

CORPORATE GOVERNANCE STATEMENT

EXCERPT FROM THE ANNUAL REPORT 2025



CORPORATE GOVERNANCE STATEMENT

The Corporate Governance Statement is also part of the combined Group Management Report for the GEA Group (in accordance with sections 315 et seq. of the HGB) and of GEA Group Aktiengesellschaft (in accordance with sections 289 et seq. of the HGB). In accordance with section 317(2) sentence 6 of the HGB, the audit of the disclosures required in the Corporate Governance Statement in accordance with sections 289f(2) and (5), 315d of the HGB must be limited to the auditor checking whether such disclosures have been made.

Transparent, responsible corporate management and control aimed at long-term value enhancement is a high priority at GEA. In doing so, the group aligns its actions with the generally accepted principles of corporate governance while implementing the suggestions and recommendations of the German Corporate Governance Code (GCGC) as amended on April 28, 2022 (published in the Federal Gazette on June 27, 2022).

The following declaration of conformity was published on December 12, 2025, on the GEA website under “Declaration of Conformity.”

Declaration of Conformity

Between the issuance of the last Declaration of Compliance on March 5, 2025, GEA Group Aktiengesellschaft fully complied with the recommendations of the German Corporate Governance Code as amended on April 28, 2022 (“GCGC 2022”) and published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette on June 27, 2022.

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

Explanation: GEA Group Aktiengesellschaft voluntarily notes that the early reappointment of CEO Stefan Klebert (whose initial term was set to expire on December 31, 2026) until December 31, 2028, was justified due to special circumstances in the sense of Recommendation B.4 of the German Corporate Governance Code (GCGC). This decision was primarily made to ensure continuity during the transition to the new leadership and organizational structure as well as throughout the upcoming growth phase.

Düsseldorf, December 12, 2025

For the Supervisory Board For the Executive Board

Prof. Dieter Kempf

Stefan Klebert

Alexander
Kocherscheidt

Code of Conduct

Back in 2021, GEA had already begun to reorganize its codes of conduct and associated responsibilities as part of the Mission 26 group strategy adopted at that time and its cross-divisional approach to sustainability. The following codes describe the system of values within which business decisions are made and the policies with which employees and management bodies are to align their actions.

The Code of Conduct of GEA Group Aktiengesellschaft requires that the group's business activities comply with all existing laws and high ethical standards. The Code of Conduct applies to all employees and all bodies of GEA worldwide. It is supplemented by policies and guidelines on individual areas, in particular anti-corruption, anti-trust and competition law, money laundering and conflicts of interest. It is also supplemented by a Code of Conduct for Suppliers and Subcontractors that obliges these groups to comply with a set of key principles regarding their responsibility towards society, the environment and the individuals involved in the production of goods and/or the provision of services.

In addition, the company and the European Works Council have jointly agreed to a Code of Corporate Responsibility. This code sets out the ethical, social and legal standards that are binding on all GEA employees. GEA has further obligations arising from its participation in the “United Nations Global Compact”.

Dr. Nadine Sterley took over as the new member of the Executive Board responsible for People & Sustainability on January 1, 2026. Since then, she has been responsible for the management of sustainability-related practices. All activities and reporting channels that were previously allocated across different departments now converge here. Further details can be found in the “Sustainability Report” chapter. All of the above documents are published on www.gea.com.

Compliance

Compliance in terms of measures designed to ensure adherence to the law as well as internal corporate policies and the group companies' compliance therewith are considered to be a key management and supervisory task at GEA. GEA's group-wide Compliance Organization activities focus on the prevention of corruption and money-laundering, conflicts of interest, antitrust law as well as data protection.

The Chief Compliance Officer coordinates and ensures the implementation of compliance measures, in particular in the aforementioned areas. In this capacity, he reports to both the Executive Board and the Audit and Cybersecurity Committee of the Supervisory Board. Moreover, the GEA-Compliance Organization engages in processing all compliance incidents carrying the risk of criminal proceedings or a fine. The Chief Compliance Officer is assisted by the GEA Compliance Organization and is in regular contact with the Corporate Internal Audit department and other assurance functions. Central legal compliance activities are bundled in the “Compliance & Integrity” and “Digital & Data Law” departments within the group-wide legal department. The divisions also support the compliance activities undertaken at operational level. A Compliance Executive has been appointed for each division and a Compliance Manager and a Data Protection Officer or Coordinator for each operating company. The divisions, regions, companies and central functions are also advised and supported by compliance officers. In addition, further functions for the purpose of counseling and supporting the Chief Compliance Officer are involved as required. The GEA Compliance Management System was reviewed in accordance with the IDW PS 980 by the auditing company KPMG with regard to the effectiveness of the data protection sub-area. The audit was completed in February 2025. Detailed information on the GEA Compliance Organization and its functions can be found in the chapter ESRS G1 “Business Conduct” of the Sustainability Report.

