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REMUNERATION REPORT

EXCERPT FROM THE ANNUAL REPORT 2024

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REMUNERATION REPORT

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 financial year 2024 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 Financial Reporting 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 this 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 group. 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 AktG. The remuneration system for Executive Board members was revised to comply with the requirements of section 87a of the AktG and the recommendations of the German Corporate Governance Code (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 and 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 remuneration system applies consistently to current Executive Board members since January 1, 2022. Details can be found in this section and are available on the gea.com website under “Company > Investors > Corporate Governance > Remuneration”*.

* Unaudited information

Principles of the remuneration system

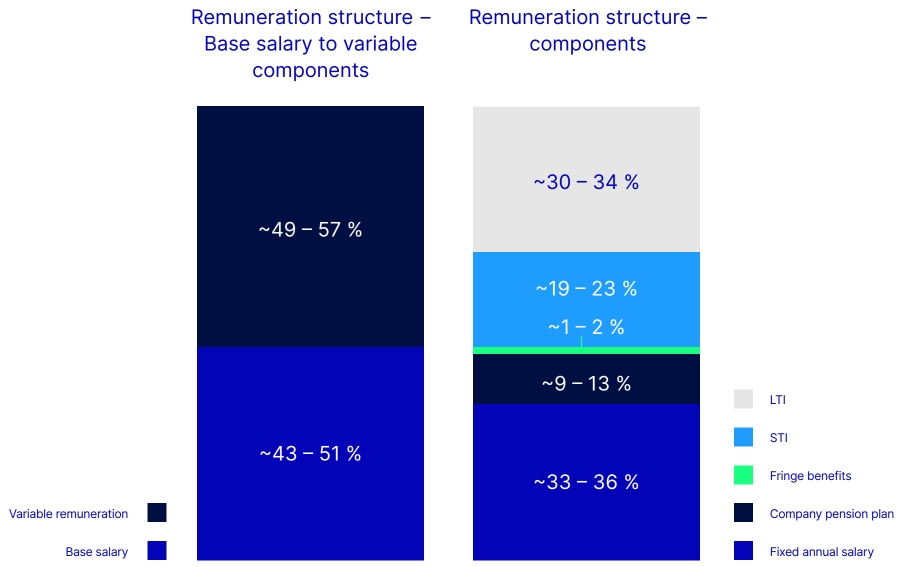
The remuneration system is characterized by the following basic principles:

- **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 predefined 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.
- **Long-term shareholder interests:** Sustainable performance is ensured by the four-year term and the strong share-based component of the LTI as well as the share ownership guidelines.
- **Consideration of remuneration and employment conditions of the employees:** When determining the remuneration of the Executive Board, its appropriateness in comparison to senior management and the workforce as a whole is also examined. In addition, employee satisfaction as an expression of remuneration and employment conditions of the employees influences the amount of the variable remuneration of the Executive Board.
- **Reasonable linkage between senior executive and employee remuneration:** In the case of variable remuneration, care is taken to achieve a consistent steering and incentive effect between the Executive Board, senior executives, 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

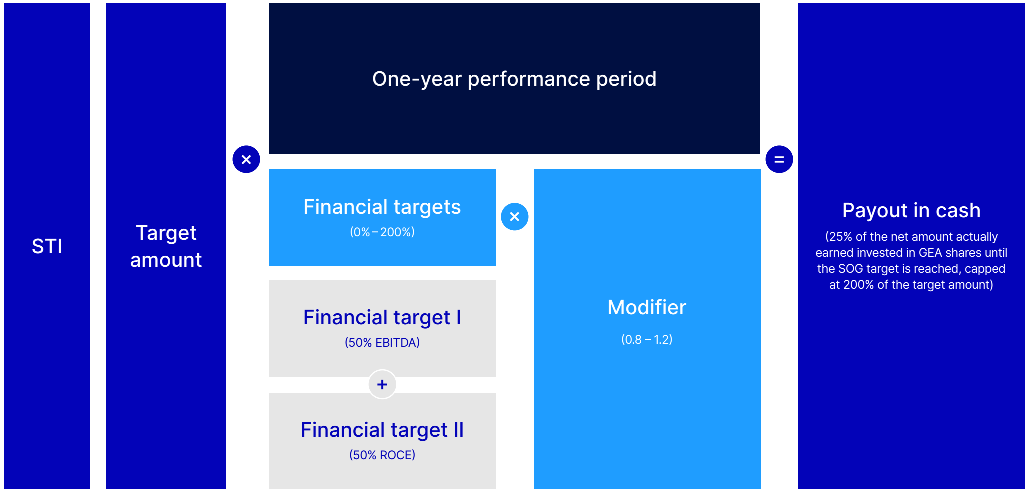
The target total remuneration of the Executive Board members is composed of non-performance-related and performance-related components as follows:

Relative proportion of the components in the total target remuneration



The non-performance-related components comprise a fixed annual salary, a company pension plan (bAV) and fringe benefits. The fixed annual salary accounts for a major part of the non-performance-related remuneration of the members of the Executive Board and is disbursed in twelve equal monthly installments.

The performance-related component consists of STI and the LTI, which are reduced proportionately if the employee joins or leaves during the year. The STI is structured as a target bonus system with a one-year performance period and is intended to motivate the members of the Management Board both to increase the financial value of the Company and to implement the equally weighted operational and strategic targets set by the Supervisory Board each year. The amount paid out results from the achievement of the financial performance criteria EBITDA (earnings before interest, taxes, depreciation and amortization) and ROCE (return on capital employed), each adjusted for restructuring expenses and effects from acquisitions and divestments (so called M&A effects) and a criteria-based modifier, which takes into account the collective and individual performance of the Executive Board and its members. The STI is composed as follows:



The LTI – the second performance-related component – is structured as a Performance Share Plan with a four-year performance period. The amount paid out is based on the relative total shareholder return (TSR) and the achievement of strategic targets set by the Supervisory Board (usually ESG targets) and the performance of the company's share price. The LTI is intended to motivate the Management Board to consider the long-term development and increase in value of the company in the current financial year. 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.

