



## ARTICLES OF ASSOCIATION

of

### GEA Group Aktiengesellschaft

#### I. GENERAL

##### Section 1

The name of the Company is

GEA Group Aktiengesellschaft.

Its registered office is located in Düsseldorf.

##### Section 2

- (1) The object of the Company is the management of a group of companies mainly active in
- development, manufacture and sale of vessels, machines, systems, components, process lines, plants and regulating and control elements as well as articles made of plastics, also in combination with other materials,
  - development, manufacture and sale of all kinds of metallurgical and chemical products,
  - engineering and construction of industrial plants,
  - development and application of technical processes
  - provision of services, especially in the environment protection sector,
  - trading in all kinds of products,
  - conducting business in the fields of finance, insurance brokerage and freight forwarding,
  - performance of barter and counter trade transactions with products and services of all kinds,
  - acquisition, disposal and administration of investments, securities, real property and other assets

as well as the undertaking of all types of business associated with the above specified activities and sectors. Object of the Company is also the holding and acquisition of investments, the takeover of management functions and the provision of services for companies developing, manufacturing or marketing the aforementioned products. The Company may itself become active in the business areas described in sentence 1 above; with respect to business or transactions requiring a special permit or license according to the provisions of the German banking law or the German law on road haulage, this shall only be applicable inasmuch as the requisite permit or license is available.

- (2) The Company shall be entitled to conduct all types of business associated with the corporate object or suitable to serve it directly or indirectly.
- (3) The Company may also establish, acquire and participate in other companies especially those whose corporate objects wholly or partly cover the aforementioned business areas and in credit institutions. It may merge companies in which it holds an interest under its unified management or restrict itself to the administration of such shareholdings. It may spin off its operations wholly or partly into affiliated companies or leave them to affiliated companies.

### Section 3

- (1) Official announcements of the Company shall be made through publication in the Federal Gazette.
- (2) The Company is entitled to transmit information to the shareholders by way of data transfer.

## II. NOMINAL CAPITAL AND SHARES

### Section 4

- (1) The nominal capital of the Company is EUR 520,375,765.57.
- (2) This capital consists of 172,331,076 no-par shares.
- (3) The Executive Board, acting with the consent of the Supervisory Board, is authorized to increase the Company's nominal capital by up to EUR 52,000,000.00 until April 29, 2026, by issuing new no-par value shares in exchange for contributions in cash (Authorized Capital I) and to determine a commencement of profit sharing by way of derogation from legal provisions in accordance with s. 5 para. 4 of the Articles of Association. The authorization may be exercised in whole or in part, once or several times. In principle, the shareholders are entitled to subscribe for the new shares. The shareholders may also be granted their statutory subscription rights in such a manner that the new shares are underwritten by one or several banks with the obligation to offer them to the shareholders for subscription (indirect subscription right).

The Executive Board, acting with the consent of the Supervisory Board, is authorized to exclude shareholders' subscription rights where necessary (i) to eliminate fractional amounts and

(ii) to grant the creditors of bonds cum conversion or option rights and/or obligations issued by GEA Group Aktiengesellschaft or one of its group companies the right to subscribe for new shares to the extent they would be entitled to after exercising their conversion or option right and/or after fulfilling a conversion or option obligation.

The pro-rata amount of the nominal capital relating to shares issued while excluding shareholders' subscription rights must not exceed a total of 10% of the Company's nominal capital that existed at the time the relevant resolution was passed by the shareholders at the Annual General Meeting (save for the issue of shares for fractional amounts under exclusion of subscription rights). This limit shall factor in (i) shares issued or disposed of during the term of this authorization under exclusion of subscription rights on the basis of other authorizations granted to the Executive Board, and (ii) shares issued to service bonds carrying option or conversion rights and/or obligations provided that the bonds are issued during the term of this authorization and subscription rights are excluded. This offsetting arrangement shall be cancelled and the original authorization volume shall be available again as soon as a subsequent General Meeting renews the Executive Board's authorization to issue or dispose of shares or bonds carrying conversion or option rights and/or obligations under exclusion of shareholders' subscription rights.

