by 2030 (from base year 2019)
- To calibrate the annual target for the LTI 2023–2026, the baseline for determining the annual reduction in greenhouse gas emissions was redefined in 2021
- Target achievement of 100 percent is achieved if the linear annual reduction target is met
- In the event of mergers or acquisitions, the assessment model is adjusted in line with the requirements of the Science Based Targets Initiative (SBTi)
- Organic growth is also cancelled out for the purpose of assessing target attainment

Organic revenue growth

This target concerns the achievement of a defined level of organic annual revenue growth (adjusted for M&A and currency effects) over the performance period

- Target achievement of 100 percent is achieved if organic revenue growth amounts to 4 percent per year

) A more detailed discussion can be found in the Sustainability Report at gea.com..

The strategic goals that are decisive for the calibration of the LTI 2023 are, first, the reduction of greenhouse gas emissions and, second, organic sales growth. The strategic goals thus support GEA's own target established as part of its climate strategy to reduce its own greenhouse gas emissions along its entire value chain to net zero by 2040. In addition to its net zero target for 2040, GEA has also presented interim targets in line with STBi for all emission areas. These interim targets for Scope 1 and 2 form the basis for assessing target achievement. GEA's climate strategy is the first building block of a comprehensive ESG strategy, which is the basis of GEA's new corporate strategy "Mission 26". These goals also include achieving average organic revenue growth of 4.0 to 6.0 percent per year until 2026. As a result, two ambitious goals that will have a lasting impact on GEA's future and the environment are part of both the Executive Board's LTI and the Performance Share Plan.

To calibrate the relative TSR performance criterion (GEA's TSR performance is set in relation to the DAX 50 ESG companies), the principles specified in the remuneration system are applied (see the homepage gea.com under "Investors – Corporate Governance – Remuneration"*).

Share ownership guidelines

Under the remuneration system, the members of the Executive Board are obliged to acquire GEA shares and hold them until the end of their period of service. The amount of this shareholding obligation is 150 percent of the annual gross fixed salary for Stefan Klebert and 100 percent of the annual gross fixed salary for Marcus A. Ketter and Johannes Giloth. Until the shareholding obligation has been met in full, Executive Board members are required to invest 25 percent of the variable net payment from the STI and LTI in GEA shares or to contribute otherwise acquired GEA shares to the program.

At present, members of the Executive Board hold the following number of GEA shares:

	Share ownership guidelines (SOG) target			Shares held	
	% of fixed salary	Target value in EUR up to 12/31/2021	Target value in EUR from 01/01/2022	Number	Value in EUR as of 12/31/2022
Stefan Klebert	150	1,800,000	2,160,000	100,000 ¹	3,792,000
Marcus A. Ketter	100	680,000	816,000	8,129	308,252
Johannes Giloth	100	600,000	720,000	18,759 ²	711,341

1) Thereof, 59,999 shares were contributed under the SOG.

2) Thereof, 4,759 shares were contributed under the SOG.

On payment of the STI 2022 and the LTI tranche 2020 at the end of March 2023, shares will again be purchased under the SOG for Marcus A. Ketter and Johannes Giloth.

Compliance with the maximum remuneration pursuant to section 87a (1) sentence 2 no. 1 of the AktG

Under the remuneration system, maximum remuneration of EUR 6.2 million is planned for the Chairman of the Executive Board and EUR 3.7 million for ordinary members of the Executive Board. In the event of the appointment of a new member of the Executive Board, a one-time increase in the maximum remuneration by a maximum of 35 percent, applicable exclusively to the fiscal year of such appointment, is possible, provided the Supervisory Board resolves upon commencement of the term to offset the loss of benefits from the new Executive Board member's former employer. This option was not exercised in fiscal year 2022. Details can be found in the new remuneration system on the homepage *gea.com* under "Investors – Corporate Governance – Remuneration"*.

In the reporting period, the remuneration to be included for the purpose of assessing compliance with the maximum remuneration (consisting of the fixed annual salary, fringe benefits, STI and contributions to the company pension plan) was EUR 3,535,008 for Stefan Klebert, EUR 2,087,453 for Marcus A. Ketter, and EUR 1,784,523 for Johannes Giloth. Compliance with maximum remuneration limits for fiscal year 2022 may only be conclusively assessed after the end of the performance period of the 2022 LTI tranche on December 31, 2025. However, due to the limitation on the maximum payout amounts of the LTI to 200 percent of the target values, it may be assumed that maximum remuneration limits for the 2022 fiscal year will be complied with.

Malus and clawback

If an Executive Board member is proven to have willfully acted in gross violation of one of their significant duties of care under section 93 of the Aktiengesetz (AktG – German Stock Corporation Act), a material policy contained in significant internal guidelines issued by the company or other material obligations under their service contract, the Supervisory Board may, at its reasonably exercised discretion (Section 315 of the Bürgerliches Gesetzbuch (BGB – German Civil Code)), reduce the variable remuneration awarded in the fiscal year that the gross violation took place partially or fully to zero (malus). Furthermore, in such cases, any variable remuneration already paid out may be reclaimed, with the Executive Board member's repayment obligation being restricted to the net amount paid out (clawback).

*) Unaudited information

Comparative presentation of the changes in Executive Board remuneration, company earnings and employee remuneration

The following overview presents the annual change in total individual remuneration for members of the Executive Board, GEA Group's earnings performance, and the average remuneration of employees on a full-time equivalent basis.

The remuneration of individual Executive Board members included in the table corresponds to the total remuneration awarded and due in the fiscal year as presented above. The performance is determined on the basis of the EBITDA before restructuring expenses, ROCE and revenue of GEA Group, and additionally on the basis of GEA Group Aktiengesellschaft's net income for the fiscal year. EBITDA before restructuring expenses, ROCE and revenue are key performance indicators for the Group. EBITDA before restructuring expenses and ROCE already comprise the basis of financial targets of the Executive Board's one-year variable remuneration. Annual organic sales growth was defined as one of three performance criteria for the tranche of the LTI granted for the current fiscal year 2023. The presentation of average employee remuneration on a full-time equivalent basis is based on the group of employees of GEA Group Aktiengesellschaft together with GEA Group Services GmbH (number of employees in 2020–2022 approx. 400–550), which form a joint operation, and the employees of GEA Group companies in Germany (number of employees in 2020–2022 approx. 6.000–6.700).

Year-on-year change in %	2022 ¹	2021 ¹
Current Executive Board members		
Stefan Klebert ²	-5.1	17.2
Marcus A. Ketter ²	-5.5	17.1
Johannes Giloth ²	-6.3	23.4
Former Executive Board members		
Steffen Bersch	-	-100.0 ³
Martine Snels	-119.1	-63.9
Niels Erik Olsen	-100.0	-91.5
Jürg Oleas	-	-100.0
Dr. Helmut Schmale	12.3	-
Other former members and surviving dependents ⁴	6.1	0.8
Earnings indicators		
EBITDA before restructuring measures GEA Group	14.0	17.3
ROCE GEA Group	391 bp	1,079 bp
Revenue GEA Group	9.8	1.5
Net income for the fiscal year GEA Group AG	-10.6	70.7
Employee remuneration		
Employees of GEA Group Aktiengesellschaft and GEA Group Services GmbH	-0.2	13.6 ⁵
Employees of GEA Group in Germany	0.8	5.4 ⁵

- 1) Over the next years, the period under consideration in the comparative analysis will be successively extended to cover five comparative periods in accordance with section 26 j of the German Act Implementing the Second Shareholder Rights Directive (ARUG II).
- 2) The change compared to previous year is due to the higher expected payout amount (based on the fair value as of December 31 of the relevant fiscal year) of the LTI tranche vested in the fiscal year.
- 3) The change compared to previous year is due to Steffen Bersch's departure from the Executive Board as of February 29, 2020.
- 4) Individualized disclosure for former Executive Board members and their surviving dependents is omitted for members of the Executive Board who left the company more than ten years ago.
- 5) Prior year's figure adjusted

In fiscal year 2022, the ratio of the CEO's remuneration to the average remuneration of all GEA Group employees in Germany was 66.6 (previous year: 70.8). In fiscal year 2022, the ratio of the CEO's remuneration to the average remuneration of all employees of GEA Group Aktiengesellschaft and GEA Group Services GmbH was 32.6 (previous year: 34.3). To determine this figure, the average remuneration awarded and due to all employees of GEA Group Aktiengesellschaft and GEA Group Service GmbH as well as GEA Group in Germany in the fiscal year is calculated as a proportion of the remuneration awarded and due to the CEO for the respective fiscal year (See abstract "Remuneration awarded or due in 2022 and 2021").