At the Annual General Meeting of April 27, 2023, the remuneration of Supervisory Board members was increased retroactively to January 1, 2023, and an amended version of section 15 of the Articles of Association was adopted by a majority of 99.57 percent.

Pursuant to section 15(1) of the Articles of Association, each Supervisory Board member receives fixed annual remuneration of EUR 70 thousand payable after the end of each financial 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 and Cybersecurity Committee each receive an additional EUR 45 thousand and members of the Innovation and Product Sustainability Committee an additional EUR 35 thousand. The chairs of the committees receive 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-rated amount of remuneration for the duration of their membership. After the end of the financial 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 and Cybersecurity Committee or the Innovation and Product Sustainability Committee that they attend. In financial year 2024, the Supervisory Board held eight meetings, the Presiding and Sustainability Committee met six times, the Audit and Cybersecurity Committee convened on four occasions, the Innovation and Product Sustainability Committee met twice while the Nomination Committee held one meeting.

In financial year 2023, the Supervisory Board issued a recommendation for the first time that Supervisory Board members commit voluntarily to purchase GEA shares. The majority of Supervisory Board members have voluntarily committed, with effect from financial year 2023, each to use 25 percent of their undisbursed gross remuneration (excluding attendance fees) to acquire GEA shares and to hold them until they leave the Supervisory Board. This purchase obligation applies until a total volume equivalent to a full gross remuneration of the respective Supervisory Board member is reached.

Overview of the past financial year

Personnel

There has been no change in composition of the Executive Board compared with the previous year. By resolution of April 30, 2024, the Supervisory Board extended the appointment of Bernd Brinker until June 30, 2027.

In financial year 2024, there were personnel changes on the company's Supervisory Board, which comprises twelve members. Andreas Renschler's position as shareholder representative on the Supervisory Board was confirmed by his election at the Annual General Meeting on April 30, 2024. Furthermore, Dr. Jens Riedl has resigned from his mandate as a member of the Supervisory Board with effect from the end of the 2024 Annual General Meeting. In his place, Prof. Dr. Axel Stepken was appointed to the Supervisory Board as a shareholder representative with effect from May 1, 2024.

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 30, 2024, the Annual General Meeting approved last year's remuneration report by a majority of 91.60 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, nor its implementation or the manner in which it is reported.

Remuneration of the members of the Executive Board

Remuneration awarded or due in 2024 (and 2023)

Within the meaning of section 162(1) sentence 2 no. 1 of the AktG, remuneration is deemed to have been granted in the financial year in which the (one- or multi-year) activity on which the remuneration is based has been performed in full (vesting period-based perspective). 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. The amounts attributable to the LTI and the STI are therefore reported in the financial year in which the underlying vesting period ends.

In the past financial year, the vesting period of the 2024 tranche of the LTI ended, which was thus fully earned in financial year 2024. The LTI is paid out in March of the financial year after the end of the four-year performance period, following a resolution of the Supervisory Board confirming that the applicable targets were met. Discrepancies between the amount expected 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 (2021 tranche). For all subsequent tranches, discrepancies between the amount expected at the time of full vesting and the actual payout amount will be disclosed after the end of the performance period in the financial year on which the performance period ends.

<u>Total target remuneration and remuneration awarded or due</u>

The following tables show – in each case for the reporting period and the prior year, each in individualized form and 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 as well as the granted and owed remuneration of the current and former Executive Board members.

Target total remuneration of the current Executive Board members:

(in EUR)			Base salary			Variable components		Target total remuneration
	Date joined/ appointed until	Current position	Fixed annual salary	Fringe benefits[2]	Company pension plan	STI	LTI	
Executive Board members								
Stefan Klebert	Nov. 15, 2018/ Dec. 31, 2026	CEO	1,440,000	28,250	400,000	864,000	1,296,000	**4,028,250**
Previous year			1,440,000	25,511	400,000	864,000	1,296,000	**4,025,511**
Bernd Brinker[1]	Oct. 16, 2023/ Jun. 30, 2027	CFO	816,000	28,934	250,000	490,000	734,000	**2,318,934**
Previous year			790,000	27,931	250,000	460,000	688,000	**2,215,931**
Johannes Giloth	Jan. 20, 2020/ Jan. 19, 2028	COO	720,000	32,885	200,000	432,000	648,000	**2,032,885**
Previous year			720,000	32,010	200,000	432,000	648,000	**2,032,010**
Total			**2,976,000**	**90,069**	**850,000**	**1,786,000**	**2,678,000**	**8,380,069**
Previous year			**2,950,000**	**85,452**	**850,000**	**1,756,000**	**2,632,000**	**8,273,452**

1) Target total remuneration for a full financial year.
2) 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.