Furthermore, the Executive Board, acting with the consent of the Supervisory Board, is authorized to specify the further details of any capital increase under Authorized Capital I as well as the terms and conditions governing the issuance of shares.

- (4) The Executive Board, acting with the consent of the Supervisory Board, is authorized to increase the Company's nominal capital by up to EUR 52,000,000.00 until April 29, 2026, by issuing new no-par value shares in exchange for contributions in cash and/or in kind (Authorized Capital II) and to determine a commencement of profit sharing by way of derogation from legal provisions in accordance with s. 5 para. 4 of the Articles of Association. The authorization may be exercised in whole or in part, once or several times. In principle, the shareholders are entitled to subscribe for the new shares. The shareholders may also be granted their statutory subscription rights in such a manner that the new shares are underwritten by one or several banks with the obligation to offer them to the shareholders for subscription (indirect subscription right).

The Executive Board, acting with the consent of the Supervisory Board, is authorized to exclude shareholders' subscription rights in the event of capital increases in exchange for contributions in kind, in particular for the purpose of company mergers or the acquisition of companies, shareholdings, investments in companies or other assets.

Furthermore, the Executive Board, acting with the consent of the Supervisory Board, is authorized to exclude shareholders' subscription rights if the new shares are to be issued to individuals employed with GEA Group Aktiengesellschaft or one of its group companies. In this case, the new shares may also be issued via a credit institution or similar entity that meets the prerequisites under s. 186 para. 5 sentence 1 AktG.

Furthermore, the Executive Board, acting with the consent of the Supervisory Board, is authorized to exclude shareholders' subscription rights for implementing a so-called scrip dividend scheme under which the shareholders are given the opportunity to invest their dividend (in whole or in part) in the Company as a non-cash contribution in exchange for being granted new shares.

Finally, the Executive Board, acting with the consent of the Supervisory Board, is authorized to exclude shareholders' subscription rights insofar as is necessary to (i) eliminate fractional amounts and to (ii) grant the creditors of bonds with conversion or option rights and/or obligations issued by GEA Group Aktiengesellschaft or one of its group companies the right to subscribe for new shares to the extent they would be entitled to after exercising their conversion or option right and/or after fulfilling a conversion or option obligation.

The pro-rata amount of the nominal capital relating to shares issued while excluding shareholders' subscription rights, must not exceed a total of 10% of the Company's nominal capital that existed at the time the relevant resolution was passed by the shareholders at the Annual General Meeting (save for the issue of shares for fractional amounts under exclusion of subscription rights). This limit shall factor in (i) shares issued or disposed of during the term of this authorization under exclusion of subscription rights on the basis of other authorizations granted to the Executive Board, and (ii) shares issued to service bonds carrying option or conversion rights and/or obligations provided that the bonds are issued during the term of this authorization and subscription rights are excluded. This offsetting arrangement shall be cancelled and the original authorization volume shall be available again as soon as a subsequent General Meeting renews the Executive Board's authorization to issue or dispose of shares or bonds carrying conversion or option rights and/or obligations under exclusion of shareholders' subscription rights.

Moreover, the Executive Board, acting with the consent of the Supervisory Board, is authorized to determine the further details of the capital increases under Authorized Capital II as well as the terms and conditions governing the issuance of shares.

- (5) The Executive Board, acting with the consent of the Supervisory Board, is authorized to increase the Company's nominal capital by up to EUR 52,000,000.00 until April 29, 2026, by issuing new no-par value shares in exchange for contributions in cash (Authorized Capital III) and to determine a commencement of profit sharing by way of derogation from legal provisions in accordance with s. 5 para. 4 of the Articles of Association. The authorization may be exercised in whole or in part, once or several times. In principle, the shareholders are entitled to subscribe for the new shares. The shareholders may also be granted their statutory subscription rights in such a manner that the new shares are underwritten by one or several banks with the obligation to offer them to the shareholders for subscription (indirect subscription right).