Benefits in the event of regular departure from the Executive Board

As a standard form of company pension plan, the remuneration system provides for a contribution-oriented defined benefit. The pension commitment vests immediately and includes pension, surviving dependents' as well as incapacity benefits. As part of their retirement benefits, the accrued capital is available to the Executive Board members from age 62 onwards. 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 survivors benefits. The amount of disability 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.

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. The monthly pension contributions amount to EUR 33,333 (gross) for Stefan Klebert, EUR 25,000 (gross) for Marcus A. Ketter and EUR 16,666 (gross) for Johannes Giloth. In addition, the members of the Executive Board have the option of participating in a deferred remuneration scheme up to a maximum amount of EUR 100,000 per year.

Upon retirement, the available pension capital that determines the level of pension benefits results from the pension contributions paid into the pension account until 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., comprising, at a minimum, the aggregate amount of the company-funded pension contributions, and the deferred contributions are available at the time the pension capital falls due. The latter may be paid out as a lump sum or in up to 20 annual installments, with outstanding installments continuing to earn 1 percent interest per year.

Pension commitments under this program were made to Stefan Klebert, Marcus A. Ketter and Johannes Giloth. There were no changes to such pension commitments during the reporting period.

Pension scheme contributions and provisions for pension obligations

The company has set aside pension provisions to cover the future entitlements of the Executive Board members. The service cost for pension provisions for active Executive Board members recognized at the end of the 2022 fiscal year in accordance with IFRS are listed individually in the table below.

(in EUR)	Pension obligation* as of 12/31/2022	Service cost in fiscal year 2022
Stefan Klebert	1,508,566	400,000
Marcus A. Ketter	1,032,245	300,000
Johannes Giloth	576,957	200,000
Total	3,117,768	900,000

*) Pension obligation before plan assets.

Benefits in the event of premature departure from the Executive Board

The following rules apply to Stefan Klebert, Marcus A. Ketter and Johannes Giloth. Compared with the previous year, there was only one change in the reporting period in the compensation components considered in the calculation of the severance payment in the event of revocation of the appointment of a member of the Management Board or resignation from office for good cause.

The system stipulates that, if the appointment of an Executive Board member is revoked for good cause with legal effect in accordance with section 84 (3) of the AktG, or if an Executive Board member validly resigns from office pursuant to section 84 (3) of the 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) and (2) of the Bürgerliches Gesetzbuch (BGB – German Civil Code). However, if the appointment is revoked due to an individual's inability to properly manage the company as defined in section 84 (3) of the AktG, the notice period runs until the end of the eight-month period.

In both of the aforementioned cases involving the early termination of his/her appointment, an Executive Board member will first of all receive the variable remuneration he or she has earned up until the date of his or her departure. The performance-related remuneration components are calculated and paid out in accordance with the plan terms and conditions for STI and LTI. In the case of the LTI, the amount paid out for the tranche for the fiscal year in which the employment relationship ends is reduced pro rata temporis if the employee leaves the company during the year. In the case of tranches issued from fiscal year 2022 onwards, for fiscal years prior to termination of employment, target achievement for performance criteria related to LTI is calculated and fixed on the basis of actual results achieved, whereas for fiscal years after termination of employment, target achievement for performance criteria related to LTI is set at 100 percent. The value of performance shares issued under an LTI tranche will continue to be determined at the end of the four-year performance period. There is no provision for early payout before the end of the performance period. Moreover, the departing Executive Board member receives a severance payment in the amount of the total remuneration agreed for the remaining term of the service agreement to compensate for his/her early departure from the company, but no more than two years' remuneration (severance payment cap). For computing severance pay entitlements, the remuneration system provides for a target achievement level of 100 percent applicable to any unvested remuneration for the current and future fiscal years, as the case may be.

If the service agreement is terminated in the course of a fiscal year by the company under its right of extraordinary termination for good cause under section 626 (1) of the BGB or based on the valid revocation of appointment on grounds that would have given the company good cause for extraordinary termination under section 626 (1) of the BGB, the right to STI lapses for such fiscal year along with claims to LTI for the respective performance period in which the appointment ends without right to remuneration therefore. Similarly, entitlement to payment of severance pay lapses in such cases as well.

All outstanding tranches of the LTI will be paid out in the event of termination of employment due to the permanent incapacity to work of the Executive Board member or in the event of their death. The payout amount corresponds to the cumulative allocation of all outstanding tranches, with the allocation reduced on a pro rata basis temporis for the fiscal year in which the employment relationship ends. In such cases, payment is made no later than two months after termination of the employment relationship. If an Executive Board member leaves the company due to incapacity to work, he/she is entitled to receive disability benefits. If the Executive Board member dies during the term of the service agreement, his/her spouse or civil partner within the meaning of section 1 of the Lebenspartnerschaftsgesetz (LPartG – the Act on Registered Life Partnerships), or alternatively their dependent children as joint and several creditors, are entitled to the undiminished payment of the fixed remuneration for the month of death and the following three months, but no longer than until the end of the regular term of the service agreement.

The service agreement concluded with the Executive Board members do not provide for termination or any other rights in the event of a change of control, nor any benefits associated therewith.

Remuneration of the members of the Supervisory Board

Remuneration awarded or due in 2022 and 2021

In the fiscal year under review, the expenses incurred for the Supervisory Board amounted to EUR 1,309 thousand (previous year: EUR 1,326 thousand).

The following table shows the individual breakdown of the remuneration and its respective components awarded to members of the Supervisory Board and/or the Presiding and Sustainability Committee, the Audit Committee and the Innovation and Product Sustainability Committee in 2022 compared with the previous year:

(in EUR)	Remuneration Supervisory Board	Presiding and Sustainability Committee remuneration	Remuneration Audit Committee	Remuneration Innovation and Product Sustainability Committee	Pro-rata fixed remuneration components	Attendance fee	Share of attendance fee	Total
Bastaki	–	–	–	–	–	–	–	–
Previous year	16,438	11,507	–	–	87%	4,000	13%	31,945
Böhning*	31,918	–	–	–	89%	4,000	11%	35,918
Previous year	–	–	–	–	–	–	–	–
Claas*	50,000	–	35,000	–	89%	11,000	11%	96,000
Previous year	33,562	–	23,493	–	88%	8,000	12%	65,055
Falk*	50,000	35,000	–	25,000	88%	15,000	12%	125,000
Previous year	33,562	23,493	–	16,781	88%	10,000	12%	83,836
Prof. Dr. Fleischer	50,000	–	–	50,000	91%	10,000	9%	110,000
Previous year	33,562	–	–	16,781	88%	7,000	12%	57,342
Gröbel*	75,000	35,000	–	–	89%	13,000	11%	123,000
Previous year	66,781	35,000	–	–	89%	12,000	11%	113,781
Hall	16,164	11,315	–	–	85%	5,000	15%	32,479
Previous year	50,000	35,000	–	–	88%	12,000	12%	97,000
Helmrich	46,233	25,890	12,945	–	92%	7,000	8%	92,069
Previous year	83,904	46,986	23,493	–	94%	10,000	6%	164,384
Hubert*	–	–	–	–	–	–	–	–
Previous year	16,438	11,507	–	8,219	90%	4,000	10%	40,164
Kämpfert	50,000	–	–	–	86%	8,000	14%	58,000
Previous year	50,000	–	11,507	–	86%	8,000	12%	69,507
Kampmeyer	50,000	–	–	25,000	88%	10,000	12%	85,000
Previous year	–	–	–	–	–	–	–	–
Prof. Kempf	78,767	44,110	22,055	–	94%	9,000	6%	153,932
Previous year	–	–	–	–	–	–	–	–
Kerkemeier*	–	–	–	–	–	–	–	–
Previous year	16,438	–	–	–	89%	2,000	11%	18,438
Prof. Dr. Köhler	50,000	–	70,000	–	91%	12,000	9%	132,000
Previous year	50,000	–	70,000	–	92%	11,000	8%	131,000
Krönchen*	50,000	–	35,000	25,000	89%	14,000	11%	124,000
Previous year	50,000	–	35,000	25,000	91%	11,000	9%	121,000
Lei	50,000	–	–	–	86%	8,000	14%	58,000
Previous year	33,562	–	–	–	87%	5,000	13%	38,562
Löw*	–	–	–	–	–	–	–	–
Previous year	24,658	11,507	–	–	90%	4,000	10%	40,164

(in EUR)	Remuneration Supervisory Board	Presiding and Sustainability Committee remuneration	Remuneration Audit Committee	Remuneration Innovation and Product Sustainability Committee	Pro-rata fixed remuneration components	Atten- dance fee	Share of atten- dance fee	Total
Dr. Perlet	–	–	–	–	–	–	–	–
Previous year	41,096	23,014	11,507	–	94%	5,000	6%	80,616
Dr. Riedl	33,836	23,685	–	–	89%	7,000	11%	64,521
Previous year	–	–	–	–	–	–	–	–
Prof. Dr. Röhner*	16,164	–	–	–	84%	3,000	16%	19,164
Previous year	33,562	–	–	–	87%	5,000	13%	38,562
Spence	–	–	–	–	–	–	–	–
Previous year	16,438	–	–	8,219	92%	2,000	8%	26,658
Dr. Zhang	–	–	–	–	–	–	–	–
Previous year	50,000	–	–	50,000	93%	8,000	7%	108,000
Total	698,082	175,000	175,000	125,000	90%	136,000	10%	1,309,082
Previous year	700,000	198,014	175,000	125,000	90%	128,000	10%	1,326,014

*) The company and the external employee representatives remit their respective remuneration to the Hans Böckler Foundation in accordance with applicable guidelines.

The table below compares the annual change in the remuneration of the individual Supervisory Board members active in the year under review against performance and average employee remuneration. The performance is determined on the basis of EBITDA before restructuring expenses, ROCE, and revenue of GEA Group, and additionally on the basis of GEA Group AG's net income for the fiscal year. The presentation of average employee remuneration on a full-time equivalent basis is based on the group of employees of GEA Group Aktiengesellschaft together with GEA Group Services GmbH (number of employees in 2020–2022 approx. 400–500), which form a joint operation, and the employees of GEA Group in Germany (number of employees in 2020–2022 approx. 6.000–6.700).

Year-on-year change in %	2022 ¹	2021 ¹
Supervisory Board		
Prof Dr. Bauer	–	–
Bastaki	–100.0	–67.1
Böhning	–	–
Claas	47.6 ²	–
Eberlein	–	–100.0
Falk	49.1 ²	–
Prof. Dr. Fleischer	91.8 ²	–
Gröbel	8.1	17.3
Hall	–66.5	1.0
Helmrich	–44.0 ²	–
Hubert	–100.0	–66.8
Kämpfert	–16.6	–31.2
Kampmeyer	–	–
Prof. Kempf	–	–
Kerkemeier	–100.0	–68.2
Prof. Dr. Köhler	0.8	325.0
Krönchen	2.5	–4.7

Year-on-year change in %	2022 ¹	2021 ¹
Lei	50.42	–
Löw	–100.0	–67.1
Dr. Perlet	–100.0	–67.9
Dr. Riedl	–	–
Prof. Dr. Röhner	–50.32	–
Spence	–100.0	–68.6
Dr. Zhang	–100.0	–1.8
Earnings indicators		
EBITDA before restructuring measures GEA Group	14.0	17.3
ROCE GEA Group	391 bp	1,079 bp
Revenue GEA Group	9.8	1.5
Net income for the fiscal year GEA Group AG	–10.6	70.7
Employee remuneration		
Employees of GEA Group AG and GEA Group Services GmbH	–0.2	13.6 ³
Employees of GEA Group in Germany	0.8	5.4 ³

- 1) Over the next years, the period under consideration in the comparative analysis will be successively extended to cover five comparative periods in accordance with section 26 j of the German Act Implementing the Second Shareholder Rights Directive (ARUG II).
- 2) Joining the Supervisory Board and the Presiding, Audit and Innovation Committees in fiscal year 2021.
- 3) Prior year's figures adjusted.

Düsseldorf, March 1, 2023

Chairman of the Supervisory Board

The Executive Board



Prof. Dieter Kempf



Stefan Klebert



Johannes Giloth



Marcus A. Ketter

Independent Auditor's Report

To GEA Group Aktiengesellschaft, Düsseldorf,

Report on the audit of the remuneration report

We have audited the attached remuneration report of **GEA Group Aktiengesellschaft, Düsseldorf**, for the financial year from January 1 to December 31, 2022, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

The remuneration report contains cross-references marked as unaudited that are not required by law. We have not audited the content of these cross-references or the information to which they refer.

Responsibilities of Management and the Supervisory Board

The management and the Supervisory Board of GEA Group Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal controls as they determine are necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error (i.e., accounting manipulation and misstatement of assets).

Auditor's responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from January 1 to December 31, 2022, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

Our opinion on the remuneration report does not cover the cross-references marked as unaudited that are not required by law and the information to which the cross-references relate.

Other matter – formal examination of the remuneration report

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by Section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

Limitation of liability

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to GEA Group Aktiengesellschaft, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Düsseldorf, March 1, 2023

KPMG AG
Wirtschaftsprüfungsgesellschaft

[German original signed by:]

Dr. Zeimes
Wirtschaftsprüfer
[German Public Auditor]

Jessen
Wirtschaftsprüfer
[German Public Auditor]

The English language text above is a translation provided for information purposes only. The original German text shall prevail in the event of any discrepancies between the English translation and the German original. We do not accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may arise from the translation.