The members of the GEA Compliance Organization regularly discuss the latest developments as well as potential impacts or additions to the compliance program. GEA has had a whistleblowing system in place since December 1, 2014, which has been implemented worldwide. This whistleblower system allows GEA employees and external 3rd parties to report suspected compliance infringements or violations of the Code of Conduct of GEA via an online system. To the extent permitted by law, individuals reporting a violation may remain anonymous. This anonymity is guaranteed by the technical set-up of the whistleblower system. Suspicions can also be reported anonymously by telephone via an external law firm. The GEA Compliance Organization rigorously investigates all suspected cases and involves Internal Audit where necessary. Mandatory face-to-face and web-based training courses on current topics and regulations related to the law, Code of Conduct and additional compliance policies of GEA are also held regularly for all compliance-relevant group employees. The compliance program is rounded off by close cooperation between the GEA Compliance Organization and the Corporate Internal Audit department, compliance risk audits and random sampling within the first three quarters of the financial year as well as on-site talks and video conferences between representatives of the GEA Compliance Organization and local managers for evaluating best practices within the group. The Compliance Management System is supplemented by various IT tools, including for compliance approvals, compliance reports, compliance risk audits and third-party audits.

Taxes

GEA contributes to the economies of the countries where it operates by paying taxes. GEA follows a well-defined and transparent tax strategy, with profits taxed in the countries in which they arise. To achieve this, the group sets transfer prices between its companies by consistently following the internationally recognized “dealing at arm’s length” standard. The Group Tax Directive approved by the GEA-Executive Board stipulates that profits will not be transferred to countries where they are subject to low tax rates or no taxation at all for the purpose of reducing taxation. It is not in the interest of GEA to establish structures that contravene this principle. The group’s management decisions are not made based on tax rates or other tax issues.

GEA is a significant taxpayer and employer in the regions in which the company is active and operates at all times in full compliance with local tax and customs regulations as well as internationally applicable policies.

When setting up its Tax Compliance Management System (“TAX-CMS”), GEA was guided by the seven fundamental components of IDW PS 980 and the related practice notes published by the IDW. The Tax Compliance Management System description for Germany prepared on this basis was successfully audited with regard to its appropriateness, implementation and effectiveness in the subdomains of revenue and income tax. The processes documented in the TAX-CMS are reviewed on a regular basis to determine if they are effective and adjusted as needed. GEA identifies tax risks uniformly across the group and integrates them into the group’s risk management. The Senior Vice President Corporate Tax, Customs and Foreign Trade (“SVP Tax”) function reports directly to the CFO, who in turn informs the Supervisory Board about tax matters. Once a year, the SVP Tax division briefs the Audit Committee on key issues related to taxes, customs and export control.

Additionally, a global operational export control organization is maintained under the SVP Tax. A local Export Control Manager is appointed for each operating company. The Compliance Management System of GEA was most recently audited in the area of export control in 2023 in accordance with IDW PS 980. This audit certified its appropriateness, implementation and group-wide effectiveness. The processes outlined here are reviewed on a regular basis to determine if they are effective and adjusted as needed.

As part of its legal country by country reporting (“CbCR”) obligations, GEA Group Aktiengesellschaft provides information relevant to taxation for all group companies to the German Federal Central Tax Office each year. CbCR are primarily based on information from GEA Group Aktiengesellschaft’s consolidated financial statements that have been audited and certified by an independent auditor.

Following the European Union’s introduction of Public Country-by-Country Reporting (pCbCR), large multinational groups like GEA are required to disclose key tax and corporate data as part of a report on income tax information. GEA will publish its first report on income tax information in Germany for financial year 2025 by the legal deadline of December 31, 2026.

Information Security, Business Continuity and Crisis Management

The Information Security function has developed and implemented group-wide policies, programs and procedures in the areas of security, business continuity management and crisis management via the Information Security Management System (ISMS). An AI policy is to be implemented during the course of the year. Detailed explanations on these topics can be found in the “Information security and data protection” chapter of the Sustainability Report. The Chief Information Security Officer regularly reports to the Audit and Cybersecurity Committee.

GEA Compliance structure

Supervisory Board					
Executive Board					
Senior Vice President Corporate Tax, Customs and Foreign Trade	Chief Information Security Officer (CISO)	Group Data Protection Officer (GDPO)	Chief Compliance Officer (CCO)	Chief Audit Executive (CAE)	Central
Tax, Customs and Foreign Trade	IT Security OT Production Security Product Security Internet Security Physical Security Supplier Security HR Security	Data protection Digital regulation KI compliance Data compliance	Human rights Antitrust law Conflict of Interest Anti-corruption Money laundering	Internal Audit	
	<ul style="list-style-type: none"> Requirements management Strategy development and steering Assets, classification and risk management Awareness and training KPIs and reporting Audit and nonconformity management Identity and access management Security incident management Business continuity management, emergency and crisis management 	<ul style="list-style-type: none"> Strategy development and governance Asset and risk management Vendor management Data protection information and requests Data protection incidents Awareness and training Monitoring and auditing Metrics and reporting 	<p>Prevention</p> <ul style="list-style-type: none"> Comprehensive training concepts Ongoing updates and information campaigns Internal approval processes via Compliance Approval Tool (CAT) and Third Party Tool (TPT) <p>Detection</p> <ul style="list-style-type: none"> Internal investigations Risk assessments Spot checks Incident reporting system GEA whistleblower system <p>Response</p> <ul style="list-style-type: none"> General risk reduction measures Specific risk reduction measures (corrective measures, sanctions) 		
	Business Information Security Officers (BISO)	Regional manager	Divisional Compliance Executives (DCE), Divisional Compliance Officers (DCO) and Country Compliance Officers		Divisional/Regional
Export control manager	Local Information Security Officers (LISO)	Data Protection Officers (DPO) and Coordinators (DPC)	Compliance Manager and Coordinators		Local

Sustainability

Sustainable corporate management has long had a firm place in the group's self-image and governance. Early on, GEA recognized how important it is to act responsibly and continuously improve on past achievements. The group seizes market opportunities but always keeps an eye on the associated social and environmental impacts.