The Executive Board, acting with the consent of the Supervisory Board, is authorized to exclude shareholders' subscription rights, if the issue price of the new shares is not materially below the market price of Company shares of the same class carrying the same rights at the time the issue price is determined. Pursuant to s. 203 para. 1, s. 186 para. 3 sentence 4 AktG (German Stock Corporation Act) the number of shares issued under such exclusion of shareholders' subscription rights must not exceed a maximum of 10% of the Company's nominal capital, neither at the time this authorization comes into effect nor at the time it is exercised (upper limit). This upper limit will be reduced by the pro-rata amount of the nominal capital that relates to those treasury shares of the Company that are sold during the term of Authorized Capital III under exclusion of shareholders' subscription rights pursuant to s. 71 para. 1 no. 8 sentence 5, s. 186 para. 3 sentence 4 AktG. In addition, the upper limit will be further reduced by the pro-rata amount of the nominal capital that relates to those shares which are to be issued to service bonds carrying option or conversion rights and/or obligations, as the case may be, that are issued by GEA Group Aktiengesellschaft or one of its group companies during the term of this Authorized Capital III while excluding shareholders' subscription rights in accordance with s. 186 para. 3 sentence 4 AktG.

Furthermore, the Executive Board, acting with the consent of the Supervisory Board, is authorized to exclude shareholders' subscription rights insofar as is necessary to (i) eliminate fractional amounts and to (ii) grant the creditors of bonds with conversion or option rights and/or obligations issued by GEA Group Aktiengesellschaft or one of its group companies the right to subscribe for new shares to the extent they would be entitled to after exercising their conversion or option right and/or after fulfilling a conversion or option obligation.

The pro-rata amount of the nominal capital relating to shares issued while excluding shareholders' subscription rights must not exceed a total of 10% of the Company's nominal capital that existed at the time the relevant resolution was passed by the shareholders at the Annual General Meeting (save for the issue of shares for fractional amounts under exclusion of

subscription rights). This limit shall factor in (i) shares issued or disposed of during the term of this authorization under exclusion of subscription rights on the basis of other authorizations granted to the Executive Board, and (ii) shares issued to service bonds carrying option or conversion rights and/or obligations provided that the bonds are issued during the term of this authorization and subscription rights are excluded. This offsetting arrangement shall be cancelled and the original authorization volume shall be available again as soon as a subsequent General Meeting renews the Executive Board's authorization to issue or dispose of shares or bonds carrying conversion or option rights and/or obligations under exclusion of shareholders' subscription rights.

Moreover, the Executive Board, acting with the consent of the Supervisory Board, is authorized to determine the further details of the capital increases under Authorized Capital III as well as the terms and conditions governing the issuance of shares.

- (6) The Company's nominal capital is conditionally increased by up to EUR 52,000,000.00 through an issue of new no-par value bearer shares (Contingent Capital 2021). The contingent capital increase shall only be implemented to the extent to which holders of conversion or option rights from convertible or warrant bonds, profit participation rights or income bonds or a combination of these instruments which GEA Group Aktiengesellschaft or its group companies issued under the authorizing resolution of the Annual General Meeting on April 30, 2021, exercise their conversion or option rights and/or conversion or option obligations under such bonds are fulfilled, and insofar as the conversion or option rights and/or conversion or option obligations, as the case may be, are not serviced through treasury stock, shares from authorized capital or through other forms of fulfillment. Moreover, the issuance of the new shares shall be effected at the conversion or option price to be determined, in each case, in accordance with the authorization mentioned above. The new shares are eligible for dividends from the beginning of the fiscal year in which they are created as a result of the exercise of conversion or option rights and/or the fulfillment of conversion or option obligations, as the case may be. The Executive Board is authorized to determine all further details relevant in connection with the contingent capital increase.

#### Section 5

- (1) Shares are issued in the name of the bearer.
- (2) The form and content of the share certificates, dividend coupons and talons shall be determined by the Executive Board.

- (3) The shareholders' right for registration of their shares and shareholdings shall be excluded.
- (4) If the Company increases its capital, different profit sharing arrangements from those stipulated in § 60 AktG may be established for the new shares.