Base salary and variable components of the remuneration awarded or due for the Executive Board members in financial year 2024:

(in EUR)			Base salary			Variable components				Total
	Date joined/ Appointed until	Current position	Fixed annual salary	Fringe benefits[1]	Pro-rata fixed remuneration components	STI	LTI tranche[2] (awarded remuneration)	LTI tranche[3] (remuneration due)	Pro-rata variable fixed remuneration components	
Current Executive Board members										
Stefan Klebert	Nov. 15, 2018/ Dec. 31, 2026	CEO	1,440,000	28,250	29%	1,643,587	1,961,349	26,336	71%	**5,099,522**
Previous year			1,440,000	25,511	30%	1,553,645	1,242,536	668,563	70%	**4,930,255**
Bernd Brinker	Oct. 16, 2023/ Jun 30, 2027	CFO	795,417	28,934	30%	887,098	1,055,871	–	70%	**2,767,320**
Previous year			167,575	5,924	36%	174,499	139,156	–	64%	**487,154**
Johannes Giloth	Jan. 20, 2020/ Jan. 19, 2028	COO	720,000	32,884	29%	821,794	980,674	13,168	71%	**2,568,520**
Previous year			720,000	32,010	30%	776,822	621,286	316,881	70%	**2,466,999**
Total			**2,955,417**	**90,068**	**29%**	**3,352,479**	**3,997,894**	**39,504**	**71%**	**10,435,362**
Previous year			**2,327,575**	**63,445**	**30%**	**2,504,966**	**2,002,978**	**985,444**	**70%**	**7,884,408**

1) The fringe benefits mainly comprise the value of the use of a company car and accident insurance premiums.
2) The 2024 tranche of the LTI was fully vested as at 31 December 2024.
3) 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 2021 LTI tranche or the 2020 LTI tranche is deemed to be the remuneration due in the financial year.

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	Base salary[1]	Fringe benefits	Pro-rata fixed remuneration components	STI	LTI tranche[2] (awarded remuneration)	LTI tranche[3] (remuneration due)	Pro-rata variable remuneration components	
Former Executive Board members										
Marcus A. Ketter	May 5, 2019/ Aug. 6, 2023	Ordinary Executive Board member	–	–	–	–	–	–	–	**–**
Previous year			487,826	9,758	73%	–	180,010	–	27%	**677,594**
Steffen Bersch	Jan. 1, 2016/ Feb. 29, 2020	Ordinary Executive Board member	–	–	–	–	–	–	–	**–**
Previous year			–	–	–	–	–	54,034	100%	**54,034**
Dr. Helmut Schmale	Apr. 22, 2009/ May 17, 2019	Ordinary Executive Board member	241,066	–	100%	–	–	–	–	**241,066**
Previous year			226,141	–	100%	–	–	–	–	**226,141**
Other previous members and surviving dependents[4]			4,973,811	–	100%	–	–	–	–	**4,973,811**
Previous year			7,038,587	–	93%	523,843	–	–	7%	**7,562,430**
Total			**5,214,877**	**–**	**100%**	**–**	**–**	**–**	**9%**	**5,214,877**
Previous year			**7,752,554**	**9,758**	**91%**	**523,843**	**180,010**	**54,034**	**22%**	**8,520,199**

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 2023 and 2024.
2) The 2024 tranche of the LTI was fully vested as at 31 December 2024.
3) 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 2021 LTI tranche or the 2020 LTI tranche is deemed to be the remuneration due in the financial year.
4) Individualized disclosure of the remuneration of former Executive Board members, who left the company more than ten years ago and of surviving dependents is omitted.

The total remuneration of the current and former Executive Board members for financial year 2024 is in line with the remuneration system applicable in the reporting period and the 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 in previous financial years, the company did not grant any loans to members of the Executive Board in financial year 2024. In addition, there are no known circumstances that would allow variable remuneration components to be reclaimed via clawback in the reporting period.

As shown in the following section and in the section “Disclosures on share-based remuneration 2021 to 2024”, the actual target achievement of the individual variable remuneration components or the target achievement expected based on the ratios as of December 31, 2024, was determined on the basis of the key performance indicators defined in the remuneration system and the target achievement curves defined in accordance with the remuneration system.

Target achievement and modifier multiplier applicable to the 2024 STI

In financial year 2024 EBITDA before restructuring expenses and adjusted for M&A effects, which is additionally adjusted by resolution of the Supervisory Board for special effects from the special bonus granted to employees, totaled EUR 869.4 million, which corresponds to a target achievement of 161.7 percent (previous year: 113.5 percent). ROCE in financial year 2024, adjusted for restructuring measures, M&A effects and special effects from the special bonus granted to employees, amounted to 35.6 percent (previous year: 32.7 percent), equivalent to a target achievement of 174.0 percent (previous year: 186.2 percent). For the STI 2024, this results in a overall target achievement of 167.9 percent (previous year: 149.9 percent), which corresponds to the arithmetic mean of the target achievement of the above key performance indicators.

⇥For the purpose of the 2024 STI, the Supervisory Board has set the modifier at 1.13 (previous year: 1.2) for the members of the Executive Board, resulting in an overall target achievement of 190.2 percent (previous year: 179.8 percent). 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 assessment by the Supervisory Board of the modifier applicable to the 2024 STI was based on the following collective targets and assessment criteria:

Modifier targets and assessment criteria applicable to the 2024 STI (range: 0.8–1.2)
Improvement of occupational safety
Limited discretionary assessment by the Supervisory Board, taking into account the key performance indicators “Lost Time Injury Frequency Rate“ (LTIFR) and “Pro-Active Incident Rate” (PAIR) defined in advance by the Supervisory Board. Target achievement determined: 1.2 (weighting 1/3).
Increase in employee retention
Limited discretionary assessment by the Supervisory Board, taking into account the key performance indicators “voluntary fluctuation of core staff” and “voluntary fluctuation of core staff in the first 12 months” defined in advance by the Supervisory Board. Target achievement determined: 1.0 (weighting 1/3).
Cash-Conversion-Rate (CCR)
Assessment by the Supervisory Board, taking into account the target achievement curve defined in advance by the Supervisory Board. Target achievement determined: 1.2 (weighting 1/3).