During financial year 2025, GEA was again able to make a significant contribution to enhancing product and process sustainability, improving employee involvement and deepening social commitment. The topic of sustainability is a strategic lever of the Mission 26 strategy adopted in financial year 2021 and the Mission 30 strategy, which was continued in this reporting year. It sets out a clear roadmap up to 2030 and beyond. In its strategy, GEA describes the major challenges for the business and its stakeholders and translates them into specific goals. As a leading mechanical and plant engineering group, GEA also wants to remain at the forefront of sustainability.

The sustainability report is prepared on a consolidated basis for the group. It aligns with the Group Sustainability Statement. At the same time, it meets the requirements of the non-financial reporting obligations pursuant to sections 315b to 315c of the HGB (non-financial group statement) and the requirements of Article 8 of Regulation (EU) 2020/852. At the same time, the requirements of the European Sustainability Reporting Standards (ESRS) are met. The Sustainability Report was prepared in full compliance with the ESRS.

Responsible risk management

Sustainable growth can only be achieved if both the opportunities and the risks associated with corporate activities are identified and adequately taken into account. For this reason, an effective control, risk and opportunity management system represents one of the core elements of corporate governance at GEA. Further details can be found in the chapter "Opportunity and Risk Report."

Accounting and audit transparency

GEA Group Aktiengesellschaft is committed to transparent reporting. The company's consolidated financial statements and the condensed half-yearly financial report are prepared in accordance with the International Financial Reporting Standards (IFRS) as applicable in the European Union. The annual financial statement of GEA Group Aktiengesellschaft, which is legally required and determines dividend payments, is governed by the HGB. The Supervisory Board engages the external auditor elected by the shareholders at the Annual General Meeting. The Audit and Cybersecurity Committee within the Supervisory Board pays particular attention to the oversight of the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system. In addition, the Supervisory Board pays attention to the audit of the financial statements, in particular with the selection and independence of the auditor, the additional services provided by the auditor, the assignment of the audit mandate to the auditor, the determination of key audit matters and the agreed audit fee, including their quality, compliance and cybersecurity. While taking into account the EU audit reform, it ensures that the auditor's work is not compromised by any conflicts of interest. In addition, the auditor must report immediately on all findings and incidents that are material to the tasks of the Supervisory Board and that arise during the audit of the financial statements.

Besides the consolidated and annual financial statements, the Audit and Cybersecurity Committee discusses the half-yearly financial report and quarterly statements with the Executive Board.

Detailed reporting and information concerning remuneration of the Executive Board and Supervisory Board

GEA Group Aktiengesellschaft communicates transparently, actively and extensively. GEA Group Aktiengesellschaft regularly and promptly informs shareholders, shareholders' associations, analysts and interested members of the public on equal terms about the groups situation as well as any material changes to its business. In this respect, the corporate website constitutes an important means of communication. It contains the annual and half-yearly financial reports as well as quarterly statements, press releases and other notifications required under the EU Market Abuse Regulation (MAR) and the Wertpapierhandelsgesetz (WpHG – German Securities Trading Act), the financial calendar and other relevant information.

All key information on Executive Board and Supervisory Board remuneration is also published on the GEA website under "Investors > Corporate Governance > Remuneration."

Moreover, analyst meetings, press conferences and events for investors are hosted regularly. The presentations delivered on these occasions are also available at the GEA website under "Investors."

Transactions and shareholdings held by members of governing bodies

Under section 19 of the Market Abuse Regulation (MAR), Executive Board and Supervisory Board members or persons closely associated with them are obliged to disclose reportable transactions in shares of GEA Group Aktiengesellschaft or related financial instruments if the transactions concluded in one calendar year reach or exceed the for 2025 applicable threshold of EUR 20,000. The transactions reported to the company in the past financial year 2025 have been duly published and are available on the GEA website under "Investors > Corporate Governance > Managers' Transactions". The total number of shares in GEA Group Aktiengesellschaft held by all Executive Board and Supervisory Board members amounts to less than 1 percent of the shares issued by the company.

Corporate governance and control: Executive Board and Supervisory Board

GEA Group Aktiengesellschaft is subject to the German Stock Corporation Act and has a two-tier board structure comprising the Executive Board and the Supervisory Board. The Executive Board constitutes the group's management body. The Supervisory Board – which consists of twelve members, half of whom represent the shareholders and half the workers – appoints and advises the Executive Board while overseeing its work. The Executive Board and the Supervisory Board cooperate closely for the benefit of the company. Their primary common goal being the long-term increase in shareholder value.

Executive Board

→The Executive Board holds overall responsibility for the management of the company in accordance with statutory regulations, the Articles of Association as well as the applicable Rules of Procedure and the corporate policies that are in place. In line with the Rules of Procedure of the Executive Board, each member of the Executive Board manages the area of work assigned to them under the schedule or responsibilities independently and on his or her own responsibility. It keeps the entire Executive Board consistently informed of all essential business affairs. Resolutions on matters of fundamental importance or of a particular magnitude must be made by the entire Executive Board. Executive Board resolutions are adopted at regular meetings. Alternatively, if no member of the Executive Board raises any objections, they can be adopted in writing, orally (also via telephone or video conference) or by referring to other common means of communication (e.g., emails or an electronic approval process). Each member of the Executive Board must immediately disclose conflicts of interest to the Chairman of the Supervisory Board and inform the other members of the Executive Board accordingly.