III. Additional information on the candidate proposed for election to the Supervisory Board (agenda item 7)



Prof. Hans Dieter Kempf

* Born on January 10, 1953, Munich

Nationality: German

Chairman of the Supervisory Board of GEA Group Aktiengesellschaft since May 16, 2022

Current term of office expiring at the conclusion of the Annual General Meeting 2023

Education:

- 1973 – 1978 **Ludwig Maximilian University of Munich**
Business studies
Degree in Business Administration
- 1978 – 1983 **Arthur Young GmbH (later: Ernst&Young)**
Appointment as certified tax advisor
- 1983 – 1985 **Arthur Young GmbH (later: Ernst&Young)**
Appointment as certified auditor (relinquished when joining DATEV eG)

Professional career:

- 1978 – 1991 **Arthur Young GmbH (later: Ernst&Young)**
1978 – 1989 – Associate in the audit department
1989 – 1991 – Partner
- 1991 – 2016 **DATEV eG**
1991 – 1996 – Member of the Executive Board
1996 – 2016 – Chairman of the Board (CEO)
- 2005 – 2020 **Friedrich-Alexander-Universität, Erlangen-Nuremberg**
Honorary professor for business administration (teaching assignment until and including 2020)
- 2017 – 2020 **President of the German Federation of Industries (BDI) e.V.**
- 2021 – today **Vice President of the German Federation of Industries (BDI) e.V.**

Current mandates:

Membership in statutory German supervisory boards of listed companies:

- GEA Group Aktiengesellschaft, Düsseldorf (Chairman of the Supervisory Board, Chairman of the Presiding and Sustainability Committee, Chairman of the Mediation Committee, and Chairman of the Nomination Committee)

Membership in statutory German supervisory boards of unlisted companies:

- Amfileon AG, Munich (Chairman of the Supervisory Board)

Membership in comparable German and foreign supervisory bodies of listed business entities:
none

Membership in comparable German and foreign supervisory bodies of unlisted business entities:
none

Other:

- Müller Medien GmbH & Co. KG, Nuremberg (Member of the Advisory Board)
- ConClimate GmbH, Munich (Member of the Advisory Board)
- IQM Germany GmbH, Munich (Member of the Advisory Council)

Independence:

In the opinion of the Supervisory Board, Prof. Dieter Kempf is considered independent within the meaning of the recommendations set out in the German Corporate Governance Code.

IV. Report of the Executive Board pursuant to sec. 71 (1) no. 8 in conjunction with sec. 186 (4) sentence 2 AktG (agenda item 11)

In accordance with sec. 71 (1) no. 8 in conjunction with sec. 186 (4) sentence 2 AktG, the Executive Board submits the following written report on agenda item 11, outlining the reasons for the proposed authorization to acquire and utilize treasury stock:

In accordance with sec. 71 (1) no. 8 AktG, the Company shall be authorized to acquire treasury stock in the amount of up to 10% of the Company's share capital. The existing authorization is due to expire on April 18, 2023. Moreover, the authorization has been partly utilized in the course of the share buyback carried out by the Company in 2021/2022. Following the completion of the share buyback program in December 2022, the Company holds 8,161,096 treasury shares (equivalent to 4.52% of the Company's share capital) at the time the Annual General Meeting is called. Against this backdrop, the authorization to acquire and use treasury stock is to be renewed.

The proposed new authorization will allow the Company to use the instrument of acquiring treasury stock for the period up to April 26, 2028, in order to harness the advantages associated with the acquisition of treasury stock in the interest of the Company and its shareholders. In this context, the authorization shall be granted for the maximum statutory period of five years.

This authorization is subject to the legal limits set out in sec. 71 (2) AktG. Accordingly, the shares acquired by the Company for the purposes of sec. 71 (1) no. 1 to 3, 7 and 8 AktG, combined with other shares of the Company acquired or still owned by the Company or attributable to the latter in accordance with secs. 71d, 71e AktG, must not account for more than 10% of the Company's share capital. Under the proviso of a corresponding use of the treasury shares presently held by the Company, the authorization could therefore only be utilized to an extent of up to 5.48% of the Company's current share capital at the moment.

The authorizations to acquire and use treasury stock may be exercised in whole or in part, once or several times, individually or jointly. They may also be used by entities controlled or majority-owned by the Company or by third parties for their own account or for the account of such companies. The acquisition and use of treasury stock is permitted for pursuing one or several of the aforementioned purposes, as the case may be.

More detailed information on the acquisition of treasury stock via a public purchase offer and the authorizations to use treasury shares is provided below.

1. Acquisition via a public purchase offer

Apart from acquiring treasury stock on the stock exchange, the Company shall also have the possibility of acquiring treasury stock by means of a public purchase offer addressed to all shareholders. This will afford the Company greater flexibility. From a legal point of view, such purchase offers may also be made by submitting invitations to tender shares.

The principle of equal treatment pursuant to sec. 53a AktG must be observed from the very beginning – just like in the event of a share purchase on the stock exchange – if the shares are acquired by means of a public purchase offer. If the volume of shares offered at the determined offer price exceeds the number of shares requested by the Company, the proposed authorization provides for the possibility of acquiring shares in proportion to the tendered shares (tender ratios). Only where the acquisition is made according to tender ratios rather than participation ratios will it be possible to handle the acquisition process reasonably and effectively in technical terms. Moreover, it shall be possible to provide that preference be given to the acceptance of smaller quantities of up to a maximum number of 100 shares per shareholder. This will allow the Company to avoid small, generally uneconomical residual amounts, thereby preventing the risk of small shareholders being put at a de facto disadvantage. On the other hand, it serves the purpose of simplifying the technical handling of the acquisition process. In all cases, it should ultimately be possible to use commercial rounding in order to avoid fractions of

shares. This also serves the purpose of simplifying the technical handling of the process. In agreement with the Supervisory Board, the Executive Board considers the inherent exclusion of any potential further right of tender on the part of the shareholders to be objectively justified and reasonable vis-à-vis the shareholders.

2. Utilization of treasury stock

The treasury stock acquired by the Company may be re-sold on the stock exchange or by means of a public purchase offer submitted to all shareholders. This ensures adherence to the principle of equal treatment of shareholders in the event of the shares being re-sold.

- a) Provided that the shares are sold by submission of an offer to all shareholders, the Executive Board shall be authorized to exclude shareholders' subscription rights for treasury stock for fractional amounts. The possibility of excluding shareholders' subscription rights for fractional amounts serves the purpose of ensuring a technically feasible subscription ratio. The treasury shares excluded from shareholders' subscription rights as fractional amounts are either sold on the stock market or used in any other way that is in the best interest of the Company. Given the limitation to fractional amounts the potential dilutive effect is low.
- b) The proposed authorization provides that the Executive Board, acting with the approval of the Supervisory Board, may sell the acquired treasury stock in a way other than on the stock exchange or by way of an offer to all shareholders, provided that the acquired treasury stock is sold at a price that is not significantly below the quoted market price of shares of the same class of the Company at the time of such sale. The Executive Board will keep a potential markdown on the market price as low as possible in accordance with the market conditions prevailing at the time of placement. This ensures that the financial interests of the shareholders are adequately safeguarded. In principle, shareholders have the possibility of retaining their percentage of shares by acquiring GEA Group shares on the stock market.

This authorization is restricted to a maximum of 10% of the existing share capital of the Company at the time the resolution on this authorization is passed the Annual General Meeting or – if such value is lower – at the time this authorization is exercised. This limit shall include shares issued or disposed of in direct or mutatis mutandis application of sec. 186 (3) sentence 4 AktG during the term of this authorization. Moreover, the above limit shall include shares to be issued for the purpose of servicing bonds carrying conversion or option rights and/or obligations that are issued by GEA Group Aktiengesellschaft or one of its group companies, provided that such bonds are issued during the term of this authorization while excluding shareholders' subscription rights in mutatis mutandis application of s. 186 (3) sentence 4 AktG.

This authorization is in the interest of the Company and the shareholders as it will afford GEA Group Aktiengesellschaft greater flexibility. In particular, it will allow the selective issuance of shares to cooperation partners, providing the possibility of winning over additional shareholders at home and abroad.

- c) Based on the proposed authorization resolution, the acquisition of treasury stock shall also allow the Company to continue to act flexibly and cost-effectively in connection with the acquisition of companies, for instance – in certain cases – for the purpose of using treasury stock for consideration within the framework of corporate mergers or when acquiring companies, shareholdings, investments in companies or other assets and/or rights to acquire assets (including claims against the Company or its affiliated companies as defined in secs. 15 ff. Akt). International competition and economic globalization increasingly call for this form of consideration. When utilizing the latter, the Executive Board will ensure that the interests of the shareholders are reasonably safeguarded. As a rule, it will be guided by the stock market price when determining the value of the shares of the Company that are to be transferred for consideration. However, there is no intention of rigidly linking this price to the market price, in particular to avoid that results reached during negotiations

are jeopardized due to market price fluctuations. When deciding on the way the shares required for such a transaction are procured, the Executive Board will be guided exclusively by the interests of the Company and its shareholders. The Executive Board will take this decision with the approval of the Supervisory Board.