### **III. CONSTITUTION OF THE COMPANY**

#### Section 6

The organs of the Company are:

- A. the Executive Board,
- B. the Supervisory Board,
- C. the General Meeting.

#### **A. EXECUTIVE BOARD**

#### Section 7

- (1) The Executive Board of the Company shall consist of not less than two members. The number of Executive Board members shall be determined by the Supervisory Board. Deputy board members may be appointed.
- (2) The Supervisory Board may appoint an Executive Board member chairman of the Executive Board. The chairman shall not have the sole right of decision on the board, but shall have the casting vote in the event of a tie.

#### Section 8

The Company shall be legally represented by two Executive Board members or by one member of the Executive Board together with one fully authorized officer of the Company.

## Section 9

The Executive Board shall require the approval of the Supervisory Board for those transactions and measures as determined to require such prior approval in the rules of procedure for the Supervisory Board and for the Executive Board.

**B. SUPERVISORY BOARD**

## Section 10

- (1) The composition of the Supervisory Board as well as the appointment and dismissal of Supervisory Board members, both shareholder and employee representatives, shall be determined by the statutory provisions.
- (2) The term of office of the Supervisory Board members is determined in accordance with the statutory provisions, unless otherwise specified below. The term of office of Supervisory Board members to be elected by the General Meeting shall run until the conclusion of the Annual General Meeting which ratifies the acts of the board members for the third fiscal year following the commencement of the term of office not including the fiscal year in which the term starts. The General Meeting may resolve on a shorter term of office for the shareholder representatives on the Supervisory Board.
- (3) Retiring members shall be re-eligible.
- (4) The members of the Supervisory Board may tender their resignation in writing to the chairman of the Supervisory Board or to the Executive Board at any time, provided that one month's notice of resignation is given.
- (5) The General Meeting may elect a deputy member simultaneously with the Supervisory Board member elected by it that will move up to the Supervisory Board if the Supervisory Board member retires before the end of its term of office without a successor being appointed. One deputy member may also be elected for several Supervisory Board members. The election and the legal status of deputy members for the employee representatives on the Supervisory Board shall be governed by the provisions of the Codetermination Act.
- (6) If there is a by-election to fill a vacancy left by a resigning Supervisory Board member, the person elected shall serve for the remainder of the former member's term of office unless the General



Meeting resolves otherwise. (2) remains unaffected. The office of a deputy member representing the shareholders having moved up to the Supervisory Board shall expire as soon as a successor is appointed for the resigned Supervisory Board member, at the latest, however, on expiration of the term of office of the retired Supervisory Board member.

#### Section 11

- (1) Following the General Meeting at which new elections are held for all the shareholder representatives on the Supervisory Board, a meeting of the Supervisory Board shall be convened for which no special notice is required. This meeting shall initially be chaired by the most senior shareholder representative in terms of age, to elect the following members in accordance with the procedure laid down in the Codetermination Act for the period of the Supervisory Board's term of office
  - a) a chairman and a deputy chairman
  - b) the two further members of the committee provided for in § 27 Sect. 3 MitbestG.
- (2) If the chairman or deputy chairman should resign during their term of office, the Supervisory Board shall elect a successor without delay.

#### Section 12

Resolutions of the Supervisory Board shall normally be adopted at meetings. By order of the chairman, Supervisory Board resolutions may also be adopted at a telephone or video conference or outside a meeting by submitting votes in writing, in text form or telephonically. The ordered form of passing resolutions shall be permissible unless the majority of the Supervisory Board members opposes to it immediately. Resolutions adopted outside meetings shall be recorded by the chairman and copy of the record submitted to all members.

#### Section 13

- (1) The Supervisory Board shall be quorate when, after notice of the meeting has been issued to all members, at least half of the members of which it has to be composed in total participate personally, by telephone or video conference or by submitting their votes in writing or in text form pursuant to § 108 Sect. 3 AktG.
- (2) Resolutions shall be adopted by a simple majority of the votes cast provided that no other majority is mandatorily stipulated by law. The chairman shall determine the conduct of the meeting

and the method of voting. If there is a tied vote on any item, any member of the Supervisory Board shall have the right to demand that the voting on this item be repeated. The chairman shall decide when the revote is to take place. If the revote again results in a tie, the chairman may use his second vote as provided for by law. If he is unable to vote in person, he may cast his second vote in writing or in text form. The deputy chairman shall not be entitled to the second vote.