The Executive Board reports to the Supervisory Board regularly, promptly and comprehensively on all issues relevant to the company relating to strategy, forecasting, business progress, risk exposure, the risk management system as well as compliance. If important issues or business matters arise that have a significant impact on the company's situation, the Executive Board will notify the Chairman of the Supervisory Board without undue delay. The Articles of Association and the Rules of Procedure specify key transactions that require the Supervisory Board's approval.

CORPORATE GOVERNANCE STATEMENT

		Division of responsibilities from January 1, 2026	Year of birth	Initial appointment	Appointed until
Stefan Klebert*	Chairman of the Executive Board (CEO)	Division Farm Technologies	1965	15/11/2018 as Member of the Executive Board	31/12/2028
		India		18/02/2019 as Chairman of the Executive Board	
		Greater China			
		Group Communications & Brand			
		GEA Digital			
		Strategic Sales			
		Procurement			
Kai Becker	Division Pure Flow Processing		1981	01/01/2026	31/12/2028
Johannes Giloth*	Chief Operating Officer (COO)	Global Production	1970	20/01/2020	30/06/2026
		Global Supply Chain			
		QHSE			
		Sustainable Operations			
		Corporate Real Estate Management			
		Direct und Indirect Procurement			
		Data Governance			
		Strategy & Business Operations			
		COO Controlling			
Alexander Kocherscheidt*	Chief Financial Officer (CFO)	Corporate Controlling	1973	01/11/2025	31/12/2028
		Corporate Accounting			
		Division Finance			
		Corporate Treasury			
		Global IT			
		Investor Relations			
		Merger & Acquisitions			
		Tax, Customs & Foreign Trade			
Peter Lauwers	Division Pharma & Food Applications		1970	01/01/2026	31/12/2028
Dr. Nadine Sterley	People & Sustainability (CPSO)	Human Resources	1980	01/01/2026	31/12/2028
		Sustainability			
		Legal			
		Internal Audit			
		Health, Safety, Environment, Energy & Travel Security			
		Real Estate			
		Quality			
Klaus Stojentin	Division Nutrition Plant Engineering		1967	01/01/2026	31/12/2028

*) Members of the Executive Board as of December 31, 2025.

Further information on the individual Executive Board responsibilities and members can be found in the chapter “GEA Executive Board” as well as in the chapter “Corporate Bodies and their Mandates” under the heading “Executive Board.”

The chapter “Executive Board” includes information marked “→” and “←”, which also addresses the disclosure requirements of the ESRS 2 GOV-1 §20 and §23 of the ESRS.

Supervisory Board

The Supervisory Board advises the Executive Board on the management of the company and oversees its conduct of the company's business. Between the Supervisory Board meetings, the Chairman of the Supervisory Board maintains regular contact with the Executive Board, in particular with the CEO, with whom he discusses matters of strategy, forecasting, business progress, risk exposure, risk management and corporate compliance. The Supervisory Board usually holds seven meetings per calendar year that are attended by the members of the Executive Board unless the Chairman of the Supervisory Board determines otherwise. The Supervisory Board also meets regularly without the Executive Board. Resolutions of the Supervisory Board are usually passed at meetings. Unless the majority of the Supervisory Board members immediately object, the Chairman of the Supervisory Board may also determine those resolutions be adopted during a conference call or a video conference or outside of meetings by the members casting their votes in writing, text form or by telephone. Resolutions require a simple majority of the votes cast unless statutory law provides for a different majority. After the notice of the meeting has been given to all members, the Supervisory Board has a quorum when a minimum of half of them vote on a resolution by attending in person, by telephone or video conference or have cast their votes in writing or text form pursuant to section 108(3) AktG.

The Supervisory Board regularly evaluates the effectiveness of its activities and those of its committees. These evaluations are conducted every two years either with the assistance of independent advisers or in the form of self-evaluation questionnaires completed by the Supervisory Board. In financial year 2025, the Supervisory Board performed such a self-evaluation of its own activities and those of its committees by means of questionnaires. The results and findings of this self-evaluation were discussed in depth at a Supervisory Board meeting.

With the exception of the Nomination Committee, the Supervisory Board and the committees have equal numbers of shareholder and employee representatives. Both the shareholder and workers' representatives meet separately before the respective meetings. Both the Executive Board and the Chairman of the Supervisory Board regularly participate in these preliminary meetings.

The workers' representatives were newly elected at the beginning of April 2025 in a secret, free and equal election in accordance with the Mitbestimmungsgesetz (MitbestG – German Codetermination Act). Supervisory Board members are elected by means of separate ballots for the workers' representatives, the management representatives and the union representatives. In this process, each Supervisory Board member is elected or re-elected individually. The election committees then submit the individual results to the main election committee, which subsequently announces the overall result.

The Articles of Association were amended by resolution of the Annual General Meeting on April 30, 2024, to the effect that uniform terms of office of all Supervisory Board members on the shareholder side no longer correspond to the norm, as they are no longer uniform and are unlikely to become uniform in the future.

Supervisory Board Committees

→ Committees support the work of the Supervisory Board. These are primarily the Presiding and Sustainability Committee, the Audit and Cybersecurity Committee and the Committee for Innovation and Product Sustainability. In addition, there is the statutory Mediation Committee as well as the Nomination Committee recommended by the German Corporate Governance Code.

With the exception of the Nomination Committee, all committees have four members, with equal numbers of shareholder and workers' representatives. The Nomination Committee consists of three members, solely comprising shareholder representatives in accordance with Recommendation D.4 of the German Corporate Governance Code.