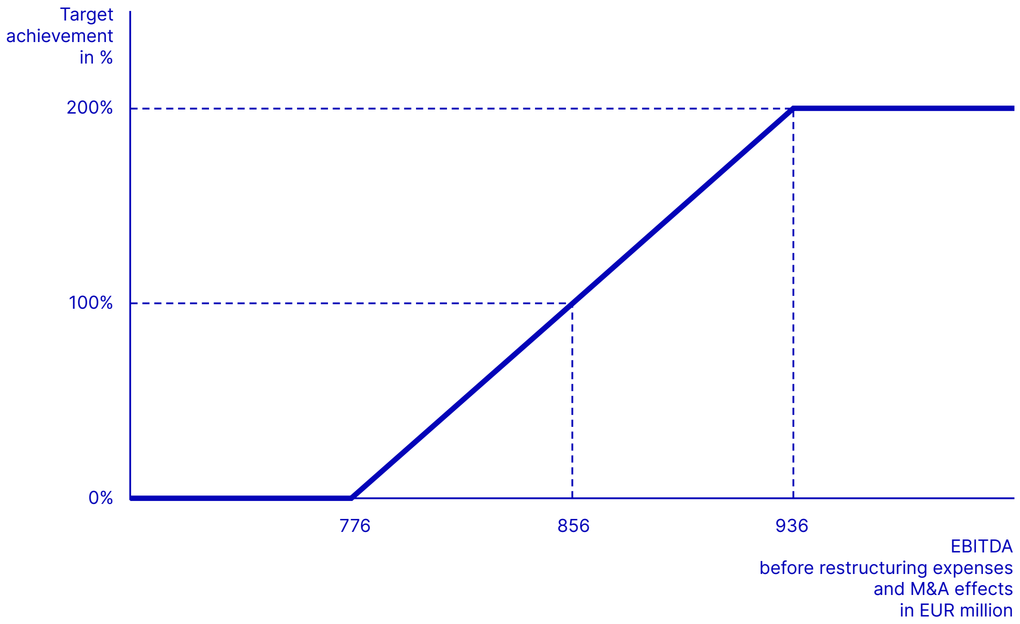
Calibration of financial performance targets and modifier criteria in relation to the 2025 STI

For the 2025 STI, the Supervisory Board has calibrated the following financial performance targets:

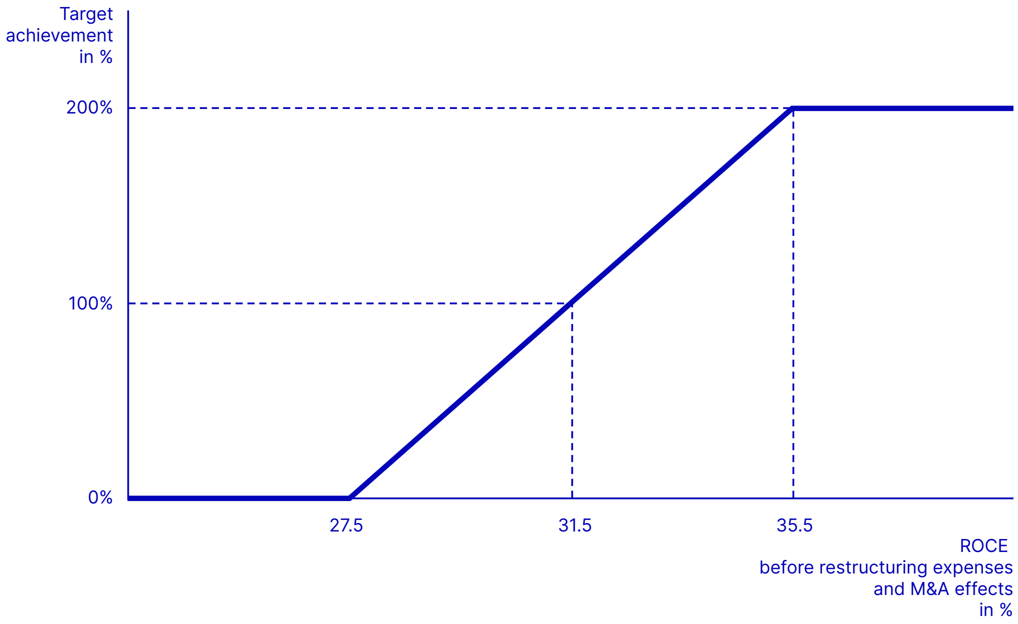
For the key performance indicator EBITDA before restructuring expenses and M&A effects, 100 percent of the target is achieved if EBITDA before restructuring expenses and M&A effects in financial year 2025 amounts to EUR 856 million. The target achievement corridor ranges from EUR 776 million, which would correspond to a target achievement of 0 percent, to EUR 936 million, which would correspond to a target achievement of 200 percent. Linear interpolation is performed between these values.

A target achievement of 100 percent should be given for the key performance indicator ROCE before restructuring expenses and M&A effects in financial year 2025, if a ROCE before restructuring expenses and M&A effects of 31.5 percent is achieved. Here, the target achievement corridor ranges from 27.5 percent (where target achievement corresponds to 0 percent) to 35.5 percent (where target achievement corresponds to 200 percent). Linear interpolation is performed between these values.