- d) In the future it might make sense for the Company or one of its group companies to issue bonds carrying conversion or option rights and/or obligations, as the case may be. In this context, there shall be a possibility of satisfying ensuing subscription rights by means of treasury stock, in whole or in part, and not by means of a capital increase. This is why a corresponding use of treasury stock subject to the exclusion of shareholders' subscription rights is proposed. Using treasury stock precludes the dilution of the shares held by the shareholders. When determining whether to deliver treasury stock or to use conditional capital, the Executive Board will carefully consider the interests of the Company and the shareholders

Insofar as treasury stock is sold by means of an offer extended to all shareholders, there shall be a possibility of granting holders of bonds carrying conversion or option rights and/or obligations, as the case may be, shares of the Company to the extent to which they would be entitled to such subscription rights after exercising a conversion or option right and/or after fulfilling a conversion or option obligation. The advantage of this inherent exclusion of shareholders' subscription rights is that there is no need to reduce the conversion or option price for conversion or option rights already issued and/or obligations to be fulfilled for the purpose of anti-dilution protection as set out in the terms and conditions governing the bonds so that, in total, the Company will receive more funds in this case.

- e) Furthermore, it is envisaged that treasury stock may be used for implementing a so-called scrip dividend scheme. In this context, the Executive Board shall be authorized to exclude shareholders' subscription rights to implement the scrip dividend scheme under optimal conditions. Under the treasury stock based scrip dividend scheme, shareholders are offered the option to assign to the Company their right to payment of the dividend arising from the resolution on the appropriation of net retained profits adopted by the Annual General Meeting for receiving treasury stock in return.

The implementation of a treasury stock based scrip dividend scheme may be effected by means of an offer directed at all shareholders while safeguarding their subscription rights and observing the principle of equal treatment (sec. 53a AktG). In this context, shareholders are only offered to subscribe for whole shares; regarding the proportion of the dividend that fails to buy (and/or exceeds the price of) a whole share, the shareholders are entitled to a cash dividend and may not receive shares for this amount; there are neither plans to offer proportional rights nor to establish a trade in subscription rights or fractions thereof. Considering the fact that shareholders receive a cash dividend instead of treasury stock in return for such fractional amounts, this approach appears to be justified and proportionate.

In individual cases and subject to the respective capital market situation, it may be preferable to structure the implementation of a treasury stock based scrip dividend scheme in such a way that the Executive Board, observing the general principle of equal treatment (sec. 53a AktG), offers treasury stock for subscription in exchange for an assignment of their respective dividend entitlement to all shareholders entitled to a dividend, while formally excluding shareholders' subscription rights in their entirety. The implementation of the scrip dividend scheme by formally excluding shareholders' subscription rights provides the possibility of implementing the scrip dividend scheme under more flexible conditions. Given the fact that all shareholders are offered such treasury stock with remaining fractional amounts of the dividend being compensated by payment of a cash dividend, this exclusion of shareholders' subscription rights appears to be justified and proportionate

- f) Provided that the authorization to sell treasury stock permits the exclusion of subscription rights, shares issued on the basis of other authorizations granted to the Executive Board while excluding shareholders' subscription rights shall be taken into account and offset. This ensures that the overall cap of 10% of the current share capital applicable to the issuance and/or sale of shares while excluding shareholders' subscription rights is not exceeded at any time. Such offsets shall no longer apply and the original authorization volume shall once again be available as soon as a subsequent Annual General Meeting re-authorizes the Executive Board to issue or sell shares or issue bonds with conversion or option rights and/or obligations subject to the exclusion of shareholders' subscription rights.

- g) Finally, the Annual General Meeting shall authorize the Executive Board, with the approval of the Supervisory Board, to cancel treasury shares acquired under this or previously granted authorizations without any further resolution by the Annual General Meeting. In accordance with sec. 237 (3) no. 3 AktG, the proposed authorization also permits the Executive Board to cancel the shares without reducing the capital. Retiring the shares without decreasing the capital will increase the pro rata amount of the remaining no par value shares in the Company's share capital. In this respect, the Executive Board is authorized to amend the Articles of Association to specify the changing number of no par value shares.

The Executive Board will only make use of the authorization to acquire and use treasury stock if this is in the best interest of the Company and its shareholders. The Executive Board will report on the use of the authorization at the next Annual General Meeting, respectively.

V. Additional information on convening the Annual General Meeting

1. Documents and publication on the website

This Notice of Annual General Meeting, the documents and reports referred to under individual agenda items, as well as further information, in particular information required pursuant to sec. 124a AktG, will be available on the Company's website at gea.com/agm from the date on which the Annual General Meeting is convened (and also during the Annual General Meeting).

The voting results will be published after the Annual General Meeting on the same website.

2. Total number of shares and voting rights

On the day the Annual General Meeting is convened, the Company's share capital is divided into 180,492,172 no par value shares. Each no par value share grants one vote; thus, the total number of voting rights is 180,492,172. At the time notice of Annual General Meeting is given, the Company holds 8,161,096 treasury shares that do not carry any voting rights.

3. Virtual Annual General Meeting without the physical presence of the shareholders or their proxies, electronic participation in the Annual General Meeting

Based on sec. 26n (1) EGAktG, the Executive Board – with the approval of the Supervisory Board – has resolved that the Annual General Meeting will be held as a virtual Annual General Meeting in accordance with sec. 118a AktG.

The Annual General Meeting will be held at the Rheinterrasse Düsseldorf, Joseph-Beuys-Ufer, 40479 Düsseldorf, in the physical presence of the chairman of the meeting, the members of the Executive Board and the members of the Supervisory Board (unless exceptional permission to attend by means of video and audio transmission is granted). A notary public entrusted with taking the minutes of the Annual General Meeting and the Company's proxies will also be in attendance at the venue.

In contrast, the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company) at the place of the Annual General Meeting will not be permitted. Shareholders or their proxies who have duly registered for participation in the Annual General Meeting may follow the broadcast of the Annual General Meeting on April 27, 2023, from 10:00 a.m. (CEST) by logging on via the InvestorPortal, which is available on the Company's website at gea.com/agm, where they may exercise their rights by means of electronic communication as described below. Shareholders and/or their proxies will receive the necessary login details for accessing the electronic InvestorPortal together with their registration confirmation for virtual participation.

In this context, please be aware of the following: For the first time, the Annual General Meeting will be held as a virtual Annual General Meeting on the basis of the German Stock Corporation Act as amended by the Act on the Introduction of Virtual Annual General Meetings of Stock Corporations with effect from July 27, 2022. The new statutory provisions differ significantly from the special legal regulations introduced in connection with the Covid 19 pandemic, which formed the basis for holding virtual general meetings in recent years. Against this backdrop, we ask shareholders to pay particular attention to the following information on how to exercise their rights during and in connection with the conduct of the virtual Annual General Meeting. Neither the broadcast of the Annual General Meeting nor electronic participation in the Annual General Meeting will allow you to attend the Annual General Meeting within the meaning of sec. 118 (1) sentence 2 AktG.

4. Participation in the Annual General Meeting and exercise of voting rights

Shareholders who have registered prior to the Annual General Meeting are entitled to attend the Annual General Meeting and exercise their voting rights. Registration must be in writing and in German or English. Shareholders must also provide evidence of their entitlement to attend the Annual General Meeting. For this purpose, proof of share ownership issued in writing by the last intermediary as defined in sec. 67c (3) AktG is sufficient. The evidence must relate to the beginning of the 21st day prior to the Annual General Meeting, i.e., **April 6, 2023, 00:00 hours (CEST)** (so-called record date).