The Presiding and Sustainability Committee and the Audit and Cybersecurity Committee typically convene four or five times throughout the financial year. The Committee for Innovation and Product Sustainability usually meets twice a year. The Nomination Committee meets regularly and deals with the diversity concept for the composition of the Supervisory Board, consisting of the objectives for its composition and the competence profile for the entire body. The Mediation Committee holds meetings as required.

Resolutions in the Presiding and Sustainability Committee, Audit and Cybersecurity Committee and Committee for Innovation and Product Sustainability are generally passed by a simple majority of the votes cast. If the vote is tied, the respective committee chairs receive a second vote in the event of an additional ballot on the same item.

One focus of the Presiding and Sustainability Committee's work is on Executive Board matters, including succession and remuneration issues. On the other hand decisions on the Executive Board remuneration system, the total remuneration awarded to the individual Executive Board members as well as their appointment and dismissal are reserved for the full Supervisory Board. The Presiding and Sustainability Committee addresses corporate governance issues and certain transactions requiring approval. These include the approval of significant transactions between the company, on the one hand, and Supervisory Board or Executive Board members and their related parties, on the other. There were no such related party transactions in the past financial year. In particular, the company did not grant any loans to members of the Executive Board or Supervisory Board or persons closely related to them.

The Presiding and Sustainability Committee's responsibilities also include addressing – together with the Executive Board – the company's strategy, particularly the sustainability strategy and important fundamental issues relating to the environment, social affairs and corporate governance (ESG – Environmental, Social, Governance) and their implementation as well as investments and financing. The members of the Presiding and Sustainability Committee are Prof. Dieter Kempf (Chairman), Roger Falk, Rainer Gröbel and Prof. Dr. Axel Stepken.

In accordance with the requirements of the German Corporate Governance Code (GCGC) and the Supervisory Board's competence profile, the Audit and Cybersecurity Committee has sound knowledge of and experience in applying financial accounting standards as well as internal control and risk management systems. It primarily focuses on overseeing the financial accounting process and the auditing of the financial statements, including the preparation and auditing of the sustainability report. The Audit and Cybersecurity Committee ensures that adequate consideration is given to the key sustainability issues and objectives for the company in relation to its internal audit system, compliance and cybersecurity. The members of the Audit and Cybersecurity Committee are Prof. Dr. Annette G. Köhler (Chairwoman), Claudia Claas, Prof. Dieter Kempf and Brigitte Krönchen. Effective December 8, 2022, Prof. Annette G. Köhler was named as a financial expert in the field of accounting within the meaning of section 100(5) of the AktG and Prof. Dieter Kempf as a financial expert in the field of auditing within the meaning of section 100(5) of the AktG. The required expertise of the Audit and Cybersecurity Committee members to be designated as financial experts is determined based on their respective resumés, which can be viewed online at GEA-website under "About us > Our organization > Supervisory Board".

The Audit and Cybersecurity Committee also discusses the assessment of the audit risk, the audit strategy, audit planning and audit findings with the auditor, without the Executive Board. The Chairwoman of the Audit and Cybersecurity Committee regularly discusses the audit progress with the auditor and reports on this to the Committee.

Against the backdrop of efforts GEA to continuously develop new products, processes, services and business models, the work of the Committee for Innovation and Product Sustainability focuses on assessing the group's medium- to long-term innovation strategy. This includes improving the sustainability of the product portfolio and thus capturing new markets, with particular attention to technical sustainability matters. This chiefly includes addressing the key innovation areas of environmental sustainability and digital solutions based on the company's business strategy as well as advising the Executive Board and the management on these topics. The members of the Committee for Innovation and Product Sustainability are Prof. Dr. Jürgen Fleischer (Chairman), Roger Falk, Andreas Renschler and Brigitte Krönchen.

The Mediation Committee performs its duties as set out in sections 27 and 31 of the MitbestG. It has the following members: Prof. Dieter Kempf (Chairman), Claudia Claas, Prof. Dr. Jürgen Fleischer and Rainer Gröbel.

The task of the Nomination Committee is to propose suitable candidates to the Supervisory Board based upon which the latter submits its nominations to the Annual General Meeting. Members of the Nomination Committee are Prof. Dieter Kempf (Chairman), Prof. Dr. Annette G. Köhler and Prof. Dr. Axel Stepken.

The chapter "Supervisory Board Committees" includes information marked "→" and "←", which also addresses the disclosure requirements of the ESRS 2 GOV-1 §20 and §23 and ESRS GOV-2 § 26b and c of the ESRS.

Supervisory Board qualification matrix*

In accordance with Recommendation C.1 of the German Corporate Governance Code (GCGC), the Supervisory Board has developed a profile of skills and expertise, the implementation of which is disclosed in the qualification matrix below:

	Prof. Dieter Kempf (Chairman)	Rainer Gröbel ¹ (Deputy Chariman)	Claudia Claas ¹	Roger Falk ¹	Prof. Dr.-Ing. Jürgen Fleischer	Michael Kämpfert ¹	Prof. Dr. Annette G. Köhler	Brigitte Krönchen ¹	Holly Lei	Andreas Renschler	Prof. Dr.-Ing. Axel Stepken	Christian van Remmen
Committee Membership	Presiding and Sustainability (Chairman) Audit and Cybersecurity Nomination (Chairman) Mediation (Chairman)	Presiding and Sustainability Mediation	Audit and Cybersecurity Mediation	Presiding and Sustainability Product Sustainability	Innovation and Product Sustainability (Chairman) Mediation	None	Audit and Cybersecurity (Chairwoman) Nomination	Audit and Cybersecurity Innovation and Product Sustainability	None	Innovation and Product Sustainability	Presiding and Sustainability Nomination	None
Diversity												
Age	73	72	60	58	65	60	59	62	65	67	67	44
Gender	male	male	female	male	male	male	female	female	female	male	male	male
Nationality	german	german	german	german	german	german	german	german	canadian	german	german	german
Internat. background	🌐	○	○	○	●	🌐	○	○	●	●	●	○
Independence within the meaning of GCGC	●	not applicable ²	not applicable ²	not applicable ²	●	not applicable ²	●	not applicable ²	●	●	●	not applicable ²
Professional Background												
Education / Training	Dipl. Kaufmann (Degree in Business Administration) Certified tax advisor German public auditor	Industrie-kaufmann (Industrial management apprenticeship) Dipl. Volkswirt (Master of Economics)	Technical draughts woman	Industriekaufmann (Industrial management apprenticeship)	Dipl. Ing. Maschinenbau (Diploma in Mechanical Engineering)	Dipl. Betriebswirt (MBA)	Dipl. Ökonomin (Diploma in Economics)	Industriekauffrau (Industrial management apprenticeship)	Degree in Chemical Engineering Degree in Materials Science	Dipl.-Wirtschaftsingenieur (Diploma in Industrial Engineering) Dipl.-Kaufmann (Diploma in Business Administration)	Dipl. Ing. Elektrotechnik (Diploma in Electrical Engineering)	Lawyer
Operational management experience	●	●	○	○	●	●	○	○	●	●	●	🌐
Business Specific Expertise												
Sector expertise ³	🌐	●	●	●	●	●	🌐	●	●	🌐	🌐	🌐
Industry expert ⁴	🌐	●	●	●	●	●	🌐	●	🌐	●	🌐	●
Customer industry ⁵	○	○	🌐	🌐	🌐	○	🌐	🌐	●	🌐	🌐	🌐
Business model	●	●	●	●	🌐	🌐	🌐	●	●	●	●	●
Finance												
Accounting incl. sustainability reporting	🌐	🌐	🌐	○	🌐	🌐	●	🌐	○	🌐	○	🌐
Auditing incl. sustainability reporting	🌐	○	🌐	○	🌐	○	●	🌐	○	○	○	🌐

	Prof. Dieter Kempf (Chairman)	Rainer Gröbel ¹ (Deputy Chariman)	Claudia Claas ¹	Roger Falk ¹	Prof. Dr.-Ing. Jürgen Fleischer	Michael Kämpfert ¹	Prof. Dr. Annette G. Köhler	Brigitte Krönchen ¹	Holly Lei	Andreas Renschler	Prof. Dr.-Ing. Axel Stepken	Christian van Remmen
Control Functions												
Risk management and internal control system	●	●	●	○	●	●	●	●	●	●	●	●
Internal audit	●	●	○	○	●	●	●	○	●	○	●	●
Compliance management	●	●	○	●	●	●	●	○	●	●	●	●
ESG												
Environment ⁶	●	●	●	●	●	○	●	●	●	●	●	●
Social aspects ⁷	●	●	●	●	●	●	●	●	●	●	●	●
Governance ⁸	●	●	●	●	●	●	●	●	●	●	●	●
Digitalization/IT												
Digitalization/digital transformation	●	●	●	●	●	●	●	●	●	●	●	●
IT security	●	○	●	●	●	●	●	●	●	●	●	●
Human Resources												
	●	●	●	●	●	●	○	●	●	●	●	●
M&A												
	●	●	○	○	●	●	●	○	●	●	●	●
Research, Development and Innovation												
	●	●	●	○	●	○	○	●	●	●	●	●

1) Employee representative

2) Criterion applies only to shareholder representatives

3) Sector = Mechanical and plant engineering in accordance with section 100(5) AktG

4) Individuals with relevant experience (employment or several years' association or supervisory board experience) in the capital goods industry

5) Individuals with relevant experience (employment or several years' association or supervisory board experience) in one of GEA's customer industries (food, beverage, pharma, dairy processing, dairy farming, chemicals)

6) Individuals with relevant experience in the environmental field (E). In particular, this includes experience related to reducing greenhouse gas emissions, energy consumption and responsible water and waste management, as well as the environmental impact of the products offered

7) Individuals with relevant experience in the social field (S). This especially includes experience related to how companies deal with employees, customers, suppliers and other persons in the company's social sphere, pertaining to areas such as working conditions and occupational health and safety

8) Individuals with relevant experience in the governance field (G). In particular, this includes experience with supervisory structures and employee co-determination, risk and reputation management, and ethical business conduct

○ No specific expertise or little practical experience. ● Basic knowledge or several years of or broader practical experience. ● In-depth specialist knowledge or many years of or comprehensive practical experience. ● Comprehensive specialist knowledge/expertise or significant practical experience.

*) The table includes information, which also addresses the disclosure requirements of the ESRs 2 GOV-1 §20 and §22 of the ESRs.

Further information on the composition of the Supervisory Board and its committees can be found in the chapter "Corporate Bodies and their Mandates," under the heading "Supervisory Board" as well as on the GEA-website under "About us > Our organization > Supervisory Board."