- (3) The above provisions shall apply analogously to resolutions adopted outside meetings (§ 12 Sentence 2).
- (4) The minutes of the Supervisory Board meetings, copy of resolutions and official announcements of the Supervisory Board shall be signed by the chairman.
- (5) The Supervisory Board will establish its own rules of procedure under the mandatory statutory regulations and the provisions of these Articles of Association.

#### Section 14

- (1) The Supervisory Board shall supervise the conduct of the Company's business.
- (2) In addition to the committee mentioned in § 11 Sect. 1 lit. b), the Supervisory Board may set up further committees from among its members and also transfer to such committees the power to take decisions in as far as this is legally permissible. If a committee chairman is appointed, the Supervisory Board may allow him a casting vote.
- (3) The chairman or if the chairman is unable to do so, his deputy shall be authorized to implement the resolutions of the Supervisory Board and its committees and issue the respective declarations of intent.

#### Section 15

- (1) In addition to the reimbursement of its expenses, each Supervisory Board member shall receive a fixed annual compensation of EUR 70,000.00 payable after the end of the fiscal year. The chairman of the Supervisory Board shall receive two and a half times and the deputy chairman one and a half times this amount.
- (2) Members of the Presiding and Sustainability Committee and of the Audit Committee shall additionally be entitled to an annual remuneration of EUR 45,000.00 for each committee membership, members of the Innovation and Product Sustainability Committee shall be entitled to an

annual remuneration of EUR 35,000.00 for each committee membership. The committee chairman shall in each case receive twice this amount.

- (3) In addition, members of the Supervisory Board shall receive, after the end of the fiscal year, for each meeting of the Supervisory Board and of the committees mentioned under Sect. (2), in which they participated, an attendance fee in the amount of EUR 1,000.00.
- (4) As far as required from the aspect of value added tax, the compensation shall be paid out plus the applicable VAT.
- (5) If members of the Supervisory Board are appointed during the year and/or leave the Supervisory Board over the course of the year, the remuneration set out in paragraphs 1 and 2 shall be paid on a pro rata temporis basis.
- (6) For the first time, the provisions under this sec. 15 shall apply to the fiscal year commencing on January 1, 2023

### **C. GENERAL MEETING**

#### Section 16

- (1) The General Meeting shall be called by the Executive Board unless otherwise stipulated by law. Unless otherwise stipulated by law, notice of the General Meeting must be published at the latest thirty days before the date of the meeting. The day of the General Meeting and the day of notice shall not be included in this period. This period of notice shall be extended by the days of the period for attendance registration pursuant to § 17 Sect. 1 Sentence 3 of the Articles.
- (2) The General Meeting shall be held at the registered domicile of the Company or in any other town in the territory of the Federal Republic of Germany with more than 50,000 inhabitants. The venue of the General Meeting shall be stated in the notice of the meeting.
- (3) The Executive Board and, during the General Meeting, the chairman shall be authorized to allow the complete or partial audio and video transmission of the General Meeting in the form to be specified in detail. The transmission may also take place in a form providing unrestricted access by the public.

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

#### Section 17

- (1) Those shareholders who want to attend and vote at the General Meeting must register in due time prior to the meeting. The registration requires the text form and should be in German or English. The Company must receive the notice of attendance, at the address communicated for this purpose in the notice of the meeting, at the latest six days in advance of the General Meeting. A shorter period, to be expressed in days, may be provided for in the notice of the meeting. The day of the General Meeting and the day of receipt shall not be included in this period.
- (2) Moreover, shareholders shall furnish proof of their authorization to attend the General Meeting or exercise voting rights. To this end, it is sufficient for them to produce evidence of their shareholding, issued in text form by the last intermediary in accordance with s. 67c para. 3 AktG. The evidence shall relate to the commencement of the 21st day before the General Meeting and shall be received by the Company at the address stated in the notice of the meeting no later than six days prior to the General Meeting. The notice may provide for a shorter period, expressed in days. The day of the General Meeting and the day of receipt shall not be included in this period.
- (3) The Executive Board may provide and lay down procedural rules permitting shareholders to also attend the General Meeting without being physically present at the venue and without delegating a proxy while exercising all or some of their rights, in whole or in part, by means of electronic communication.
- (4) The Executive Board may provide that the shareholders are also permitted to cast their votes in writing or by means of electronic communication without physically attending the General Meeting (absentee ballot).
- (5) The Executive Board is authorized to ensure that the General Meeting is held without the physical presence of shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). This authorization is limited until the end of August 31, 2025.