Registration and proof of entitlement must be received by the company no later than six days prior to the Annual General Meeting, not including the day of the Annual General Meeting and the day of receipt. Registration and proof of entitlement must therefore be received by the Company **no later than April 20, 2023, 24:00 hours (CEST)** at the following address:

GEA Group Aktiengesellschaft
c/o Computershare Operations Center
80249 München
Email: anmeldestelle@computershare.de

In relation to the company, only individuals who have provided proof of share ownership will be deemed shareholders for the purpose of attending the meeting or exercising voting rights. The entitlement to participate and the scope of voting rights are determined exclusively based on the shareholder's share ownership on the record date. The record date does not imply any ban on selling shares in the Company. Even in the event of a disposal of all or part of the shareholding after the record date, solely the shares held by the shareholder on the date of record are relevant for participation and the scope of voting rights; in other words, disposals of shares after the record date have no effect on the entitlement to participate and the scope of voting rights. The same applies to acquisitions and additional purchases of shares after the record date. Individuals who do not yet own shares on the record date and become shareholders thereafter will not be eligible to attend and cast votes, unless they have obtained proxy rights or an authorization to exercise legal rights.

Upon receipt of the registration and proof of share ownership by the Company, the shareholders entitled to participate in the Annual General Meeting will receive registration confirmations with the login details required to access the InvestorPortal, which is available on the Company's website at gea.com/agm. We ask shareholders to ensure that they register and send evidence of their shareholdings to GEA Group Aktiengesellschaft at the aforementioned address in good time to facilitate the organization of the Annual General Meeting.

5. Video and audio transmission of the Annual General Meeting

Shareholders duly registered to attend the Annual General Meeting, i.e., individuals who have met the requirements for registration and the exercise of voting rights set out in sec. V.4), and/or their proxies can follow the entire Annual General Meeting by logging on to the InvestorPortal, which is available on the Company's website at gea.com/agm. Moreover, the Annual General Meeting will also be publicly broadcast for all interested parties on the Internet at gea.com/agm.

6. Exercise of voting rights

Voting rights may be exercised by proxies or by means of electronic absentee ballot.

a) Power of proxy

Voting rights may be exercised by proxies, for instance a bank, a shareholders' association, proxies appointed by the Company or any other third party. If the shareholder authorizes more than one individual, the Company may reject one or several of them. Even in the event of power of proxy being granted, a shareholder's registration and proof of share ownership must be submitted to the Company in due time in accordance with the above provisions.

Power of proxy can be granted and revoked via declaration to the Company and/or via declaration to the individual that is to be authorized. Proxy authorization and revocation, as well as the evidence of a power of proxy vis-à-vis the Company must be in writing, unless a proxy is granted in accordance with sec. 135 AktG.

If powers of proxy for exercising voting rights are granted in accordance with sec. 135 AktG (granting of power of proxy to banks or other intermediaries, proxy advisors, shareholders' associations or professional agents), different regulations may apply, which must be clarified with the respective legal person that is to be granted power of proxy. According to the law, in these cases proxy power must be granted to a specific proxy, with the proxy being obliged to keep a verifiable record. Moreover, the proxy declaration must be complete and may only contain declarations relating to the exercise of voting rights.

As this year's Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company), votes must ultimately be cast by a proxy appointed by the Company (see below) or by a proxy via absentee ballot (see b) below) in case a bank, a shareholders' association or any other third party has been granted power of proxy.

Authorization of a third party

A proxy may be granted, revoked or amended via the InvestorPortal available on the Company's website at gea.com/agm by using the login details on the registration confirmation also during the Annual General Meeting. The same applies to the transmission and revocation of proof of proxy power vis-à-vis the Company.

Alternatively, it is also possible to send the authorization, change and revocation of a proxy, as well as the evidence of proxy power declared vis-à-vis the individual holding power of proxy and/or its revocation to the following address by email, or by mail **no later than April 26, 2023, 18:00 hours (CEST)** (relevant date is the time of receipt):

GEA Group Aktiengesellschaft
c/o Computershare Operations Center
80249 München
Email: anmeldestelle@computershare.de

For this purpose, shareholders may use the proxy form on the registration confirmation. The use of the proxy form is not mandatory. It is also possible for shareholders to issue a separate power of proxy in writing.

If a shareholder grants proxy to more than one individual, the Company may reject one or several of them.

Use of the InvestorPortal by the proxy requires that the proxy receives the login details sent with the confirmation of registration to attend the Annual General Meeting from the individual granting the power of proxy, unless the login details were sent directly to the proxy. Use of the login data by the proxy shall also be deemed proof of authorization.

Shareholders are requested to advise proxies that their personal data will be disclosed and processed in accordance with the EU General Data Protection Regulation and the Federal Data Protection Act.

Authorization of proxies appointed by the Company

As in previous years, we offer our shareholders the possibility of authorizing proxies appointed by the Company to represent them at the Annual General Meeting. For this purpose, proxies must be given proxy power as well as express and clear instructions for exercising voting rights on each relevant item on the agenda. The proxies are obliged to vote as instructed. In the absence of express and clear instructions, the proxies will abstain from voting on the respective item.

Power of proxy and voting instructions to the proxies can be issued, revoked or changed via the InvestorPortal available on the Company's website at gea.com/agm by using the login details on the registration confirmation up to the day of the Annual General Meeting until the time specified by the chairman of the meeting within the framework of the voting process.

Power of proxy and voting instructions to the proxies appointed by the Company may also be issued using the proxy and voting instruction form that is provided on the registration confirmation for this purpose. The proxy form (including instructions) authorizing the proxies appointed by the Company must be sent to the following address **no later than April 26, 2023, 18:00 hours (CEST)** (relevant date is the time of receipt):

GEA Group Aktiengesellschaft
c/o Computershare Operations Center
80249 München
Email: anmeldestelle@computershare.de

b) Voting by electronic absentee ballot

Shareholders may also cast their votes by electronic absentee ballot. Here, too, timely registration is required.

Absentee ballots may only be cast via the electronic InvestorPortal, which is available on the Company's website at gea.com/agm. There, using the login details provided on the registration confirmation, absentee ballots may be cast, revoked or changed up to the day of the Annual General Meeting until the chairman of the meeting announces the closure of the polls.

c) Further information on the exercise of voting rights

If voting rights are exercised in due time by several means (letter, email, electronically via the InvestorPortal or pursuant to sec. 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) Implementing Regulation (EU) 2018/1212) via absentee ballot and/or by issuing a power of proxy and, if applicable, instructions, they will be considered in the following order regardless of the time they are received: (i) electronically via the InvestorPortal, (ii) pursuant to sec. 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) Implementing Regulation (EU) 2018/1212, (iii) by email and (iv) by letter.

Should declarations using more than one way of exercising voting rights be received via the same channel, the following shall apply: absentee ballots shall take precedence over the issuance of proxy powers and instructions to the proxies appointed by the Company.

In the event that an intermediary, a shareholders' association, a proxy advisor pursuant to sec. 134a AktG and a person treated as such under sec. 135 (8) AktG is not ready to act as proxy, the proxies appointed by the Company shall be authorized to act as such in accordance with the instructions that have been given.

The most recently received, timely revocation of a declaration is deemed relevant.

The votes cast by postal absentee ballot and/or by proxy and, if applicable, the instructions given on agenda item 2 (appropriation of net retained profits) shall remain valid even if the proposal for the appropriation of net retained profits is amended as a result of a change in the number of shares entitled to dividends.