In addition, the Report of the Supervisory Board in this Annual Report provides further details on the activities performed by the Supervisory Board and its committees in financial year 2025. It also discloses individual attendance at meetings held by the Supervisory Board and its committees, as well as the duration of the individual Supervisory Board members' mandates.

Compliance with minimum quotas pursuant to section 76 (3a) and 96(2) of the AktG as well as commitment to promoting the participation of women in executive positions in accordance with section 76(4) of the AktG

GEA tackles the diverse challenges posed by the highly international and, therefore, culturally highly varied environment through a strong focus on promoting diversity and inclusion (D&I). This is enshrined in the shareholder values and threads through all elements of the employee life cycle. This is presented and explained in detail in the chapter ESRS S1 “Own workforce” of the Sustainability Report.

→The company complies with the requirements of Section 76 (3a) of the German Stock Corporation Act (AktG). The Management Board currently consists of seven members, including one woman and six men.

The legal requirement under Section 96 (2) AktG for the composition of the Supervisory Board to include at least 30 percent women and at least 30 percent men is also met.

By resolution of the Supervisory Board on September 20, 2024, it was determined that the assessment of compliance with the statutory minimum quota for the underrepresented gender on the Supervisory Board shall be carried out separately by the shareholder and employee sides. The Supervisory Board has four female and eight male members. Of the four female Supervisory Board members, two are employee representatives and two are shareholder representatives. The proportion of women on the shareholder and employee sides of the Supervisory Board of GEA Group Aktiengesellschaft is therefore around 33 percent in each case.

For the two management levels below the Executive Board, the Executive Board of GEA Group Aktiengesellschaft decided in November 2022 on a target of 17.1 percent women in the first management level (L1) and 21.0 percent women in the second management level (L2) to be

achieved by December 31, 2026. As of December 31, 2025, the proportion of women at the first management level is 19.4 percent (2024: 24.3 percent) and at the second management level 19.8 percent (2024: 15.8 percent).

	Target	Target to be achieved by	Current target achievement	Target achievement 2024
Supervisory Board: Shareholder representatives	at least 30 percent in accordance with Section 96 (2) AktG, to be fulfilled separately in each case	indefinite	33.3 percent	33.3 percent
Supervisory Board: Employee representatives	at least 30 percent in accordance with Section 96 (2) AktG, to be fulfilled separately in each case	indefinite	33.3 percent	50 percent
Executive Board	At least one woman, legal requirement pursuant to Section 76 (3a) AktG	indefinite	✓	n/a
First Management under the Executive Board	17.1 percent	December 31, 2026	19.4 percent	24.3 percent
Second Management under the Executive Board	21 percent	December 31, 2026	19.8 percent	15.8 percent

←

For GEA Group companies subject to co-determination, targets for the proportion of women on the respective supervisory board or in management and the two management levels below management, as well as deadlines for implementing these targets, were also set in accordance with Sections 36 and 52 (2) of the German Limited Liability Companies Act (GmbHG) within the specified time frame.

As part of its sustainability strategy, the GEA Group has also set further targets for the proportion of women at management levels L1–L5. Further information on this can be found in chapter ESRS S1 “Own workforce” of the Sustainability Report.

The chapter “Compliance with minimum quotas pursuant to section 76(3a) and 96(2) of the AktG as well as commitment to promoting the participation of women in executive positions in accordance with section 76(4) of the AktG” includes information marked with “→” and “←”, which also addresses the disclosure requirements of the ESRS 2 GOV-1 section 21 of the ESRS.

Succession planning and Diversity Policy for the composition of the Executive Board and Supervisory Board

→Together with the Executive Board, the Supervisory Board – with the support of the Presiding and Sustainability Committee – engages in long-term Executive Board succession planning. The selection process for Executive Board positions is subject to a structured standard procedure. The Presiding and Sustainability Committee first develops a specific profile for an Executive Board position, taking into account the personal and technical qualification criteria relevant to the position as well as the requirements of the GCGC. The group’s senior executives are regularly assessed with regard to the extent to which they match the relevant job profile and their suitability to assume an Executive Board role.

In the search for and selection of suitable internal and external executives in accordance with the requirements profile, the Presiding and Sustainability Committee is usually supported by external consultants in the specific replacement of Executive Board positions.

Based on written profiles, the Presiding and Sustainability Committee preselects executives to be invited for interviews. To enable all Supervisory Board members to form their own opinion about potential new Executive Board members, as a final step, the executives shortlisted by the Presiding and Sustainability Committee are presented to the full Supervisory Board, which then decides on the appointment of the new Executive Board member.←

When appointing members of the Executive Board, the Supervisory Board and its committees generally take into account not only balanced professional and personal qualifications but also the criterion of diversity, which takes into account numerous other aspects such as education, professional background, origin and international experience, in addition to gender. In June 2024, the Supervisory Board addressed the topic of diversity along with the profile of skills and expertise required for the Executive Board and bundled the following important aspects in a Diversity guideline for the composition of the Executive Board:

- As a whole, the Executive Board must have sufficient experience in international management.
- The Executive Board should cover at least three languages.
- The target is for women to make up at least one woman or 25 percent of the Executive Board on the Executive Board by December 31, 2026.
- The age range of all Executive Board members should exceed five years.
- At least one member of the Executive Board should be a talent developed internally at GEA.
- At least 20 percent of the members of the Executive Board should have a background in technology or mechanical engineering.

- At least 50 percent of the members of the Executive Board should have experience in the mechanical engineering sector or in GEA's customer industries.
- At least one member of the Executive Board should have experience in the area of digitalization/IT.