## Section 18

- (1) Each no-par share shall entitle to one vote.
- (2) The voting right may be exercised by a proxy. The assignment of voting powers, their revocation and proof of conferral of voting powers towards the Company shall require the text form. § 135 AktG shall remain unaffected. A facilitation of the form may be determined in the notice of the meeting.

## Section 19

- (1) The General Meeting shall be chaired by the chairman of the Supervisory Board, or by a member of the Supervisory Board nominated by him if the chairman is unable to attend; if no nomination is made, the chairman of the General Meeting shall be appointed by the shareholder representatives on the Supervisory Board who are present at the General Meeting.
- (2) The chairman of the meeting may, if legally permissible, vary the order of the agenda from that announced in the notice of the meeting. He shall also determine the method and form of voting.
- (3) The chairman may restrict the shareholders' right to speak and ask questions and/or follow-up questions to a reasonable space of time. He shall be entitled to set reasonable time limits at the beginning of the General Meeting or in its course, in particular restrict the speaking time, the time allowed for asking questions (including follow-up questions and new questions), the combined time allowed for speaking and asking questions, and set the appropriate timeframe for the whole meeting, for individual agenda items and for individual speakers; notably, this shall include the possibility of prematurely closing the list of speakers and ordering the end of the debate, if necessary.

## Section 20

- (1) Resolutions of the General Meeting shall be adopted by a simple majority of the votes provided that no other majority is mandatorily stipulated by law or by these Articles of Association and if the law provides for a capital majority in addition to the majority of the votes, by a simple majority of the nominal capital represented at the voting.
- (2) In an election, the person elected is the candidate who receives the largest number of votes. In the event of a tie, the result shall be decided by lot.

## Section 21

The Supervisory Board shall be authorized to make alterations and additions to the Articles of Association which only relate to the wording.

**IV. ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF PROFIT**

## Section 22

The fiscal year of the Company shall run parallel with the calendar year.

## Section 23

- (1) The Executive Board shall submit the Annual Financial Statements and the Management Report as well as the Consolidated Financial Statements and the Group Management Report together with the proposal for the appropriation of the accumulated profits to the Supervisory Board for examination.
- (2) On receipt of the report of the Supervisory Board on the result of its examination, the Executive Board shall immediately call the Annual General Meeting which shall be held within the first eight months of each fiscal year. It shall resolve on the appropriation of the accumulated profits, on the ratification of the acts of the members of the executive Board and the Supervisory Board and on the election of the auditor.
- (3) The Executive Board and the Supervisory Board shall be authorized in connection with the adoption of the Annual Financial Statements to allocate the net income remaining after deduction of the amounts to be appropriated to legal reserves as well as of a potential loss carried forward, partly or totally to the other retained earnings. The allocation of more than half of the net income at year end shall not be allowable inasmuch as the other retained earnings would exceed half of the nominal capital after such allocation.

## Section 24

- (1) Unless the Annual General Meeting resolves on an appropriation different from a distribution, the net retained earnings shall be distributed to the shareholders and holders of participation rights with profit sharing claims at the ratio of their shares in the nominal capital and participation capital.

- (2) Instead of or in addition to a cash payment the Annual General Meeting may also decide on a distribution in kind.
- (3) With the consent of the Supervisory Board, the Executive Board may make an interim payment towards the expected net earnings to the shareholders pursuant to s. 59 AktG after the end of the fiscal year.