In case voting on an agenda item is carried out on an individual basis instead of en bloc, the absentee ballot cast and/or the instructions given under this agenda item shall apply accordingly to each item of the individual vote.

d) Confirmation of receipt of votes in accordance with s. 118 (1) sentences 3 to 5, (2) sentence 2 AktG and evidence of vote count pursuant to sec. 129 (5) AktG

Shareholders or proxies who exercise voting rights by electronic absentee ballot shall receive an electronic confirmation from the company to confirm electronic voting in accordance with the requirements under sec. 118 (1) sentence 3, (2) sentence 2 AktG in conjunction with Art. 7 (1) and Art. 9 (5) subsection 1 Implementing Regulation (EU) 2018/1212. This confirmation will be provided directly on the Investor Portal, which is available on the company's website at gea.com/agm. If the confirmation is issued to an intermediary, the intermediary shall immediately forward the confirmation to the shareholder pursuant to sec. 118 (1) sentence 4 AktG.

Moreover, within one month following the day of the Annual General Meeting and in line with sec. 129 (5) sentence 1 AktG, the person voting may request that the Company confirm whether and how their vote was counted. The request for proof of vote count can be submitted after the conclusion of the Annual General Meeting via the InvestorPortal, which is available on the Company's website at gea.com/agm.

The Company will issue the confirmation in accordance with the requirements under Art. 7 (2) and Art. 9 (5) subsection 2 Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary shall forward the confirmation to the shareholder without undue delay pursuant to sec. 129 (5) sentence 3 AktG.

7. Additional shareholder rights

a) Additions to the agenda pursuant to sec. 122 (2) AktG

Shareholders whose shareholdings, in the aggregate, account for 5% of the share capital or a pro-rata share of EUR 500,000.00 in share capital may request that items be added to the agenda and published. Such request must be addressed to the Company's Executive Board in writing. Please send the corresponding request to the following address:

GEA Group Aktiengesellschaft
c/o Executive Board
Peter-Müller-Straße 12
40468 Düsseldorf

Pursuant to s. 122 (2) sentence 3 AktG, the Company must receive such request no later than 30 days prior to the Annual General Meeting. The day of receipt and the day of the Annual General Meeting shall not be included in this period. The last valid date of receipt is therefore **March 27, 2023, 24:00 hours (CEST)**. Requests for additions received after that date will not be considered.

Each request for a new agenda item must be substantiated or accompanied by a proposal for resolution. Individuals filing requests must prove that they have held the shares for no less than 90 days prior to the date on which the request is received and that they will continue to hold such shares until the Executive Board has taken a decision on the respective motion (see sec. 122 (2) sentence 1 AktG in conjunction with (1) sentence 3 AktG). When calculating the shareholding period, sec. 70 AktG must be taken into account, according to which certain other periods may also be counted towards the period of share ownership. The date of receipt of the request shall not be factored in.

Additions to the agenda that require publication – unless already communicated together with the Notice of Annual General Meeting – will be published in the Federal Gazette without undue delay upon receipt of the request and forwarded for publication to such media outlets that can be expected to disseminate the information throughout the entire European Union. Furthermore, they will be made accessible on the Company's website at gea.com/agm and communicated to the shareholders.

b) Motions and proposals for election pursuant to secs. 118a (1) sentence 2 no. 3, 126 (1), 127 AktG

Shareholders may submit motions on individual agenda items (see sec. 126 AktG). This also applies to proposals for the election of Supervisory Board members or auditors (see sec. 127 AktG).

Subject to sec. 126 (2) and (3) AktG, shareholders' motions, including the shareholder's name, the substantiation of the motion as well as a potential response by the management, are to be made accessible to the individuals entitled to receive notification as set out in sec. 125 (1) to (3) AktG (including, amongst others, shareholders who specifically make this request) in compliance with the requirements stipulated therein, if the shareholder has sent a countermotion to a proposal submitted by the Executive Board and/or the Supervisory Board under a specific agenda item to the Company at the address below no later than 14 days prior to the Annual General Meeting. The day of receipt and the day of the Annual General Meeting shall not be included in this period. Insofar as the Company is to make countermotions accessible, the latest possible date of receipt is therefore **April 12, 2023, 24:00 hours (CEST)**.

Proposals for election will only be made accessible if they include the proposed nominee's name, exercised profession and place of residence and, in the case of the election of Supervisory Board members, disclosure of their membership in other statutory supervisory boards (see sec. 127 sentence 3 in conjunction with sec. 124 (3) sentence 4 and sec. 125 (1) sentence 5 AktG). Pursuant to sec. 127 sentence 1 AktG in conjunction with sec. 126 (2) AktG, there are further causes which do not require that proposals for election be made accessible. Otherwise, the prerequisites and regulations governing the publication of motions will apply *mutatis mutandis*.

Any motions or proposals for election submitted by shareholders in accordance with sec. 126 (1) and sec. 127 AktG must be exclusively addressed to:

GEA Group Aktiengesellschaft
Legal Department
Peter-Müller-Straße 12
40468 Düsseldorf
Email: Hauptversammlung@gea.com

Countermotions or proposals for election sent to other addresses or submitted late will not be considered.

Any motions and proposals for election presented by shareholders (including the shareholder's name and the corresponding substantiation, if required) that must be made accessible, as well as potential responses by the management will be made accessible on the Company's website at gea.com/agm upon receipt without undue delay.

Pursuant to sec. 126 (4) (in conjunction with sec. 127 (1) sentence 1) AktG, motions or election proposals that must be made accessible pursuant to sec. 126 (1) to (3) and/or sec. 127 AktG are deemed to have been filed at the time they are made accessible. Voting rights on these motions may be exercised on the password-protected InvestorPortal as soon as the shareholders are able to prove that they meet the requirements for exercising their voting rights as set out by law and under the Articles of Association, i.e., as soon as the requirements for registration and exercise of voting rights specified under Section V.4 have been met. Unless the shareholder submitting the motion and/or the election proposal is duly authorized and registered to participate in the Annual General Meeting, the motion and/or election proposal does not need to be dealt with at the meeting.

This shall not affect the right of the chairman of the meeting to put the management's proposals to the vote first. Should the management's proposals be adopted with the necessary majority, the countermotions or (differing) election proposals will be deemed resolved.

Moreover, shareholders and/or their proxies, who electronically attend the meeting, may also submit motions and election proposals during the meeting by means of video communication via the InvestorPortal.

c) Submission of comments pursuant to secs. 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG

Shareholders who have duly registered for participation in the Annual General Meeting, i.e., who have fulfilled the requirements for registration and exercise of voting rights specified under Section V.4), may submit comments on the items on the agenda via the InvestorPortal prior to the meeting (see sec. 130a (1) AktG).

Comments may be filed in writing and must not exceed a total of 10,000 characters.

Comments must be submitted by April 21, 2023, 24:00 hours (CEST), exclusively via the InvestorPortal, which is available on the Company's website at gea.com/agm. By making such submissions, shareholders and/or their proxies agree that their comments are made accessible by disclosing their names.

Shareholder comments that are to be published will be made available on the Company's website at gea.com/agm no later than April 22, 2023, 24:00 hours (CEST).

Comments will not be made available if they are not submitted by a shareholder who has duly registered for participation in the virtual Annual General Meeting, if they exceed a total of 10,000 characters, or if they fall within the meaning of sec. 130a (3) sentence 4 in conjunction with sec. 126 (2) sentence 1 no. 1, no. 3 or no. 6 AktG.

Motions and election proposals, questions and objections to resolutions by the Annual General Meeting that are submitted in connection with the comments will not be considered at the Annual General Meeting; filing motions or submitting election proposals, exercising the right to information and lodging objections to resolutions passed by the Annual General Meeting is only possible via the channels specified separately in this Notice of Annual General Meeting.

d) Right to speak pursuant to secs. 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG

Shareholders and/or their proxies who are electronically participating in the meeting shall be granted the right to speak by means of video communication at the meeting (see sec. 130a (5) AktG).