Target achievement curve EBITDA before restructuring expenses and M&A effects



Target achievement curve ROCE before restructuring expenses and M&A effects



The Supervisory Board defined the following modifier targets and assessment criteria for the 2025 STI, which apply equally to all Executive Board members, based on the strategic targets:

Modifier targets and assessment criteria applicable to the 2025 STI (range: 0.8–1.2)
Improvement of occupational safety
Limited discretionary assessment by the Supervisory Board, taking into account certain key figures on accident frequency defined in advance by the Supervisory Board
Transform 360
Limited discretionary assessment by the Supervisory Board, taking into account the sales volume covered in accordance with the Roadmap 2025 for S/4 Hana
Cash-Conversion-Rate (CCR)
Assessment by the Supervisory Board, taking into account a target achievement curve defined in advance by the Supervisory Board

Disclosures relating to share-based remuneration for the period 2021 to 2024

⇥Starting from financial 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 committed in financial year 2024 will be vested in financial year 2024, measured over a four-year period from 2024–2027 and paid out in financial year 2028. At the end of the four-year performance period, the payout is calculated as the arithmetic mean of the annual target achievements (lock-in mechanism) of the four financial years multiplied by the number of awarded performance shares and the dividend adjusted arithmetic mean of the share price of GEA share over the last three months before the end of the performance period, limited to a maximum of 200 percent. For the 2024 tranche, the preliminary target achievement is 178 percent, which is made up of a target achievement of the relative TSR, weighted at 60 percent, of 200 percent and target achievement of the strategic goals (Scopes 1 to 3 and sustainable product innovation), weighted at 40 percent, of 145 percent. The number of performance shares for the 2022, 2023 and 2024 tranches which can already be determined on the basis of annual target achievement is shown in the following table. A quarter of the allocated performance shares is fixed for each year and shown here in stages.⇤

	Tranche 2024	Tranche 2023		Tranche 2022		
	2024[1]	2024[1]	2023[1]	2024[1]	2023[1]	2022[2]
Target Achievement	178%	177%	80%	177%	80%	180%
Stefan Klebert	16,918	15,354	6,940	13,111	5,926	13,319
Bernd Brinker	9,107	1,720	777	-	-	-
Johannes Giloth	8,459	7,677	3,470	6,556	2,963	6,659

1) The target achievement shown is based on the targets of the respective tranches.
2) Prior year's figure adjusted due to corrected TSR performance.

Strategic targets and calibration of LTI 2024

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 80 percent by 2030 (from base year 2019)
- 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).
- Target achievement determined: 200% (weighting 10 percent).

Reduction of Scope 3 greenhouse gas emissions*

- This target concerns the achievement of defined targets for reducing Scope 3 greenhouse gas emissions, comprising indirect emissions generated in the company's value chain, including upstream and downstream emissions.
- Target attainment is assessed based on the linear annual reduction target for Scope 3 – amounting to a total reduction of 27.5 percent by 2030 (from base year 2019)
- 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).
- Target achievement determined: 200% (weighting 10 percent).

Sustainable product innovation

- This target concerns the achievement of a defined level of annual sales volume from products that are no more than 5 years old.
- Target achievement determined: 90% (weighting 20 percent).

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

The calculation of the 2021 tranche, the performance period of which ended in the December of 2023, and which was paid out in the financial year 2024, is based on the old remuneration system of the Executive Board from 2019. For this 2021 tranche, the key targets were EPS growth and TSR, which were measured over a three-year period and weighted at 50 percent each. The final target achievement was 200 percent for EPS growth and 182 percent for the relative TSR. The target achievement corridor for EPS growth ranged from a

Compound Annual Growth Rate (CAGR) of 8.0 percent during the performance period, which would correspond to a target achievement of 0 percent, to a CAGR of 18.0 percent for the period 2021 to 2023, which would correspond to a target achievement of 200 percent. Linear interpolation was performed between these values, whereby a value of 13.0 percent equates to a target achievement of 100 percent. To determine the achievement of the TSR targets, the TSR performance of GEA in the three-year performance period is compared to the TSR performance of the STOXX Europe TMI Industrial Engineering companies. 100 percent target achievement is achieved if the TSR performance of GEA corresponds to the median of the peer group. With a TSR performance at or above the 75th percentile within the peer group, the degree of target achievement is 200 percent and at or below the 25th percentile the target achievement is 0 percent. The achievement of goals is linearly interpolated between these values.

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

	Performance shares issued at the start of the vesting period (in number of shares)	Grant amount (in EUR)	Fair value as of December 31, 2024 (in EUR)	Fair value as of December 31, 2023 (in EUR)
Stefan Klebert				
2022 tranche	29,630	1,296,000	2,028,174	1,254,356
2023 tranche	34,699	1,296,000	1,963,269	1,242,536
2024 tranche	38,017	1,296,000	1,961,349	–
Bernd Brinker	–	–	–	–
2022 tranche	–	–	–	–
Tranche 2023[1]	3,886	145,140	219,874	139,156
Tranche 2024[2]	20,466	697,704	1,055,871	–
Johannes Giloth	–	–	–	–
2022 tranche	14,815	648,000	1,014,087	627,178
2023 tranche	17,350	648,000	981,663	621,286
2024 tranche	19,009	648,000	980,674	–
Total Tranche 2022	**44,445**	**1,944,000**	**3,042,261**	**1,881,534**
Total Tranche 2023	**55,935**	**2,089,140**	**3,164,806**	**2,002,978**
Total Tranche 2024	**77,492**	**2,641,704**	**3,997,894**	**–**

1) Due to Bernd Brinker joining on 16 October 2023, the 2023 tranche of the performance share plan was reduced pro rata.
2) The amount was adjusted pro rata temporis due to the increase in the number of performance shares issued following the extension of Bernd Brinker's contract as of April 30, 2024.

Grants, specifications, and calibrations of strategic goals under the 2025 tranche

Based on a contractually agreed allotment and the arithmetic mean of the closing prices of the GEA shares over the last three months prior to the start of the performance period on January 1, 2025, of EUR 46.64, the Executive Board members were granted the following number of performance shares under the tranche of the LTI granted for the financial year 2025 (2025 tranche):

Participants Tranche 2025	**Contractual target value (in EUR)**	Number of performance shares granted
Stefan Klebert	1,296,000	27,764
Bernd Brinker	734,000	15,724
Johannes Giloth	648,000	13,882
Total	**2,678,000**	**57,370**

The Supervisory Board has set and calibrated the following strategic targets, with a weighting of 40 percent within the LTI, for the 2025 tranche of the LTI:

⇥Strategic targets and calibration of LTI 2025

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 minus 60 percent by 2026 and minus 80 percent by 2030 (from base year 2019)
- 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).
- The target is weighted with 10 percent of LTI.