The Supervisory Board has stipulated in § 7 of its Rules of Procedure that, when appointing members of the Executive Board, care should be taken to ensure that they do not normally remain in office beyond the age of 67.

Since aspects such as professional and personal suitability as well as the availability of candidates play a key role in the selection of Executive Board members, the Supervisory Board reserves the right to deviate from the requirements of this Diversity Policy in individual cases.

Most recently, at its meeting on December 7, 2022, the Supervisory Board also calibrated the diversity concept to its own composition, which included objectives for its composition and the profile of skills and expertise it intends for the body as a whole. Accordingly, the Supervisory Board members shall collectively have the knowledge, skills and professional expertise required to properly perform their duties in consideration of the company-specific situation. Aside from the integrity and commitment of its members, who must have sufficient time to exercise their respective mandate, the Supervisory Board also pays attention to a balanced profile of skills and expertise amongst its members. This includes, in particular, sufficient knowledge of the industries and sectors relevant to GEA, sufficient coverage of sustainability issues relevant to the group as well as international experience and diversity. In addition, the Supervisory Board ensures that there is an appropriate number of independent members. For the well-being of the group, the decisive criteria for the composition of the Supervisory

Board should always be the professional and personal suitability as well as the availability of the candidate, while taking into account the skills and expertise of the other members of the Supervisory Board.

The Supervisory Board seeks to ensure a board composition that takes the following elements into consideration:

- the Supervisory Board shall be diverse in terms of the origin, professional and cultural background as well as the age and gender of its members.
- At least one quarter of the members of the Supervisory Board shall have an international business background that ideally covers various regions or cultural areas.
- Men and women shall each account for a minimum of one-third of the members of the Supervisory Board.
- On the shareholders' side, the Supervisory Board shall include what it deems to be an adequate number of independent members.
- For this reason, and in consideration of the shareholder structure, the Supervisory Board seeks to ensure that a minimum of two-thirds of the shareholder representatives are independent, in line with the definition given in Recommendation C.6 of the GCGC. This is currently the case for 100 percent, and thus for all six shareholder representatives on the Supervisory Board (Prof. Dieter Kempf, Prof. Jürgen Fleischer, Prof. Annette G. Köhler, Holly Lei und Prof. Axel Stepken).
- As a rule, a member's uninterrupted service on the Supervisory Board shall not exceed three full terms of office and/or a period of twelve years.
- Generally, nominations shall only consider individuals who have not yet reached the age of 70 at the date of the Annual General Meeting that decides on the election of the proposed candidates.←

If it is foreseeable that individuals would be subject to permanent or repeated conflicts of interest in the event of their election to the Supervisory Board, such individuals shall not be considered as Supervisory Board candidates.

The Supervisory Board has stipulated in Section 2 of its Rules of Procedure that, unless there are special reasons, Supervisory Board members shall not remain in office beyond the end of the Annual General Meeting following their 75th birthday (standard retirement age).

The Rules of Procedure of the Supervisory Board provide for detailed rules and regulations governing the handling of conflicts of interest that may occur after a member is elected to the Board. According to these regulations, each Supervisory Board member has the obligation to disclose potential conflicts of interest to the Chairman of the Supervisory Board. Conflicts of interest of a material and non-temporary nature in relation to a Supervisory Board member shall result in the termination of his/her mandate.

→The competence profile the Supervisory Board seeks to establish for the entire body may be summarized as follows:

- All members of the Supervisory Board are to be familiar with the sector in which the company operates.
- At least one member of the Audit and Cybersecurity Committee must have expertise in the field of accounting, and at least one other member must have expertise in the field of auditing.
- The required expertise in the field of accounting includes special knowledge and experience in the application of accounting principles and internal control and risk management systems.

- The expertise in the field of auditing comprises specialized knowledge and experience in auditing.
- In addition, the Chairman or Chairwoman of the Audit and Cybersecurity Committee must have expertise in at least one of the two fields (accounting or auditing).
- All members of the Supervisory Board shall be able to understand and assess the specific nature of the company's business as well as resulting risks and opportunities.
- They shall be familiar with the basic principles of accounting and risk management.
- The Supervisory Board shall comprise members with a commercial or business background, individuals from the engineering profession as well as, ideally, members with experience in one or several of the company's customer sectors.
- A minimum of two Supervisory Board members shall have management experience in operational business.
- At least one Supervisory Board member should have experience in business combinations, particularly in the identification, valuation, acquisition and integration of appropriate target companies.
- Alongside the skills and expertise of the financial experts on the Audit and Cybersecurity Committee in relation to sustainability reporting and the relevant audits, at least two additional members of the Supervisory Board must have expertise and experience in other sustainability matters relevant to the company, such as with regard to sustainable product innovation and development, responsible production process design, supply chains or human resources.

- Furthermore, the Supervisory Board should have at least one member with knowledge and experience in the areas of digitalization and digital transformation.
- At least one member of the Supervisory Board should also have relevant experience in the areas of research, development and innovation.
- One member of the Supervisory Board, ideally a member of the Audit and Cybersecurity Committee, should have expertise in IT security issues.←

In its current composition, the Supervisory Board meets all target composition criteria and satisfies the competence profile criteria.

The chapter "Succession planning and Diversity Policy for the composition of the Executive Board and Supervisory Board" includes information marked with "→" and "←", which also addresses the disclosure requirements of the ESRS 2 GOV-1 §21 to §23 of the ESRS.