Oral contributions like requests to speak or motions can be registered from the start of the meeting exclusively via the InvestorPortal, which is available on the Company's website at gea.com/agm. For this purpose, a function allowing for virtual requests to speak will be set up on the InvestorPortal. The chair of the meeting will give more details on the procedure for requesting and giving the floor at the Annual General Meeting.

The technical minimum requirement for a live video link is a web-enabled device equipped with a camera and a microphone, as well as a stable Internet connection. For recommendations on optimal video communication functionalities, please consult the Company's website at gea.com/agm.

The management reserves the right to check the functionality of the video communication between the shareholder and the Company during the meeting and prior to the oral contribution and to reject the latter if the functionality is not guaranteed (see sec. 130a (6) AktG).

Oral contributions may include motions and election proposals pursuant to sec. 118a (1) sentence 2 no. 3 AktG, as well as requests for information in accordance with sec. 131 (1) AktG.

e) Right to information pursuant to secs. 118a (1) sentence 2 no. 4, 131 AktG

At the Annual General Meeting, each shareholder or proxy may request information from the Executive Board about matters relating to the Company to the extent that such information is necessary for properly evaluating the respective agenda item (see secs. 118a (1) sentence 2 no. 4, 131 (1) AktG). The Executive Board may refrain from answering individual questions for the reasons specified under sec. 131 (3) AktG.

The Executive Board's duty to inform also comprises the legal and business relations of the Company with affiliated companies, as well as the situation of the Group and the companies included in the consolidated financial statements.

In accordance with sec. 131 (1d) AktG, there is also a right to ask follow-up questions on all answers given by the Executive Board during the Annual General Meeting.

Pursuant to sec. 19 (3) of the Company's Articles of Association, the chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak; in particular, he is entitled to set a reasonable time-frame at the beginning or during the Annual General Meeting for the entire course of the Annual General Meeting, for individual agenda items, or for the individual speakers.

It is planned that, pursuant to sec. 131 (1f) AktG, the chairman of the meeting will stipulate that the right to information and the right to ask follow-up questions may solely be exercised by means of video communication.

f) Right of objection pursuant to sec. 118a (1) sentence 2 no. 8 AktG

Shareholders and/or their proxies, who are electronically participating in the meeting, may file an objection to one or several resolutions adopted by the Annual General Meeting via electronic communication (see sec. 118a (1) sentence 2 no. 8 AktG). Electronically lodging an objection will be possible from the beginning to the end of the Annual General Meeting via the InvestorPortal, which is available on the Company's website at gea.com/agm. The notary public has authorized the Company to accept objections via the InvestorPortal and will receive the objections via the InvestorPortal.

g) Further explanations regarding shareholder rights

Further explanations relating to shareholder rights under sec. 122 (2), secs. 118a (1) sentence 2 no. 3, 126 (1), 127, 131 (1) AktG, secs. 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG, secs. 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG, and secs. 118a (1) sentence 2 no. 4, 131 AktG can be found on the Company's website at gea.com/agm.

8. Additional information on voting as defined in Table 3 of the Implementing Regulation (EU) 2018/1212

No proposal for a resolution is submitted under agenda item 1 and, therefore, no vote will be held (for explanations see agenda item 1 above). The proposed votes on agenda items 2 and 4 to 11 are binding, while the planned vote on agenda item 3 is recommendatory in nature within the meaning of Table 3 Implementing Regulation (EU) 2018/1212.

Shareholders may vote "yes" (in favor), "no" (against) or abstain from voting (abstention) at all ballots cast.

9. UTC times

All times are given in Central European Summer Time (CEST), which is the standard time in Germany. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

10. Data privacy information for shareholders

In its capacity as data controller, GEA Group Aktiengesellschaft processes personal data of the shareholders (first and last name, address, email address, number of shares, type of share ownership and registration confirmation number) as well as personal data of the proxies, as the case may be, pursuant to the applicable data protection regulations. As a rule, the Company receives the personal data of the shareholders via the registration office of the credit institution the shareholders have entrusted with holding their shares in safe custody (so-called custodian bank).

Processing of personal data is absolutely imperative for virtual participation in the Annual General Meeting. The legal basis for processing this data is Art. 6 (1) sentence 1 c) GDPR in conjunction with secs. 67e (1), 118 ff. AktG. The Company broadcasts the Annual General Meeting on the Internet and enables the shareholders to exercise their rights via the InvestorPortal. In this context, the personal data of shareholders may be processed. The legal basis for processing this data is Art. 6 (1) sentence 1 c), f) GDPR in conjunction with secs. 67e (1), 118 ff. AktG.

For the purpose of conducting the virtual Annual General Meeting, the collected personal data will be transmitted to Computershare Deutschland GmbH & Co. KG, Eisenheimerstr. 61, 80687 München.

The service providers commissioned by the Company for the purpose of conducting the Annual General Meeting will process shareholders' personal data exclusively as instructed by the Company and solely to the extent to which this is necessary for performing the commissioned service. All employees of GEA Group Aktiengesellschaft and its affiliated companies and the employees of the commissioned service providers, who have access to and/or process shareholders' personal data, are required to treat such data confidentially. Apart from that, the personal data of shareholders and/or proxies can be viewed by other shareholders and/or proxies as defined in the relevant statutory provisions (in particular the attendance list pursuant to sec. 129 AktG).

The Company will delete the shareholders' personal data in accordance with the statutory regulations, in particular if and when the personal data is no longer required for the original purpose of data collection or processing, if the data is no longer required in connection with potential administrative or legal proceedings, and provided that there is no legal obligation to retain such data.

Provided that the legal requirements are met, with the latter having to be verified on a case-by-case basis, shareholders have the right to access their processed personal data and to request that their personal data be rectified or deleted or that processing be restricted.

Shareholders may assert these rights free of charge via the following contact details:

GEA Group Aktiengesellschaft
– Data Protection Officer –
Peter-Müller-Straße 12
40468 Düsseldorf
Fax: +49 211 9136 3 3333
Email: boris.schmidt-rathmann@gea.com

Moreover, shareholders also have the right to lodge a complaint with a data protection supervisory authority.

For comments and queries regarding the processing of personal data, shareholders may contact the Data Protection Officer of GEA Group Aktiengesellschaft at:

GEA Group Aktiengesellschaft
– Data Protection Officer –
Peter-Müller-Straße 12
40468 Düsseldorf
Email: boris.schmidt-rathmann@gea.com

For further information on data protection and other ways of contacting the Data Protection Officer, please see our Privacy Policy available on the *gea.com* website.

11. Publication in the Federal Gazette

The Annual General Meeting to be held on April 27, 2023, was convened in due time by publication of the above agenda in the Federal Gazette.

Düsseldorf, March 2023

The Executive Board

ISIN: DE0006602006
WKN: 660200

**Disclosures in accordance with Section 125 of the German Stock Corporation Act
in conjunction with Commission Implementing Regulation (EU) 2018/1212**

A. Specification of the message

1. Annual General Meeting of GEA Group Aktiengesellschaft 2023
2. Meeting notice

B. Specification of the issuer

3. ISIN: DE0006602006
4. Name of issuer: GEA Group Aktiengesellschaft

C. Specification of the meeting

5. Date of the Meeting: April 27, 2023
6. Time of the Meeting: 10:00 hours CEST (8:00 hours UTC)
7. Type of Meeting: Annual General Meeting without the physical presence of the shareholders or their proxies
8. Location of the General Meeting: *gea.com/agm*

Location of the General Meeting as per the German Stock Corporation Act:
Rheinterrasse Düsseldorf, Joseph-Beuys-Ufer, 40479 Düsseldorf.

9. Record date: 05.04.2023
10. Uniform Resource Locator (URL): *gea.com/agm*