Reduction of Scope 3 greenhouse gas emissions*

- This target concerns the achievement of defined targets for reducing Scope 3 greenhouse gas emissions, comprising indirect emissions generated in the company's value chain, including upstream and downstream emissions.
- Target attainment is assessed based on the linear annual reduction target for Scope 3 – amounting to a total reduction of 27.5 percent by 2030 (from base year 2019)
- 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).
- The target is weighted with 10 percent of LTI.

Vitality index

- This target is aimed at securing the sustainable business growth of GEA through continuous innovation, a strong innovation pipeline and the ability to turn innovative ideas into profitable sales.
  Target attainment is assessed on the basis of a 30% increase in the percentage of revenue from products that are less than five years old by 2030.
- The target is weighted with 20 percent of LTI.

*) 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 2025 LTI are, first, the reduction of greenhouse gas (GHG) emissions in Scopes 1 and 2 as well as in Scope 3 and, second, sustainable product innovations (vitality index). The strategic goals thus support the own target of GEA established as part of its climate change policy to reduce the GHG emissions along the entire value chain to net zero by 2040. In addition to the net-zero target for 2040, the interim targets for reducing GHG emissions by 2030 from Scopes 1 and 2 as well as in Scope 3 have been validated by the SBTi and are therefore compliant with the 1.5° target of the Paris Climate Agreement. These interim targets are the basis for assessing target achievement. The climate change policy of GEA is a building block of a comprehensive ESG strategy, which is the basis of the Mission 30 corporate strategy of GEA. As part of Mission 30, increasing sustainable product innovations plays an important role. In this respect, three targets that will have a lasting impact on the future of GEA and the environment are part of the Executive Board's LTI. ⇤

The principles set out in the remuneration system apply to the calibration of the performance criterion relative TSR (TSR performance of GEA is set in relation to the performance of the companies in the DAX 50 ESG), which is weighted at 60 percent, (see on the website www.gea.com under "Company > Investors > Corporate Governance > Remuneration"*).

* Unaudited information

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 term. 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 Bernd Brinker 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	Number	Value in EUR as of 12/31/2024
Stefan Klebert	150	2,160,000	100,000[1]	4,782,000
Bernd Brinker	100	816,000	19,000[2]	908,580
Johannes Giloth	100	720,000	29,157[3]	1,394,288

1) Thereof, 59,999 shares were contributed under the SOG.
2) Thereof, 18,500 shares were contributed under the SOG.
3) Thereof, 20,157 shares were contributed under the SOG.

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

Under the remuneration system, a maximum remuneration of EUR 6.2 million is planned for the CEO 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 financial 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 financial year 2024.

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 3,511,837 for Stefan Klebert, EUR 1,961,449 for Bernd Brinker, and EUR 1,774,678 for Johannes Giloth. Compliance with maximum remuneration limits for current Executive Board members for financial year 2024 may only be conclusively assessed after the end of the performance period of the 2024 LTI tranche in 2027. 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 financial year 2024 will be observed.

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 AktG, 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 financial 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).

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, the earnings performance, and the average remuneration of employees on a full-time equivalent basis of GEA.

The remuneration of individual Executive Board members included in the table corresponds to the total remuneration awarded and due in the financial year as presented above. The performance is determined on the basis of EBITDA before restructuring expenses, ROCE, and revenue of the GEA Group, and additionally on the basis of GEA Group Aktiengesellschaft's net income for the financial year. EBITDA before restructuring expenses, ROCE and revenue are the group's remuneration-relevant performance indicators. EBITDA before restructuring expenses and ROCE comprise the basis of the financial targets for the Executive Board's one-year variable remuneration. 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 2020–2024 approx. 500), which form a joint operation, and the employees of GEA Group companies in Germany (number of employees in 2020–2024 6,700-6,800).

Year-on-year change in %	2024	2023	2022	2021
Remuneration of current Executive Board members				
Stefan Klebert	3.4	8.6	-5.1	17.2
Bernd Brinker	468.1	–	–	–
Johannes Giloth	4.1	8.9	-6.3	23.4
Remuneration of former Executive Board members	–	–	–	
Marcus A. Ketter	-100.0	-73.7[1]	-5.5	17.1
Steffen Bersch	-100.0	148.4	–	-100.0[2]
Martine Snels	–	-100.0	-119.1	-63.9
Niels Erik Olsen	–	–	-100.0	-91.5
Jürg Oleas	–	–	–	-100.0
Dr. Helmut Schmale	6.6	0.6	12.3	0.8
Other former members and surviving dependents[3]	-29.3	47.9[4]	6.1	0.8
Earnings indicators	–		–	
EBITDA before restructuring measures GEA Group	8.1	8.7	14.0	17.3
ROCE GEA Group	112 bp	93 bp	391.0	–
Revenue GEA Group	0.9	4.0	9.8	1.5
Net income for the financial year GEA Group AG	-44.3	290.3	-10.6	70.7
Employee remuneration	–		–	
Employees of GEA Group Aktiengesellschaft and GEA Group Services GmbH	5.2	4.4	-0.2	13.6
Employees of GEA Group in Germany	2.2	6.6	0.8	5.4

1) The change compared to previous year is due to Marcus A. Ketter's departure from the Executive Board as of August 6, 2023. Previous year's figures adjusted.
2) The change compared to previous year is due to Steffen Bersch's departure from the Executive Board as of February 29, 2020.
3) Individualized disclosure for former Executive Board members who left the company more than ten years ago and surviving dependents is omitted.
4) The increase is due in particular to one-off payments in connection with the death of Marcus A. Ketter. Previous year's figures adjusted.

In financial year 2024 the ratio of the CEO's remuneration to the average remuneration of all GEA Group employees in Germany was 68.6 (previous year: 67.9). The ratio to the average remuneration of all employees of GEA Group Aktiengesellschaft and GEA Group Services GmbH was 33.3 (previous year: 33.9). To determine this ratio, the average remuneration awarded and due to all employees of GEA Group Aktiengesellschaft and the GEA Group Service GmbH as well as the GEA Group in Germany in the financial year is calculated as a proportion of the remuneration awarded and due to the CEO for the respective financial year (see section "Remuneration of the members of the Executive Board", subsection "Remuneration awarded or due 2024 (and 2023)").

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 gross monthly pension contributions amount to EUR 33,333 for Stefan Klebert, EUR 20,833 for Bernd Brinker, and EUR 16,666 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. In other words, at least the aggregate amount of the company-funded pension contributions and the deferred contributions is 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, Bernd Brinker, and Johannes Giloth.

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 in accordance with IFRS for the active members of the Executive Board at the end of financial year 2024 are set out in detail in the table below.

(in EUR)	Pension obligation* as of 12/31/2024	Service cost in financial year 2024
Stefan Klebert	2,912,224	400,000
Bernd Brinker	411,699	136,364
Johannes Giloth	1,769,353	200,000
Total	**5,093,276**	**736,364**

*) Pension obligation before plan assets.

Benefits in the event of premature departure from the Executive Board

Pursuant to section 84(3) of the AktG, the system stipulates that, if the appointment of an Executive Board member is revoked for good cause with legal effect or if an Executive Board member validly resigns from office, the Executive Board member's service agreement will – as a rule – end when the statutory notice period expires 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 the appointment, an Executive Board member will first 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 financial year in which the employment relationship ends is reduced pro rata temporis if the employee leaves the company during the year. For the tranches allocated from financial year 2022 onward, the target achievement for the LTI performance criteria is calculated and fixed for financial years prior to the termination of the employment relationship based on the actually achieved earnings; for financial years after the termination of the employment relationship, it 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 an 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 financial years, as the case may be. Furthermore, 100 percent of the annual pension contribution to the company pension scheme and compensation for the loss of private use of the company car are considered for the calculation of the severance payments.

If the service agreement is terminated in the course of a financial 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 an appointment on grounds that would have given the company good cause for extraordinary termination under section 626(1) of the BGB, the right to the STI lapses for such financial year along with claims to the LTI for the respective performance period in which the appointment ends without right to remuneration therefore. Similarly, entitlement to severance payments 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 permanent incapacity to work or death of the Executive Board member. The payout amount corresponds to the cumulative allocation of all outstanding tranches, with the allocation reduced on a pro rata basis temporis for the financial 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 employment contracts concluded with 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.

The section “Remuneration of the members of the Executive Board” includes disclosures marked with “⇥ and ⇤”, which also addresses the disclosure requirements of the ESRS 2 GOV-3 of the ESRS.

Remuneration of the members of the Supervisory Board

Remuneration awarded or due in 2024 (and 2023)

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 and Cybersecurity Committee and the Innovation and Product Sustainability Committee in 2024 compared with the previous year:

(in EUR)	Remuneration Supervisory Board	Remuneration Presiding and Sustainability Committee	Remuneration Audit and Cybersecurity Committee	Remuneration Innovation and Product Sustainability Committee	Pro-rata fixed remuneration components	Attendance fee	Share of attendance fee	**Total**
Nancy Böhning	70,000	–	–	–	90%	8,000	10%	**78,000**
Previous year	70,000	–	–	–	90%	8,000	10%	**78,000**
Claudia Claas	70,000	–	45,000	–	92%	10,000	8%	**125,000**
Previous year	70,000	–	45,000	–	91%	12,000	9%	**127,000**
Roger Falk	70,000	45,000	–	35,000	90%	16,000	10%	**166,000**
Previous year	70,000	45,000	–	35,000	90%	16,000	10%	**166,000**
Prof. Dr. Jürgen Fleischer	70,000	–	–	70,000	93%	10,000	7%	**150,000**
Previous year	70,000	–	–	70,000	93%	10,000	7%	**150,000**
Rainer Gröbel	105,000	45,000	–	–	91%	14,000	9%	**164,000**
Previous year	105,000	45,000	–	–	91%	14,000	9%	**164,000**
Jörg Kampmeyer	–	–	–	–	–	–	–	**–**
Previous year	46,603	–	–	23,301	95%	4,000	5%	**73,904**
Michael Kämpfert	70,000	–	–	–	90%	8,000	10%	**78,000**
Previous year	70,000	–	–	–	90%	8,000	10%	**78,000**
Prof. Dieter Kempf	175,000	90,000	45,000	–	95%	17,000	5%	**327,000**
Previous year	175,000	90,000	45,000	–	95%	18,000	5%	**328,000**

(in EUR)	Remuneration Supervisory Board	Remuneration Presiding and Sustainability Committee	Remuneration Audit and Cybersecurity Committee	Remuneration Innovation and Product Sustainability Committee	Pro-rata fixed remuneration components	Attendance fee	Share of attendance fee	**Total**
Prof. Dr. Annette Köhler	70,000	–	90,000	–	93%	12,000	7%	**172,000**
Previous year	70,000	–	90,000	–	93%	12,000	7%	**172,000**
Brigitte Krönchen	70,000	–	45,000	35,000	91%	14,000	9%	**164,000**
Previous year	70,000	–	45,000	35,000	91%	14,000	9%	**164,000**
Holly Lei	70,000	–	–	–	90%	8,000	10%	**78,000**
Previous year	70,000	–	–	–	91%	7,000	9%	**77,000**
Andreas Renschler	70,000	–	–	35,000	91%	10,000	9%	**115,000**
Previous year	23,397	–	–	11,699	90%	4,000	10%	**39,096**
Dr. Jens Riedl	23,142	14,877	–	–	86%	6,000	14%	**44,019**
Previous year	70,000	45,000	–	–	91%	12,000	9%	**127,000**
Prof. Dr.-Ing. Axel Stepken	46,858	30,123	–	–	91%	8,000	9%	**84,981**
Previous year	–	–	–	–	–	–	–	**–**
Total	**980,000**	**225,000**	**225,000**	**175,000**	**92%**	**141,000**	**8%**	**1,746,000**
Previous year	**980,000**	**225,000**	**225,000**	**175,000**	**92%**	**139,000**	**8%**	**1,744,000**

Some members of the Supervisory Board transfer their remuneration to the Hans Böckler Foundation.

The number of GEA shares acquired by the members of the Supervisory Board as of December 31, 2024, as part of a voluntary commitment is shown in the following table:

	Shares held	
	Number	Value in EUR as of 12/31/2024
Nancy Böhning	–	–
Claudia Claas	–	–
Roger Falk	660	31,561
Prof. Dr. Jürgen Fleischer	979	46,816
Rainer Gröbel	800	38,256
Michael Kämpfert	489	23,384
Prof. Dieter Kempf	2,169	103,722
Prof. Dr. Annette Köhler	1,119	53,511
Brigitte Krönchen	–	–
Holly Lei	–	–
Andreas Renschler	245	11,716
Prof. Dr.-Ing. Axel Stepken	450	21,519

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 the GEA Group, and additionally on the basis of GEA Group Aktiengesellschaft's net income for the financial 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 the GEA Group Services GmbH (number of employees in 2020–2024 approx. 500), which form a joint operation, and the employees of GEA Group in Germany (number of employees in 2020–2024 approx. 6,700 – 6,800).

Year-on-year change in %	2024	2023	2022	2021
Remuneration of members of the Supervisory Board				
Ahmad M.A. Bastaki	–	–	-100.0	-67.1
Nancy Böhning	–	117.2[2]	–	–
Claudia Claas	-1.6	32.3	47.6[1]	–
Hartmut Eberlein	–	–	–	-100.0
Roger Falk	–	32.8	49.1[1]	–
Prof. Dr. Jürgen Fleischer	–	36.4	91.8[1]	–
Rainer Gröbel	–	33.3	8.1	17.3
Colin Hall	–	-100.0	-66.5	1.0
Klaus Helmrich	–	-100.0	-44.0[1]	–
Michaela Hubert	–	–	-100.0	-66.8
Michael Kämpfert	–	34.5	-16.6	-31.2
Jörg Kampmeyer	-100.0	-13.1[2]	–	–
Prof. Dieter Kempf	-0.3	113.1[2]	–	–
Eva-Maria Kerkemeier	–	–	-100.0	68.2
Prof. Dr. Annette Köhler	–	30.3	0.8	325.0
Brigitte Krönchen	–	32.3	2.5	-4.7

Year-on-year change in %	2024	2023	2022	2021
Holly Lei	1.3	32.8	50.4[1]	–
Kurt-Jürgen Löw	–	–	-100.0	-67.1
Dr. Helmut Perlet	–	–	-100.0	-67.9
Andreas Renschler	194.1	–	–	–
Dr. Jens Riedl	-65.3	96.8[2]	–	–
Prof. Dr. Cara Röhner	–	-100.0	-50.3[1]	–
Jean E. Spence	–	–	-100.0	-68.6
Prof. Dr.-Ing. Axel Stepken	–	–	–	–
Dr. Molly P. Zhang	–	–	-100.0	-1.8
Earnings indicators	**–**	**–**	**–**	
EBITDA before restructuring measures GEA Group	8.1	8.7	14.0	17.3
ROCE GEA Group	112 bp	93 bp	391 bp	1,079 bp
Revenue GEA Group	0.9	4.0	9.8	1.5
Net income for the financial year GEA Group AG	-44.3	290.3	-10.6	70.7
Employee remuneration	**–**	**–**	**–**	
Employees of GEA Group AG and GEA Group Services GmbH	5.2	4.4	-0.2	13.60
Employees of GEA Group in Germany	2.2	6.6	0.8	5.40

1) Joining the Supervisory Board in financial year 2021.
2) Joining the Supervisory Board in financial year 2022.

Düsseldorf, March 5, 2025

Chairman of the Supervisory Board | The Executive Board


Prof. Dieter Kempf


Stefan Klebert


Bernd Brinker


Johannes Giloth

Auditor's Report

To GEA Group Aktiengesellschaft

We have audited the remuneration report of GEA Group AG, Düsseldorf, for the financial year from January 1 to December 31, 2024 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act]. We have not audited dis-closures in the remuneration report marked with "*" that go beyond § 162 AktG.

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of GEA Group AG are responsible for the prepara-tion of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is 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.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclo-sures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements 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 re-muneration 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 stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this 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 the executive directors and the supervisory board, as well as evaluating the overall presentation of the remuneration report including the related disclosures

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

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2024, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG. Our audit opinion on the remuneration report does not cover disclosures marked with "*" in the remuneration report that go beyond § 162 AktG as stated above.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with GEA Group AG. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our audi-tor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Düsseldorf, March 5, 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

sgd. Uwe Rittmann	sgd. Philip Meyer zu Spradow
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

Engineering for a better world.